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**國浩集團有限公司**  
**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 53)

**VOLUNTARY ANNOUNCEMENT**

**DIVESTMENT OF SUBSIDIARIES**

This announcement is made by the Company on a voluntary basis.

Guoco Group Limited would like to announce that on 25 November 2015, Guoco Securities (Bermuda) Limited (a wholly owned subsidiary of Guoco), as vendor, entered into a conditional sale and purchase agreement with a wholly owned subsidiary of Mason Financial Holdings Limited, as purchaser, in respect of the sale and purchase of the entire issued share capital of GuocoCapital Limited, GuocoCapital Futures Limited and GuocoCapital Bullion Limited and the related shareholder's loan at an aggregate cash consideration of approximately HK\$441.1 million, subject to adjustment.

This announcement is made by Guoco Group Limited ("Guoco", and together with its subsidiaries, the "Group") on a voluntary basis.

**AGREEMENT FOR THE SALE OF THE GCAP COMPANIES**

On 25 November 2015, Guoco Securities (Bermuda) Limited (a wholly owned subsidiary of Guoco), as vendor, entered into a conditional sale and purchase agreement (the "Agreement") with Mason Innovation Investment Company Limited (the "Purchaser"), a wholly owned subsidiary of Mason Financial Holdings Limited ("Mason"), as purchaser, in respect of the sale and purchase of the entire issued share capital of GuocoCapital Limited ("GCap"), GuocoCapital Futures Limited ("GCF") and GuocoCapital Bullion Limited ("GCB") (collectively the "GCap Companies") and the related shareholder's loan (the "Sale") at an aggregate cash consideration of approximately HK\$441.1 million (the "Consideration"), subject to adjustment.

The Consideration represents 1.8 times the aggregate net assets value of the GCap Companies as at 30 June 2015 plus the amount of the related shareholder's loan and that the Consideration shall be adjusted with reference to the aggregate net assets value of the GCap Companies as shown in the relevant unaudited management accounts upon completion of the Agreement (the "Completion").

Completion shall be conditional upon, among other things, the Purchaser obtaining the necessary approval(s) from the Securities and Futures Commission of Hong Kong ("SFC") to become a substantial shareholder of GCap and GCF.

**INFORMATION ABOUT THE GCAP COMPANIES**

GCap is a SFC licensed corporation principally engaging in stockbroking, margin financing, corporate finance and financial advisory services in Hong Kong. GCF is a SFC licensed corporation which provides commodities broking services while GCB offers bullion trading services.

**GENERAL**

Guoco is an investment holding and management company with operations and investments principally located in Asia and Europe. Its subsidiaries and associated companies are primarily involved in principal investment, property development and investment, hospitality and leisure operations and financial services.

Mason (Stock Code: 273) is a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“SEHK”). The principal business activities of Mason and its subsidiaries are investment in securities trading, money lending, property investment and investment holding.

The Sale does not constitute a notifiable transaction for Guoco under Chapter 14 of the Rules Governing the Listing of Securities on SEHK (the “Listing Rules”), nor a connected transaction under Chapter 14A of the Listing Rules. Upon Completion, the GCap Companies will cease to be subsidiaries of the Group. The Group continues to maintain a presence in financial services through its associated company, Hong Leong Financial Group Berhad, an integrated financial services group listed on the Main Board of Bursa Malaysia Securities Berhad with businesses comprising commercial and consumer banking, Islamic banking, investment banking, life and general insurance, Takaful insurance, fund management and unit trust, corporate advisory services and stockbroking.

By Order of the Board  
**Stella Lo Sze Man**  
Company Secretary

Hong Kong, 25 November 2015

*As at the date of this announcement, the board of directors of Guoco comprises Mr. Quek Leng Chan as Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Kwek Leng San and Mr. Tan Lim Heng as non-executive directors and Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as independent non-executive directors.*