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POSSIBLE OFFER BY THE RANK GROUP PLC AND 888 HOLDINGS PLC FOR WILLIAM HILL PLC

This announcement is made pursuant to Rule 13.09 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “SEHK”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

Reference is made to the announcement of Guoco Group Limited (“Guoco” or the “Company”) dated 25 July 2016 pertaining to a possible offer on William Hill plc (“William Hill”) by the consortium comprising The Rank Group Plc (“Rank”), a 52% owned subsidiary of the Company and listed on London Stock Exchange Plc (“LSE”), and 888 Holdings plc (“888”).

Rank and 888 has further announced on 10 August 2016 (London time) that they have submitted on 8 August 2016 a non-binding proposal (the “Proposal”) to William Hill’s board of directors (“William Hill Board”) regarding a possible combination of Rank, 888 and William Hill to create an enlarged group (“Enlarged Group”).

Rank and 888 noted the announcement made on 9 August 2016 by William Hill which set out the rationale for William Hill’s rejection of the Proposal and non-engagement with Rank and 888. Rank and 888 believe the Proposal represents compelling value for William Hill shareholders and would welcome the opportunity to engage with William Hill Board on a constructive basis with the goal of consummating a recommended transaction.

Under the terms of the Proposal, Rank and 888 have conditionally agreed to come together via an all-share merger such that Rank shareholders will receive 1.086 new 888 shares for each Rank share held. 888 would act as the consolidation entity and would contemporaneously acquire William Hill for cash and newly issued shares in 888. For each William Hill share held, each William Hill shareholder would be entitled to receive GBP199 in cash and 0.725 new 888 shares. The merger of Rank and 888 and the acquisition of William Hill will be inter-conditional.

Following completion of the proposed combination and based on the terms of the Proposal, it is proposed that William Hill shareholders would represent 44.7% of the Enlarged Group, and that Rank and 888 shareholders would represent 29.6% and 25.7% of the Enlarged Group respectively. Guoco would in turn hold approximately 15.4% in the Enlarged Group.

The Enlarged Group would be a significant and transformational force in the global betting and gambling industry and the UK’s largest multi-channel gambling operator by revenue and profit. The Enlarged Group would unlock substantial cost synergies and would expect to benefit from substantial additional revenue synergies arising from cross-selling, rebranding and customer experience optimisation.

888's principal shareholder trusts which hold in aggregate 50.7% of 888 and Guoco, representing 52.0% of Rank, have indicated their support for the Proposal and that they are prepared to provide irrevocable undertakings in favour of the Proposal (subject to obtaining relevant approvals).

The Proposal, if materialise, would likely constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules based on the current financial information available. In the meantime, there can be no certainty that any offer will be made by Rank and 888.

The announcement of Rank and 888 is accessible at LSE's website (<http://www.londonstockexchange.com>) and is also posted by the Company as an overseas regulatory announcement on the websites of the SEHK (<http://www.hkexnews.hk>) and the Company (<http://www.guoco.com>).

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 11 August 2016

As at the date of this announcement, the board of directors of the Company 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.