

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



POSSIBLE COMBINATION OF THE RANK GROUP PLC, 888 HOLDINGS PLC AND 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 announcements of Guoco Group Limited (“Guoco” or the “Company”) dated 25 July 2016 and 11 August 2016 (the “Announcements”) pertaining to a possible combination of The Rank Group Plc (“Rank”, a 52% owned subsidiary of the Company and listed on London Stock Exchange Plc (“LSE”)), 888 Holdings plc (“888”) and William Hill plc (“William Hill”) to form the Enlarged Group. Capitalised terms used in this announcement shall have the same meaning as ascribed to them in the Announcements, unless the context otherwise requires.

Following the announcements by William Hill rejecting Rank and 888’s Proposal submitted to William Hill on 8 August 2016 (the Original Proposal”), Rank and 888 has further submitted on 14 August 2016 (London Time) an improved non-binding proposal (the “Improved Proposal”) to the William Hill Board.

Under the Improved Proposal, for each William Hill share held, each William Hill shareholder would be entitled to receive GBp199 in cash and 0.860 (Original Proposal: 0.725) new 888 shares. Based on the closing price of 888 shares on 5 August 2016 (the last business day prior to the submission of the Original Proposal), the value of the Improved Proposal would be GBp394 per William Hill share, representing an increase of GBp30 to the Original Proposal of GBp364. Following completion of the proposed combination and based on the terms of the Improved Proposal, William Hill shareholders would own 48.8% of the Enlarged Group, and that Rank and 888 shareholders would own 27.4% and 23.8% of the Enlarged Group respectively. Guoco would in turn hold approximately 14.2% (Original Proposal: 15.7%) in the Enlarged Group.

The Improved Proposal, if materialised, 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 announcements of Rank and 888 are accessible at LSE's website (<http://www.londonstockexchange.com>) and are 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, 15 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.