

GUOCO GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

OVERSEAS REGULATORY ANNOUNCEMENT

(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)

Please refer to the attached announcement on the next page.

The board of directors of Guoco currently comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng and Mr. James Eng, Jr. as executive directors; Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Volker Stoeckel and Mr. Ding Wai Chuen as independent non-executive directors.

General Announcement

Reference No **MM-080218-59843**

Submitting Merchant Bank : AMINVESTMENT BANK BERHAD
Company Name : **CAMERLIN GROUP BERHAD**
Stock Name : CAMERLN
Date Announced : 18/02/2008

Type : **Announcement**
Subject : **CAMERLIN GROUP BERHAD (“CGB” OR “COMPANY”)**

Contents : **NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”) OF CGB FOR :-**

(I) PROPOSED CAPITAL DISTRIBUTION OF 300,806,272 ORDINARY SHARES OF UNITED STATES DOLLAR (“USD”) 0.20 EACH IN GUOCOLEISURE LIMITED (FORMERLY KNOWN AS BIL INTERNATIONAL LIMITED) (“GUOCOLEISURE”) TO THE SHAREHOLDERS OF CGB, ON THE BASIS OF 0.65 ORDINARY SHARES OF USD0.20 EACH IN GUOCOLEISURE FOR EVERY ONE (1) ORDINARY SHARE OF RM1.00 EACH HELD IN CGB (AT AN ENTITLEMENT DATE TO BE DETERMINED LATER), VIA A REDUCTION OF THE SHARE CAPITAL OF CGB AND BY CANCELLING CGB’S SHARE PREMIUM RESERVE PURSUANT TO SECTIONS 60(2) AND 64 OF THE COMPANIES ACT, 1965 (“ACT”) WHICH WILL RESULT IN THE REDUCTION OF THE PAR VALUE OF ORDINARY SHARES OF CGB FROM RM1.00 TO RM0.13 (“PROPOSED CAPITAL DISTRIBUTION”);

(II) PROPOSED CASH REPAYMENT TO THE SHAREHOLDERS OF CGB VIA A CASH DISTRIBUTION ON THE BASIS OF APPROXIMATELY RM0.20 FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH HELD IN CGB AT AN ENTITLEMENT DATE TO BE DETERMINED LATER VIA REDUCTION OF SHARE PREMIUM AND SHARE CAPITAL PURSUANT TO SECTIONS 60(2) AND 64 OF THE ACT (“PROPOSED CASH REPAYMENT”); AND

(III) PROPOSED REDUCTION IN THE SHARE PREMIUM OF CGB PURSUANT TO SECTIONS 60(2) AND 64 OF THE ACT TO SET-OFF ACCUMULATED LOSSES OF CGB (“PROPOSED CANCELLATION OF ACCUMULATED LOSSES”)

(HEREINAFTER REFERRED TO AS THE “PROPOSALS”)

Attachments : [☞NOTICE OF EXTRAORDINARY GENERAL MEETING.doc](#)

Announcement Details :

On behalf of the Board of Directors of CGB, AmInvestment Bank Berhad is pleased to announce that the Company will be holding its EGM at Theatrette, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 12 March 2008 at 11.30 a.m. to consider and if thought fit, to pass the resolutions pertaining to the Proposals.

The full text of the Notice of EGM to be advertised in the New Straits Times tomorrow, 19 February 2008, is attached herewith for your attention.

This announcement is dated 18 February 2008.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Camerlin Group Berhad (“CGB” or the “Company”) will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, on Wednesday, 12 March 2008 at 11.30 a.m. to consider and, if thought fit, to pass the following motions, with or without modifications, as resolutions of the Company:-

SPECIAL RESOLUTION 1

PROPOSED CAPITAL DISTRIBUTION

“**THAT** subject to the approvals of all relevant authorities/parties (if required) being obtained, the confirmation by the High Court of Malaya and the fulfilment of the statutory requirements in respect of the High Court’s confirmation, approval be and is hereby given for CGB to distribute 300,806,272 ordinary shares of United States Dollar 0.20 each in GuocoLeisure Limited (*formerly known as BIL International Limited*) (“**GuocoLeisure**”) (“**GuocoLeisure Shares**”) to the shareholders of CGB, whose names appear in the Record of Depositors on a date to be determined and announced later by the Board of Directors of CGB (“**Entitlement Date**”), on the basis of 0.65 GuocoLeisure Share for every one (1) existing CGB Share held, to be effected via a reduction of the share capital of CGB and by cancelling CGB’s share premium reserve, which will result in the reduction of the par value of CGB shares from RM1.00 to RM0.13 (the “**Proposed Capital Distribution**”);

AND THAT the Directors of the Company be and are hereby authorised to deal with any fractional entitlements as they deem fit **AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all such acts and things and to execute, sign and deliver and cause to be delivered, for and on behalf of CGB such deeds, documents and/or agreements as may be necessary or expedient to give full effect to the Proposed Capital Distribution with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and/or the relevant authorities or, as may be necessary, in the best interest of CGB;

”**AND THAT** following the Proposed Capital Distribution, approval be and is hereby given for CGB to amend its Memorandum of Association to alter its authorised share capital from RM500,000,000 comprising 500,000,000 ordinary shares of RM1.00 each into RM65,000,000 comprising 500,000,000 ordinary shares of RM0.13 each.”

SPECIAL RESOLUTION 2

PROPOSED CASH REPAYMENT

“**THAT** subject to the passing of Special Resolution 1 above, the approval of all relevant authorities/parties (if required), the confirmation by the High Court of Malaya and the fulfilment of the statutory requirements in respect of the High Court’s confirmation, approval is hereby given for CGB to undertake cash distribution to all shareholders of CGB whose names appear in the Record of Depositors on the Entitlement Date, to be effected via a reduction of the share capital of CGB and by cancelling CGB’s share premium reserve, which will result in the reduction of the par value of CGB shares (the “**Proposed Cash Repayment**”);

“**AND THAT** the Directors of the Company be and are hereby authorised to determine and announce later the actual amount to be distributed under the Proposed Cash Repayment after taking into account the available funds and the operating expenses of CGB and its group of companies and **FURTHER THAT** the Directors of the Company be and are hereby authorised to determine and announce later the actual amount of the reduction of the share capital of CGB and cancellation of CGB’s share premium reserve.”

AND FURTHER THAT the Directors of the Company be and are hereby authorised to deal with any fractional amounts as they deem fit **AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all such acts and things and to execute, sign and deliver and cause to be delivered, for and on behalf of the Company, all such deeds, documents and/or agreements as may be necessary or expedient to give full effect to the Proposed Cash Repayment with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and/or the relevant authorities or, as may be necessary, in the best interest of CGB.”

“**AND FURTHER THAT** following the Proposed Cash Repayment, approval be and is hereby given for CGB to amend its Memorandum of Association to alter its authorised share capital and that the Directors of the Company be and are hereby authorised to settle the form of the minutes specifying the precise change to the authorised share capital of CGB and the new par value of CGB shares after the actual amount to be distributed under the Proposed Cash Repayment has been determined by the Board of Directors.”

SPECIAL RESOLUTION 3

PROPOSED CANCELLATION OF ACCUMULATED LOSSES

“**THAT** subject to the passing of Special Resolution 1 above, the approvals of the relevant authorities (if required), the confirmation by the High Court of Malaya and the fulfilment of the statutory requirements in respect of the High Court’s confirmation, approval be and is hereby given for the Directors of CGB to reduce the share premium reserve of CGB and that the credit arising therefrom be utilised towards a set-off against the accumulated losses of CGB;

“**AND THAT** the Directors of the Company be and are hereby authorised to determine and announce later the final quantum of share premium reserve of CGB to be reduced under the Proposed Cancellation of Accumulated Losses after taking into account the available reserves of CGB.”

AND THAT the Directors of CGB be and are hereby authorised to do all such acts and things and to execute, sign and deliver and cause to be delivered, for and on behalf of CGB, all such deeds, documents and/or agreements as may be necessary or expedient to give full effect to the Proposed Cancellation of Accumulated Losses with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and/or the relevant authorities or, as may be necessary, in the best interest of CGB.”

BY ORDER OF THE BOARD

LIM YEW YOKE
Secretary

Kuala Lumpur
19 February 2008

Notes:-

1. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.*
2. *The Form of Proxy must be deposited at the Registered Office of the Company at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.*