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**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 notice on the next page.

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

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**Notice of a Director's (including a director who is a substantial shareholder) Interest and Change in Interest \***

\* Asterisks denote mandatory information

Name of Announcer *	GUOCOLAND LIMITED
Company Registration No.	197600660W
Announcement submitted on behalf of	GUOCOLAND LIMITED
Announcement is submitted with respect to *	GUOCOLAND LIMITED
Announcement is submitted by *	DAWN PAMELA LUM
Designation *	GROUP COMPANY SECRETARY
Date & Time of Broadcast	07-May-2010 18:25:44
Announcement No.	00159

>> **Announcement Details**

The details of the announcement start here ...

>> **PART I [Please complete this part]**

1. Date of notice to issuer *	07-05-2010
2. Name of <u>Director</u> *	QUEK LENG CHAN
3. Please tick one or more appropriate box(es): *	<input checked="" type="checkbox"/> Notice of a Director's (including a director who is a substantial shareholder) Interest and Change in Interest. [Please complete Part II and IV]

>> **PART II**

1. Date of change of <u>Deemed Interest</u>	07-05-2010
2. Name of Registered Holder	Hong Leong Insurance (Asia) Limited (HLIA), Hong Leong Assurance Berhad (HLA) and Hong Leong Bank Berhad (HLB).
3. Circumstance(s) giving rise to the interest or change in interest	# Others
# Please specify details	<p>Pursuant to Condition 8.4 of the Terms and Conditions of GuocoLand Limited's ("GLL") Convertible Bonds due 2012 ("CBs"), GLL had at the option of the following bondholders, redeemed and cancelled their respective holdings of Tranche 1 CBs on 7 May 2010:</p> <ul style="list-style-type: none"> <li>• HLIA - 2,000,000 CBs,</li> <li>• HLA - 7,400,000 CBs and</li> <li>• HLB - 56,000,000 CBs.</li> </ul> <p>Deemed to be interested in the CBs held by HLIA, HLA and HLB by virtue of Section 7 of the Companies Act, Cap. 50.</p>
4. Information relating to shares held in the name of the Registered Holder	
No. of <u>Options</u> held before the change	120,000,000
As a percentage of issued share capital	0 %
No. of Options which are subject of this notice	65,400,000
As a percentage of issued share capital	0 %

Amount of consideration (excluding brokerage and stamp duties) per share paid or received	1.01814
No. of Options held after the change	54,600,000
As a percentage of issued share capital	0 %

>> PART III

- Date of change of [Select Option]
- The change in the percentage level
- Circumstance(s) giving rise to the interest or change in interest   
# Please specify details
- A statement of whether the change in the percentage level is the result of a transaction or a series of transactions:

>> PART IV

- Holdings of Director , including direct and deemed interest :

	Direct	Deemed
No. of shares held before the change	0	120,000,000
As a percentage of issued share capital	0 %	0 %
No. of shares held after the change	0	54,600,000
As a percentage of issued share capital	0 %	0 %

Footnotes

The CBs are convertible into fully paid ordinary shares of GLL pursuant to the terms and conditions of GLL's offering circular dated 4 May 2007.

Attachments

Total size = 0  
(2048K size limit recommended)

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