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Renewal of Continuing Connected Transactions

- Finances for Share Purchases for Executives' Share Option Schemes of GuocoLand Limited

This announcement is to comply with the disclosure requirements under the Listing Rules on continuing connected transactions to allow the GLL Group to continue to provide finances to the Trust for the Share Purchases for the purposes of the GLL ESOS and the GLL ESOS 2008 during the three financial years ending 30 June 2013.

Executive directors of the GLL Group, who may be Eligible Participants of the GLL ESOS and the GLL ESOS 2008 and thus may become beneficiaries of the Trust, are deemed to be connected persons of Guoco under the Listing Rules. The provision of finances by the GLL Group to the Trust for the Share Purchases from time to time constitutes continuing connected transactions for Guoco under Chapter 14A of the Listing Rules.

Since the applicable percentage ratios under the Listing Rules of the New Cap are less than 5%, the continuing connected transactions are only subject to the announcement requirements under Chapter 14A of the Listing Rules. Details of the finances provided by the GLL Group, if any, will be included in Guoco's relevant published annual report and accounts in compliance with Rules 14A.45 and 14A.46 of the Listing Rules. Guoco will also comply with Rules 14A.37 to 14A.38 of the Listing Rules in relation to the annual review of such finances provided.

FINANCES FOR SHARE PURCHASES

GLL had in place the GLL ESOS, which was terminated and replaced by the GLL ESOS 2008 in November 2008 to allow grant of Options to Eligible Participants over newly issued and/or existing GLL shares. GLL maintains the Trust to purchase existing GLL shares for the purposes of the GLL ESOS and the GLL ESOS 2008.

Reference is made to the announcements of Guoco dated 17 July 2007 regarding the provision of finances to the Trust for Share Purchases for the purpose of GLL ESOS subject to the annual cap of S\$150 million, and dated 19 January 2009 regarding the provision of finances to the Trust for Share Purchases for the purposes of GLL ESOS and GLL ESOS 2008 subject to the same annual cap.

Notwithstanding that the GLL ESOS was terminated, the Trust continues to hold existing GLL shares to satisfy the exercise of outstanding Options under the GLL ESOS which remain unexercised on its termination. The finances to the Trust for Share Purchases for the purposes of the GLL ESOS and the GLL ESOS 2008 are expected to be repaid from the exercise price to be paid by the Option Holders upon exercise of the Options.

The maximum aggregate value of the finances to be provided by the GLL Group for the Share Purchases was subject to the annual cap of S\$150 million (approximately HK\$861 million) during the three financial years ended 30 June 2010.

This announcement is to comply with the disclosure requirements under the Listing Rules on continuing connected transactions to allow the GLL Group to continue to provide finances to the Trust for the Share Purchases during the three financial years ending 30 June 2013.

MAXIMUM AGGREGATE AMOUNT

For the purpose of Rule 14A.35(2) of the Listing Rules, the maximum aggregate value of the finances to be provided by the GLL Group for the Share Purchases shall be subject to a new annual cap of S\$150 million or its equivalent in other currencies (approximately HK\$861 million) (the "New Cap") at any time during the three financial years ending 30 June 2013. The current outstanding amount of finances provided by the GLL Group to the Trust is approximately S\$111 million (approximately HK\$637 million).

The basis of the New Cap is arrived at having regard to further finances that may be required for the Share Purchases by the Trust to satisfy the exercise of Options granted under the GLL ESOS and Options granted and/or to be granted under the GLL ESOS 2008 in future, the expected acquisition prices of the Share Purchases based on the prevailing market price of GLL shares and allowing for the possibility that the GLL share price may increase in future.

RATIONALE

The provision of finances for the Share Purchases is to facilitate the satisfaction of the exercise of Options by transferring existing GLL shares. The grant of Options over existing GLL shares eliminates the dilution effect on shareholders' interests and GLL's capital base as well as the uncertainty of the timing of dilution. It also provides flexibility to GLL in terms of remunerating the Eligible Participants. GLL will be in a position to structure incentives for the Eligible Participants in order to align their interests with the performance of GLL, with a view to improving the operations of GLL.

In view of the benefits of the GLL ESOS and the GLL ESOS 2008 to GLL and its shareholders including Guoco which owns 65.2% of GLL's issued share capital, the directors of Guoco (including the independent non-executive directors) are of the opinion that, the provision of finances by the GLL Group for the Share Purchases is in the ordinary and usual course of business of Guoco and is, and will be, on normal commercial terms, and is fair and reasonable and in the interests of the Group and the shareholders of Guoco as a whole.

LISTING RULES IMPLICATIONS

Executive directors of the GLL Group, who may be Eligible Participants and thus may become beneficiaries of the Trust, are deemed to be connected persons of Guoco under the Listing Rules. The provision of finances by the GLL Group for the Share Purchases from time to time constitutes continuing connected transactions for Guoco under Chapter 14A of the Listing Rules. No Director has a material interest in the transactions contemplated under the provision of finances for the Share Purchases.

Since the applicable percentage ratios under the Listing Rules of the New Cap are less than 5%, the continuing connected transactions are only subject to the announcement requirements under Chapter 14A of the Listing Rules. Details of the finances provided by the GLL Group, if any, will be included in Guoco's relevant published annual report and accounts in compliance with Rules 14A.45 and 14A.46 of the Listing Rules. Guoco will also comply with Rules 14A.37 to 14A.38 of the Listing Rules in relation to the annual review of such finances provided.

If GLL grants Options to Eligible Participants who are connected persons of Guoco in future, Guoco will comply with the requirements under Chapter 14A of the Listing Rules as appropriate.

INFORMATION ON THE GROUP AND THE GLL GROUP

Guoco is an investment holding and management company and the principal activities of its subsidiaries and associated companies encompass principal investment, property development and investment, hospitality and leisure business, stock and commodity broking, investment advisory, banking and financing, insurance, fund management as well as merchant banking.

GLL is one of the major Singapore-based property development and investment companies listed on the SGX-ST. The GLL Group is currently undertaking various real estate projects in its embedded markets of Singapore, China, Malaysia and Vietnam. These include residential, office, hospitality and commercial/retail projects.

As at the date of this announcement, the Board comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President and 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.

(For reference only, the exchange rate of S\$:HK\$ as referred to in this announcement is S\$1:HK\$5.739825 as at 27 August 2010.)

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Directors”	the directors of Guoco
“Eligible Participant(s)”	confirmed employee(s) of the GLL Group, and the executive director(s) of GLL, who has/have been selected by the committee comprising directors of GLL duly authorised and appointed by the board of directors of GLL to administer the GLL ESOS and the GLL ESOS 2008
“ESOS Share(s)”	GLL share(s) to be issued and/or transferred under the GLL ESOS and the GLL ESOS 2008
“GLL”	GuocoLand Limited, a 65.2% owned subsidiary of Guoco with primary listing on SGX-ST
“GLL ESOS”	The GuocoLand Limited Executives’ Share Option Scheme, which was terminated on 21 November 2008
“GLL ESOS 2008”	The GuocoLand Limited Executives’ Share Option Scheme 2008 adopted on 21 November 2008 to replace the GLL ESOS
“GLL Group”	GLL and its subsidiaries
“Guoco”	Guoco Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Group”	Guoco and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

"HK\$" data-bbox="133 116 178 128">	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules" data-bbox="133 144 241 156">	the Rules Governing the Listing of Securities on the Stock Exchange
"Option(s)" data-bbox="133 186 214 198">	the right(s) to acquire ESOS Shares granted or to be granted pursuant to the GLL ESOS and the GLL ESOS 2008
"Option Holder(s)" data-bbox="133 228 268 240">	the holder(s) of an Option
"SGX-ST" data-bbox="133 256 208 268">	Singapore Exchange Securities Trading Limited
"Share Purchases" data-bbox="133 284 274 296">	the purchases of existing GLL shares by the Trust or other relevant transactions to enable the Trust to own interests in GLL shares for the purposes of the GLL ESOS and the GLL ESOS 2008 from time to time
"Shareholders" data-bbox="133 348 244 360">	shareholders of Guoco
"Stock Exchange" data-bbox="133 376 264 388">	The Stock Exchange of Hong Kong Limited
"S\$" data-bbox="133 404 168 416">	Singapore dollars, the lawful currency of the Republic of Singapore
"Trust" data-bbox="133 432 184 444">	the trust constituted by the trust deed entered into between GLL and the trustee which is an independent trust company not connected with the GLL Group, the Group, directors, chief executives or substantial shareholders of the Group and their respective associates (as defined under the Listing Rules)
"%" data-bbox="133 516 158 528">	per cent.

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 27 August 2010