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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 announcement 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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| Miscellaneous                               |                         |
|---|-------------------------|
| * 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 |
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[>> Announcement Details](#)  
 The details of the announcement start here ...

Announcement Title \* RESULTS OF THE RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF 295,843,319 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S\$1.80 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS BEING DISREGARDED

Description

Attachments  [RIResults-021210.pdf](#)  
 Total size = **34K**  
 (2048K size limit recommended)

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**RESULTS OF THE RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF 295,843,319 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S\$1.80 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("SHARES") HELD AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS BEING DISREGARDED (THE "RIGHTS ISSUE")**

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*Unless otherwise defined, terms used in this announcement bear the same meanings as defined in the Company's Offer Information Statement dated 10 November 2010 relating to the Rights Issue (the "Offer Information Statement").*

**1. RESULTS OF RIGHTS ISSUE**

**1.1 Level of Subscription**

GuocoLand Limited (the "**Company**") is pleased to announce that, as at the close of the Rights Issue on 29 November 2010 (the "**Closing Date**"), valid acceptances and excess applications were received as follows:-

- (a) valid acceptances were received for a total of 294,103,352 Rights Shares, representing approximately 99.41% of the total number of Rights Shares available for subscription under the Rights Issue. These included an acceptance for an aggregate of 193,008,106 Rights Shares, representing approximately 65.24% of the total number of Rights Shares available for subscription under the Rights Issue, from GuocoLand Assets Pte. Ltd. ("**GAPL**") pursuant to the irrevocable undertaking dated 27 August 2010 given by Guoco Group Limited ("**GGL**"), a controlling shareholder of the Company, in favour of the Company (the "**GGL's Undertaking**"); and
- (b) excess applications were received for a total of 52,206,695 Rights Shares from Shareholders other than GGL and GAPL, representing approximately 17.65% of the total number of Rights Shares available for subscription under the Rights Issue (the "**Excess Applications**").

**1.2 Allocation of Rights Shares for Excess Applications**

The provisional allotments of 1,739,967 Rights Shares not taken up by Entitled Shareholders and/or their renounees pursuant to the Rights Issue will be used to satisfy Excess Applications or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. In the allotment of any excess Rights Shares, preference will be given to the rounding of odd lots and the Directors and Substantial Shareholders of the Company (including GGL and GAPL) will rank last in priority.

### **1.3 “Nil-paid” rights**

All the provisional allotment of 205,866 Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders were sold “nil-paid” on the SGX-ST. The net proceeds from such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Books Closure Date and sent to them at their own risk by ordinary post, provided that where the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit and no Foreign Shareholder shall have any claim whatsoever against the Company, CDP or the Share Registrar in connection therewith.

### **1.4. Proceeds from the Rights Issue**

As the Rights Issue has been fully subscribed, the Company has raised net proceeds of approximately S\$532 million (after deducting estimated expenses) from the Rights Issue.

### **1.5 Invalid/unsuccessful acceptances and Excess Applications**

Where any acceptance and/or excess application for the Rights Shares is unsuccessful or invalid, or where the number of excess Rights Shares allotted is less than that applied for, the amount paid on acceptance and/or application or the surplus application monies, as the case may be, will be returned or refunded to such applicants and/or their renounees and/or purchasers, without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date (being 29 November 2010) as follows:

- (a) by crediting their bank accounts with the relevant Participating Banks at their own risk (if they accepted and (if applicable) applied by way of an Electronic Application), the receipt by such bank being a good discharge of the Company and CDP of their obligations, if any, thereunder;
- (b) by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent by ordinary post at their own risk to their mailing addresses in Singapore as recorded with CDP, or in such other manner as they may have agreed with CDP for the payment of any cash distributions (if they accepted and (if applicable) applied through CDP); or
- (c) by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent by ordinary post at their own risk to their mailing addresses as recorded with the Share Registrar (if they accepted and (if applicable) applied through the Share Registrar).

## **2. ISSUE AND LISTING**

### **2.1 Issue of Rights Shares**

The Company expects that the 295,843,319 Rights Shares shall be issued pursuant to Rights Issue on or about 6 December 2010.

### **2.2 Listing of Rights Shares**

The Company further expects that the Rights Shares will be listed and quoted on the Main Board of the SGX-ST on or about 7 December 2010.

### **2.3 Trading of Odd Lots**

For the purposes of trading on the SGX-ST, each board lot of Shares will comprise 1,000 shares. Following the Rights Issue, Entitled Shareholders who hold odd lots of Shares (i.e. lots other than board lots of 1,000 Shares) and who wish to trade in odd lots of Shares on the SGX-ST should note that they are able to do so on the Unit Share Market of the SGX-ST which allows trading of odd lots with a minimum of one Share. The Company has also obtained approval from the SGX-ST for the setting up of a temporary counter for the trading of Shares in board lots of 333 Shares for a period of one (1) month from the date of the listing of the Rights Shares.

BY ORDER OF THE  
BOARD OF DIRECTORS

Dawn Pamela Lum  
Group Company Secretary

2 December 2010

Submitted by Dawn Pamela Lum, Group Company Secretary on 02/12/2010 to the SGX-ST.