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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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FOR IMMEDIATE RELEASE

8 June 2011

#### **All Global Investments Limited**

## Mandatory Cash Offer for The Rank Group Plc

#### Offer Becomes Unconditional

#### Overview

On 6 May 2011, All Global Investments Limited ("AGIL"), a wholly-owned subsidiary of Guoco Group Limited ("Guoco"), announced the acquisition of 45,251,203 of Rank Shares, representing approximately 11.6 per cent. of Rank's issued share capital, from members of the Genting Berhad group at a price of 150p for each Rank Share.

The Acquisition increased Guoco's beneficial interest in Rank to 159,486,902 shares, representing approximately 40.8 per cent. of Rank's issued share capital.

In accordance with the provisions of Rule 9 of the Code, AGIL then announced the terms of a cash offer to be made for all of the issued and to be issued share capital of Rank which was not already owned by the Guoco Group. The Offer was conditional only on valid acceptances being received in respect of such number of Rank Shares which, together with the Rank Shares acquired or agreed to be acquired by AGIL or parties acting in concert with it before or during the Offer Period, would result in AGIL and any person acting in concert with it holding Rank Shares carrying more than 50 per cent. of the voting rights then normally exercisable at a general meeting of Rank (the "Acceptance Condition").

The full terms of, and conditions to, the Offer and the procedure for acceptance were set out in the offer document issued by Guoco on 17 May 2011 (the "Offer Document").

## Offer Becomes Unconditional

Guoco is pleased to announce that the Acceptance Condition has now been satisfied and the Offer is therefore unconditional in all respects.

Guoco looks forward to continuing its productive relationship with Rank and the continued growth and development of Rank's business. As stated in the Offer Document, Guoco intends that the listing of Rank Shares on the Official List and the admission to trading of Rank Shares on London Stock Exchange's main market for listed securities should continue.

## **Level of Acceptances**

As at 1:00 p.m. (London time) on 7 June 2011, AGIL had received valid acceptances from Rank Shareholders in respect of 60,738,410 Rank Shares representing approximately 15.6 per cent. of the existing issued share capital of Rank. None of the acceptances received were from persons acting in concert with AGIL or were in respect of Rank Shares which were subject to an irrevocable commitment or a letter of intent procured by AGIL or any person acting in concert with it (no such irrevocable commitment or letter of intent having been procured).

Therefore, as at 1:00 p.m. (London time) on 7 June 2011, AGIL may count 220,225,312 Rank Shares (representing approximately 56.4 per cent. of the existing issued share capital of Rank) towards the satisfaction of the Acceptance Condition.

The Offer, which remains subject to the terms set out in the Offer Document, will remain open for acceptance until further notice, and at least 14 days' notice will be given of the closing of the Offer.

Capitalised terms used but not defined in this announcement shall have the meaning given to them in the Offer Document.

### **Enquiries**

### **Evercore Partners Limited**

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This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or invitation to purchase or the solicitation of an offer to subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor will there be any purchase or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law or regulation.

Evercore Partners Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Guoco and AGIL and no-one else in relation to the Offer and will not be responsible to anyone other than Guoco or AGIL for providing the protections afforded to the customers of Evercore Partners Limited or for providing advice in relation to the Offer or in relation to the contents of this announcement or any transaction or arrangement referred to herein.

To the extent permitted by applicable law, in accordance with, and to the extent permitted by, the Code and normal UK market practice, Guoco or its nominees or brokers (acting as agents) or their respective affiliates may from time to time make certain purchases of, or arrangements to purchase, Rank Shares, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Such purchases, or arrangements to purchase, will comply with all applicable UK rules, including the Code and the rules of the London Stock Exchange to the extent applicable. In addition, in accordance with, and to the extent permitted by, the Code and normal UK market practice, Evercore Partners Limited and its affiliates may engage in purchasing activities consistent with their respective normal and usual practice and applicable law. Any information about such purchases will be disclosed on a next day basis to the Panel on Takeovers and Mergers and will be available from any Regulatory Information Service, including the Regulatory News Service on the London Stock Exchange website, www.londonstockexchange.com.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The availability of the Offer to Rank Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of those jurisdictions. In particular, the Offer is not, unless decided otherwise by AGIL, being made in or into or from, and is not capable of acceptance in or from, any Restricted Jurisdiction. Further details in relation to overseas Rank Shareholders are contained in the Offer Document.

The Offer is not intended to be made, directly or indirectly, in, into or from any Restricted Jurisdiction and the Offer is not capable of acceptance from or within any Restricted Jurisdiction. Accordingly, copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement (including custodians, nominees and trustees) must not mail or otherwise distribute or send it in, into or from any Restricted Jurisdiction, as doing so may invalidate any purported acceptance of the Offer.

This announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the UK.

## Disclosure requirements under the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of Rank or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any paper offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) Rank and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of Rank or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of Rank or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of Rank or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) Rank and (ii) any paper

offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of Rank or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by Rank and by any offeror and Dealing Disclosures must also be made by Rank, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of Rank and any offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

You should note that, for the purposes of the above summary of Rule 8 of the Code, neither AGIL nor the Guoco Group is treated as a paper offeror and therefore there is no requirement to disclose interests or dealings in shares of AGIL or the Guoco Group under Rule 8 of the Code.

#### **Publication on Guoco website**

In accordance with Rule 19.11 of the Code, a copy of this announcement will be available at www.guoco.com by no later than 12 noon on 9 June 2011.