

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :31/01/2015

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Guoco Group Limited | |
|----------------|---------------------|--|
| Date Submitted | 02/02/2015 | |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|---------------------------------------|------------------------|----------------------------------|---|
| (1) Stock code : <u>00053</u> Descrip | otion : Ordinary | Shares | |
| | No. of ordinary shares | Par value (State currency | Authorised share capital (State currency) |
| Balance at close of preceding month | 1,000,000,000 | US\$0.50 | US\$500,000,000 |
| Increase/(decrease) | N/A | | N/A |
| Balance at close of the month | 1,000,000,000 | US\$0.50 | US\$500,000,000 |
| (2) Stock code : <u>N/A</u> Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : | N/A | Descript | ion : | | |
|-----------------------|-------------|----------|--------------------------|----------------------------------|---|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of p | preceding 1 | month _ | | | |
| Increase/(decrease) | | - | | | |
| Balance at close of t | he month | - | | | |

3. Other Classes of Shares

| Stock code : <u>N/A</u> De | escription : | | |
|------------------------------------|--------------------------------|----------------------------------|---|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding mont | h | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month:

US\$500,000,000

II. Movements in Issued Share Capital

| | No. of ordir | nary shares | No of preference | No. of other classes | |
|--|--------------|-------------|------------------|----------------------|--|
| | (1) | (2) | shares | of shares | |
| Balance at close of preceding month | 329,051,373 | N/A | N/A | N/A | |
| Increase/ (decrease) during the month | N/A | N/A | N/A | N/A | |
| Balance at close of the month | 329,051,373 | N/A | N/A | N/A | |

III. Details of Movements in Issued Share Capital

| Particulars of share option scheme | | | | | No. of new shares of issuer issued during | No. of new shares of issuer which may be |
|---|-------------------|--------------------|----------------|--------------|---|--|
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date | | Movement duri | ng the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | 110 venient dun | ing the month | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | | | | | |
| | | Те | otal A. (Ordin | | N/A | |
| | | | · · | nce shares) | N/A | |
| otol fundo min-1 1 | ing the marth | from or | | Other class) | N/A | |
| Total funds raised dur options (State currence | ing the month v | i from exercise of |)1 | N/A | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Non nominal value prec | ninal value at close of reding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|--|----------------------------------|--|--|--|
| <u>1. N/A</u> | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | (/ / |) | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A | (/ / |) | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A | (/ / |) | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ / |) | | | | |
| | | Total | (Prefere | nary shares) ence shares) Other class) | N/A N/A N/A | |

| Convertibles (i.e. Convertible i | to Sharas of the I | annan mhiah ana ta | | For Main Board | and GEM liste | d issuers |
|--|--------------------|--|----------------------------------|------------------------------------|--|--|
| Convertibles (i.e. Convertible in Class and description | | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy)) | (/ /) | | | | | |
| 2. N/A | | | | | | |
| | _ | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 5. IV/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| | | | Total C. (Ordin | - | N/A | <u>-</u> |
| | | | | ence shares) | N/A N/A | - |
| | | | () | Other class) | N/A | _ |

| than under Share Option Schemes) | | |
|---|---|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. N/A | | |
| | | |
| | | |
| (/ / |) | |
| shares (N | ote 1) | |
| | | |
| 2. N/A | | |
| | | |
| | | |
| (/ / |) | |
| shares (N | ote 1) | |
| | · · · · · · · · · · · · · · · · · · · | |
| 3. N/A | | |
| | | |
| | | |
| (/ / |) | |
| shares (N | ote 1) | |
| | | |
| Total D. (Ordinary s | nares) N/A | |
| (Preference s | nares) N/A | - |
| (Other | | - |
| | , | - |
| | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | Type of Issue | Issued Share Capital | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|---------------|----------------------|--|-------|---|--|---|
| | Type of issue | | Class of shares issuable | | | | |
| | | | (Note 1) | | | | |
| 1. | Rights issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | N/A | N/A |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | NT / A | NI / A |
| | | | | | | N/A | <u>N/A</u> |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | 11/21 | A |

| | Type of Issue | | F | For Main | Boar | d and GEM lis No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of |
|----|----------------------|--------------------------------|---|----------|------|---|----------------------|
| | Type of issue | | | | | | |
| | | 0 | Class of shares issuable (Note 1) | | | | |
| 5. | Scrip dividend | At price : State currency — | - Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | Class of shares repurchased (<i>Note 1</i>) | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | Class of shares redeemed (<i>Note 1</i>) | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | <u>N/A</u> | N/A |
| | | | Class of shares issuable (Note 1) | | | | |
| 8. | Consideration issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | |

| | | | For | Main Boar | d and GEM lis | sted issuers |
|-------------|--------------------------|------------------------------|--|--|--|---|
| Т | ype of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| | | | Class of shares issuable _ (<i>Note 1</i>) | | | |
| | Capital eorganisation | | Issue and allotment (date : (dd/mm/yyyy) | / /) | | |
| | | | EGM approval date: ((dd/mm/yyyy) | / /) | N/A | N/A |
| | | | | | | |
| | | | Class of shares issuable _ (<i>Note 1</i>) | | | |
| 10. C (1 | Other Please specify) | At price : State currency | — Issue and allotment (date : (dd/mm/yyyy) | / /) | | |
| | | | EGM approval date: ((dd/mm/yyyy) | / /) | N/A | N/A |
| | | | (Prefe | inary share rence share (Other class | s) N/A | - - |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | N/A |
|--|-----|-----|
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

| Submitted by: Lo Sze Man, Stella |
|--|
| Title: <u>Company Secretary</u> |
| (Director, Secretary or other duly authorised officer) |
| |
| |
| |
| Notes : |

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.