

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 29/02/2012 |
|------------------------------------|------------|
|------------------------------------|------------|

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Guoco Group Limited | |
|----------------|---------------------|---|
| Date Submitted | 01/03/2012 | _ |

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 – | | Wovement dur | | | | |
| 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 | |
| Tatal from da maiara 1.4 | | £ | | 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 Nominal value at nominal close of value preceding 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 (<i>Note 1</i>) | | | | | |
| 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) | (/ /) | | | | |
| | Tota | (Preferen | ary shares) nce shares) Other class) | N/A N/A N/A | |

| Convertibles (i.e. Convertible into Shares of | y of nt | Amount at close | | | No. of new shares of issuer issued during the month | No. of new shares of issuer which may be issued pursuant |
|---|------------|--------------------|----------------------------------|------------------------------------|---|--|
| amour Class and description outstand | | of preceding month | Converted during the month | Amount at close of the month | pursuant thereto | thereto as at close of the month |
| 1. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| 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 (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) (/ / |) | | | | | |
| 4. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | . <u> </u> |
| Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) (/ / |) | | | | NT / 4 | |
| | | | Fotal C. (Ordin (Prefere | nary shares) ence shares) | N/A N/A | |
| | | | | Other class) | N/A 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 | NT/A |
| | | | | | | <u>N/A</u> | N/A |
| | | | 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 Board and GEM listed issuers | | | |
|-------------------------------|------------------|--|---|--|---|
| Type 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>) | | | |
| 9. Capital reorganisation | | Issue and allotment (/ date : (dd/mm/yyyy) | /) | | |
| | | EGM approval date: (/ (dd/mm/yyyy) | /) | N/A | N/A |
| | | | | 10/11 | |
| | | Class of shares issuable(Note 1) | | | |
| 10. Other (Please specify) | At price : State | Issue and allotment date : (dd/mm/yyyy) | /) | | |
| | | EGM approval date: (/ (dd/mm/yyyy) | /) | N/A | N/A |
| | | (Prefere | ary shares nce shares 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 Is | ssued She | are 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.