

24 December 2012

**Voluntary unconditional cash offer by Standard Chartered Bank (Hong Kong) Limited
on behalf of Guoline Overseas Limited
To acquire all of the issued shares in the share capital of Guoco Group Limited (the “Company”)**

Disclosure of dealings in the shares of the Company

The Executive received the following disclosure of securities dealings pursuant to Rule 22 of the Hong Kong Code on Takeovers and Mergers:

Party	Date	Bought / Sold	No. of Shares	Unit Price (HK\$)	Resultant balance and percentage of class
Guoline Capital Limited ^(Note 1)	21 December 2012	Bought ^(Note 2)	50,000	66.757	245,108,433 ^(Note 3) (74.49%)

End

Notes:

- Guoline Capital Limited is an associate of Guoline Overseas Limited under class (1) of the definition of “associate” of the Hong Kong Code on Takeovers and Mergers.
- Pursuant to a contract entered into on 16 October 2012, GuoLine Capital Limited (GCL) held unlisted derivatives (the Swap) in respect of 50,000 underlying ordinary shares of US\$0.50 each in the issued share capital of Guoco Group Limited (Shares), which provided for cash



or physical settlement at the election of GCL. On 21 December 2012, GCL acquired these 50,000 Shares by early unwinding the Swap and electing for physical settlement of the Shares in accordance with the terms of the Swap.

3. As at the date of this disclosure, GuoLine Capital Limited holds 50,000 Shares (representing approximately 0.02% of the issued share capital of Guoco Group Limited (Guoco)) and the remaining 245,058,433 Shares (representing approximately 74.47% of the issued share capital of Guoco) are held by the Offeror and the other parties acting in concert with the Offeror.