



Guoco Group Limited

國浩集團有限公司

(Incorporated in Bermuda with limited liability)

STOCK CODE: 00053

ANNOUNCEMENT

COMPLETION OF THE SALE AND PURCHASE AGREEMENT RELATING TO 71,172,395 ORDINARY SHARES IN GUOCO GROUP LIMITED

**MANDATORY UNCONDITIONAL CASH OFFER BY
STANDARD CHARTERED BANK
FOR AND ON BEHALF OF GUOLINE OVERSEAS LIMITED
FOR ALL THE ISSUED ORDINARY SHARES
OF US\$0.50 EACH IN THE SHARE CAPITAL OF GUOCO GROUP LIMITED
(OTHER THAN THOSE ORDINARY SHARES ALREADY
OWNED OR AGREED TO BE ACQUIRED BY GUOLINE OVERSEAS LIMITED)**

AND

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER IN RELATION TO THE MANDATORY UNCONDITIONAL CASH OFFER

Shareholders' attention is drawn to the announcement dated 6 April 2004 made by the Offeror setting out details relating to the completion of the Sale and Purchase Agreement and the Offer.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The Company has received notification from the Offeror that the completion of the Sale and Purchase Agreement took place on 6 April 2004.

MANDATORY UNCONDITIONAL CASH OFFER

As a result of completion of the Sale and Purchase Agreement, the Offeror Parties now own an aggregate of 215,581,614 Ordinary Shares representing approximately 65.52% of the entire issued share capital of the Company. Under Rule 26.1 of the Code, the Offeror is required to make a mandatory unconditional offer for all the Ordinary Shares not already owned, or agreed to be acquired, by the Offeror Parties. Standard Chartered Bank, for and on behalf of the Offeror, will make the Offer for all the Ordinary Shares not already owned, or agreed to be acquired, by the Offeror.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee has been appointed to advise the independent Shareholders in respect of the Offer. Access Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offer.

It is expected that the composite offer document containing, amongst other things, the terms of the Offer, the letter from the Independent Board Committee and the letter from the independent financial adviser, will be despatched to the Shareholders on or before Friday, 16 April 2004.

Reference is made to the announcement dated 26 March 2004 issued by the Company (the "Announcement"). Terms used in this announcement shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The Company has received notification from the Offeror that the completion of the Sale and Purchase Agreement took place on 6 April 2004.

MANDATORY UNCONDITIONAL CASH OFFER

As a result of completion of the Sale and Purchase Agreement, the Offeror Parties currently own an aggregate of 215,581,614 Ordinary Shares, representing approximately 65.52% of the entire issued share capital of the Company. Of these Ordinary Shares, 208,219,135 Ordinary Shares (representing approximately 63.28% of the entire issued share capital of the Company) are owned by the Offeror and 7,362,479 Ordinary Shares (representing approximately 2.24% of the entire issued share capital of the Company) are owned by parties acting in concert with it. Under Rule 26.1 of the Code, the Offeror is required to make a mandatory unconditional offer for all the Ordinary Shares not already owned or agreed to be acquired by the Offeror Parties. Standard Chartered Bank, for and on behalf of the Offeror, will make the Offer for all the Ordinary Shares not already owned, or agreed to be acquired, by the Offeror.

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DIRECTORS

At the date of this announcement, the directors of the Company are Quek Leng Chan, Kwek Leng Hai, Sat Pal Khattar, Kwek Leng San, Tan Lim Heng, James Eng, Jr., Harry Richard Wilkinson and Jamal Al-Babtain.

By Order of the Board
Guoco Group Limited
Stella Lo Sze Man
Company Secretary

Hong Kong, 6 April 2004

The directors of Guoco Group Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of Guoco Group Limited are only responsible for the accurate extraction of the information relating to the Offeror and the Offer from the Offer Announcement.

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Journal.