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## Guoline Overseas Limited

A WHOLLY OWNED SUBSIDIARY OF  
HONG LEONG COMPANY (MALAYSIA) BERHAD  
(Incorporated in Bermuda with limited liability)



## Guoco Group Limited

國浩集團有限公司  
(Incorporated in Bermuda with limited liability)  
STOCK CODE: 00053

### JOINT ANNOUNCEMENT DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT UNCONDITIONAL MANDATORY 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)

The composite offer and response document dated 16 April 2004 containing, amongst other things: (i) detailed information in relation to the terms and conditions of the Offer; (ii) a letter from the Independent Board Committee containing its recommendations in relation to the Offer; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offer, together with the form(s) of acceptance and transfer, was despatched to Shareholders on 16 April 2004.

The latest time and date for acceptance of the Offer will be 4:00 p.m. on Friday, 7 May 2004, unless the Offer has previously been extended in accordance with the Code.

**Shareholders are strongly advised to read the Document, including the letter of advice of the independent financial adviser to the Independent Board Committee and the letter from the Independent Board Committee before taking any action in relation to the Offer.**

Reference is made to the announcements dated 26 March 2004 and 6 April 2004, issued by the Offeror and the announcements dated 26 March 2004 and 6 April 2004 issued by the Company (the "Announcements"). Capitalized terms used in this announcement which are not defined in this announcement shall have the same meanings as those defined in the Announcements, unless the context requires otherwise.

#### DESPATCH OF THE DOCUMENT

The composite offer and response document (the "Document") dated 16 April 2004 containing, amongst other things: (i) detailed information in relation to the terms and conditions of the Offer; (ii) a letter from the independent board committee of the Company (the "Independent Board Committee") containing its recommendations in relation to the Offer; and (iii) a letter from Access Capital Limited, the independent financial adviser to the Independent Board Committee, containing its advice to the Independent Board Committee in relation to the Offer, together with the form(s) of acceptance and transfer, was despatched to Shareholders on 16 April 2004.

#### THE OFFER

Standard Chartered Bank, for and on behalf of the Offeror, will make the Offer on the following basis:

**For each Offer Share ..... HK\$58 in cash**

If within 12 months following Completion any of the Offeror Parties makes a general offer (other than the Offer) (a "Subsequent Offer") to acquire Ordinary Shares (other than the Ordinary Shares held by the Offeror Parties) at a price per Ordinary Share higher than the price per Ordinary Share under the Offer which, if conditional, becomes or is declared unconditional, the Offeror will pay to the Shareholders who have accepted the Offer an amount equal to the amount by which the final offer price per Ordinary Share under the Subsequent Offer exceeds the final offer price per Ordinary Share under the Offer within 10 days after the Subsequent Offer is declared unconditional in all respects or, if already unconditional, within 10 days after the date of posting to Shareholders the offer document containing the offer at the higher price.

The Offeror has no intention to increase the price per Offer Share under the Offer from HK\$58.

The Offer, which is unconditional, is open for acceptance from 16 April 2004 and will remain open for acceptance until 4:00 p.m. on Friday, 7 May 2004 unless the Offer has previously been extended in accordance with the Code.

The Offer is being made in the United States by the Offeror. References to the Offer being made by Standard Chartered Bank on behalf of the Offeror should be read and construed accordingly.

The making of the Offer to certain persons resident in jurisdictions outside Hong Kong may be affected by the laws of the relevant jurisdiction. If you are a citizen or resident or national of a jurisdiction outside Hong Kong, you should inform yourself about and observe any applicable legal requirements.

Shareholders are strongly advised to read the Document, including the letter of advice from Access Capital Limited, the independent financial adviser to the Independent Board Committee and the letter from the Independent Board Committee contained therein before taking any action in relation to the Offer.

#### DIRECTORS

As at the date of this announcement, the directors of the Company are Messrs 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  
Guoline Overseas Limited  
Tang Hong Cheong  
Authorised signatory

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

Hong Kong, 16 April 2004

*The directors of Guoline Overseas 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 Hong Leong Company (Malaysia) Berhad 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 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.*

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