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## **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

Reference is made to the announcement dated 29 June 2018 and jointly published by GuoLine Overseas Limited (the “**Offeror**”) and Guoco Group Limited (“**Guoco**”) (the “**Joint Announcement**”) in relation to the proposed privatisation of Guoco by the Offeror by way of a scheme of arrangement, proposed distribution of shares in Hong Leong Financial Group Berhad as special dividend in specie and proposed withdrawal of listing by Guoco. Capitalised terms defined in the Joint Announcement shall have the same meanings when used in this announcement unless the context requires otherwise.

Guoco is pleased to announce that Somerley Capital Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the independent financial adviser to advise the Guoco IBC in connection with the Proposal and such appointment has been approved by the Guoco IBC. The letter of advice of the independent financial adviser to the Guoco IBC in connection with the Proposal will be included in the Scheme Document to be despatched jointly by the Offeror and Guoco to the Shareholders.

**WARNING: Shareholders and/or potential investors should be aware that the implementation of the Proposal will only become effective upon all the Scheme Conditions and the Distribution Conditions being satisfied or validly waived (as applicable) and thus the Scheme may or may not become effective and the Distribution may or may not be paid. Shareholders and/or potential investors should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.**

By order of the board  
**Guoco Group Limited**  
**Lo Sze Man, Stella**  
Company Secretary

Hong Kong, 23 July 2018

*The Guoco Directors 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 statements in this announcement misleading.*

*As at the date of this announcement, the Guoco Board comprises: Mr. Kwek Leng Hai as Executive Chairman; Mr. Tang Hong Cheong as President and CEO; Mr. Kwek Leng San and Mr. Tan Lim Heng as non-executive directors; and Mr. Volker Stoessel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as independent non-executive directors.*