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JOINT ANNOUNCEMENT

MONTHLY UPDATE ON

**(1) PROPOSED PRIVATISATION OF
GUOCO GROUP LIMITED
BY GUOLINE OVERSEAS LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 99 OF THE COMPANIES ACT)**

**(2) PROPOSED SPECIAL DIVIDEND BY
WAY OF DISTRIBUTION IN-SPECIE BY
GUOCO GROUP LIMITED OF
ORDINARY SHARES IN HONG LEONG
FINANCIAL GROUP BERHAD**

AND

**(3) PROPOSED WITHDRAWAL OF LISTING BY
GUOCO GROUP LIMITED**

EVERCORE

Evercore Asia Limited

and



**PLATINUM
Securities**

Platinum Securities Company Limited

Joint Financial Advisers to GuoLine Overseas Limited

INTRODUCTION

Reference is made to:

- (i) the announcement dated 29 June 2018 jointly published by Guoco Group Limited (“**Guoco**”) and GuoLine Overseas Limited (the “**Offeror**”) in relation to the proposed privatisation of Guoco by the Offeror by way of a scheme of arrangement under section 99 of the Companies Act and, subject to the Scheme having become binding and effective in accordance with its terms, the payment by Guoco of a special dividend (by way of a distribution in-specie) of up to 291,117,141 ordinary shares in HLF to Shareholders whose names appear on the register of members of Guoco on the Record Date and proposed withdrawal of listing by Guoco (the “**Announcement**”);
- (ii) the joint announcement of Guoco and the Offeror dated 20 July 2018 in relation to the extension of time for despatch of the Scheme Document (the “**Delay Announcement**”); and
- (iii) the announcement of Guoco dated 23 July 2018 in relation to the appointment of Somerley Capital Limited (“**Somerley**”) as the independent financial adviser to Guoco IBC.

Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

As stated in the Delay Announcement, since additional time is required to fix the hearing date for the Court Meeting and to finalise certain information to be included in the Scheme Document (including the property valuation reports required under Rule 11.1(f) of the Takeovers Code covering properties in multiple jurisdictions and the letter of advice from Somerley), an application has been made by Guoco to the Executive for consent to extend the latest date for despatching the Scheme Document to 19 October 2018 and the Executive has granted such consent.

The Offeror Board and the Guoco Board would like to update Shareholders and potential investors that further to the Delay Announcement on 20 July 2018 and the appointment of Somerley as the independent financial adviser to Guoco IBC on 23 July 2018, the Offeror and Guoco are still in the course of finalising the information to be included in the Scheme Document.

Further announcement(s) will be made by the Offeror and/or Guoco in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal and the Scheme and the despatch of the Scheme Document as and when appropriate.

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 adviser.

By order of the board
GuoLine Overseas Limited
Mr. Soon Seong Keat
Authorised Representative

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

Hong Kong, 17 August 2018

The Offeror Directors and the Hong Leong Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Guoco Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Guoco Group) 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 Offeror Board comprises: Mr. Quek Leng Chan; Mr. Kwek Leng San; Mr. Kwek Leng Beng; and Mr. Kwek Leng Hai and the Hong Leong Board comprises Mr. Quek Leng Chan; Mr. Kwek Leng Beng; Mr. Kwek Leng Hai; Mr. Kwek Leng Peck; Dr. Poh Soon Sim; and Mr. Kwek Leng San.

The Guoco Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror, the Offeror Group and the Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror, the Offeror Group and the Concert Parties) 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 Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as independent non-executive directors.