
SIGNING OF SHAREHOLDERS' AGREEMENT

GuocoLand Limited (“**GuocoLand**”) wishes to announce that it has, today, entered into a conditional Shareholders’ Agreement with Eco World Development Group Berhad and Tan Sri Dato’ Sri Liew Kee Sin (“**TSL**”) (the “**Shareholders’ Agreement**”), in relation to the potential participation (“**Potential Participation**”) in the planned initial public offering of Eco World International Berhad.

About Eco World Development Group Berhad (“**EWB**”)

EWB is a public limited company listed on the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and its principal activity is that of investment holding whilst EWB group of companies are mainly involved in property development in Malaysia. EWB is 18.29%, 15.74% and 32.95% held by Liew Tian Xiong, Eco World Development Holdings Sdn Bhd and Sinarmas Harta Sdn Bhd respectively.

About Eco World International Berhad (“**EWI**”)

EWI is a public limited company in Malaysia and an international property developer. EWI owns a 75% stake in 3 ongoing property development projects in London, United Kingdom (“**UK**”) and 100% stake in 1 ongoing property development project in West Sydney, Australia, with a combined total estimated gross development value (“**GDV**”) of approximately GBP 2.4 billion (S\$4.1 billion) as follows:

- (i) Phase 2 of the wider London City Island’s masterplan scheme on the Leamouth Peninsula located approximately 1.5 miles east of Canary Wharf, London, UK, with an estimated GDV of GBP691 million (S\$1.2 billion);
- (ii) Phase 2 of the wider Embassy Gardens’ masterplan scheme in the Nine Elms regeneration area located on the south side of the River Thames, London, UK, with an estimated GDV of GBP933 million (S\$1.6 billion);
- (iii) Wardian London situated next to Canary Wharf, London, UK, with an estimated GDV of GBP566 million (S\$957 million); and
- (iv) West Village on the southern fringe of Parramatta’s central business district and retail precinct in Sydney, Australia, with an estimated GDV of AUD318 million (S\$340 million).

EWI is seeking to undertake an Initial Public Offering (“**IPO**”) on the Main Market of Bursa Securities.

Establishment of Indirect Wholly-owned Subsidiary

In view of the Potential Participation in the IPO of EWI, GuocoLand has established an indirect wholly-owned subsidiary in Hong Kong, GLL EWI (HK) Limited (“**GLL EWI**”), with a paid up capital of HKD10, to enter into the relevant subscription agreement.

Shareholders’ Agreement

The entry into the Shareholders’ Agreement will allow the parties to safeguard their investments in EWI and to regulate the relationships of GuocoLand, EWB, and TSL with one another as shareholders of EWI.

GuocoLand's Potential Participation in the IPO of EWI is subject to parties of the Shareholders' Agreement or their respective nominees entering into subscription agreements ("**Subscription Agreements**") upon terms and conditions to be mutually agreed. Upon completion of the Subscription Agreements, EWB and GuocoLand will each hold, directly and/or indirectly, such number of EWI Shares representing about 27% of the enlarged issued and paid-up share capital of EWI, and such number of entitled EWI Warrants representing about 27% of the total number of EWI Warrants in issue. TSL's shareholding (currently approximately 99.9% of the issued and paid-up capital of EWI) will be diluted to 10.3% ("**TSL Shares**") of the enlarged issued and paid-up share capital of EWI.

Save as allowed under the Shareholders' Agreement, TSL shall not, without the prior written consent of GuocoLand, during the 12-month period from the Listing Date ("**Moratorium Period**") sell, contract or agree to dispose any of the TSL Shares. Further, TSL shall not, after the expiry of the Moratorium Period, dispose any of EWI Shares held by him save with the prior written consent of GuocoLand if the disposal by TSL, whether by a single transaction or a series of transactions, would result in any party, and/or such party's group of companies or persons connected, holding or having an interest in, directly and indirectly, 5.0% or more of the issued and paid-up share capital of EWI.

Save as allowed under the Shareholders' Agreement, GuocoLand shall not, and shall procure that its nominee shall not, without the prior written consent of EWB sell, contract or agree to dispose any of the shareholdings of GuocoLand or its nominee in EWI or any of GuocoLand's interest in GLL EWI, during the Moratorium Period.

EWB and/or its nominee shall at all times during the continuance of the Shareholders' Agreement maintain its 27% of the enlarged issued and paid-up share capital of EWI. TSL and his connected persons named in the Shareholders' Agreement shall also maintain, in aggregate, not less than 30.0% of the issued and paid-up share capital of EWB.

Parties to the Shareholders Agreement have also considered arrangements in relation to nomination of Directors to the Board of EWI and its subsidiaries or joint ventures. EWB and TSL collectively shall be entitled to nominate up to three Directors to the Board of EWI, and TSL shall be one of the nominated Directors. GuocoLand shall be entitled to nominate up to three Directors to the Board of EWI.

Each of EWB and GuocoLand shall be entitled to appoint at least one Director from among the Directors of the Board of EWI nominated by EWB and GuocoLand respectively, to the Board of each subsidiary or joint venture of EWI undertaking development projects ("**Development Company**"), each major subsidiary and each major joint venture of EWI. The appointment of more than one Director by either or both of EWB and GuocoLand on the Development Companies, major subsidiaries or major joint ventures, including any future Development Companies, major subsidiaries and major joint ventures of EWI will depend on such company's board size and composition.

In addition, the persons occupying the positions of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of EWI must be mutually acceptable to EWB and GuocoLand.

The Parties also agree that in the event that:

- (a) EWI undertakes or pursues any investment or development in or upon any land, property or site in the People's Republic of China, Singapore and/or the UK; and
- (b) EWI wishes to invite a partner for the project, whether the participation is by way of equity, financial or technical assistance or otherwise,

TSL and EWB shall exercise and cause their nominee Directors to exercise their respective voting rights to the effect that EWI shall give GuocoLand priority to be its partner for the project.

TSL shall not, and shall procure that, he and his connected persons named in the Shareholders' Agreement shall not invest in, participate, undertake, carry on, be engaged in, be economically interested in, have an interest in or provide technical or financial assistance to, any development or project involving any land, property or site in any country outside of Malaysia except through EWI ("**Territorial Undertaking**"). EWB also shall, and shall procure that its related corporations will comply with the Territorial Undertaking.

The Shareholders' Agreement shall terminate by mutual consent of the Parties or upon the occurrence of, *inter alia*, the following:

- (a) the GuocoLand Subscription Agreement is not executed within four months after the execution of the Shareholders' Agreement.
- (b) the Proposed IPO of EWI is aborted.
- (c) the Proposed Listing of EWI does not occur by 9:00 a.m. (Kuala Lumpur time) on the last day of the Listing Period.
- (d) when either of the EWB Group Companies or GuocoLand Group Companies acquires majority (50% plus 1) shareholding in the issued and paid-up share capital of EWI.
- (e) when the shareholding of GuocoLand Group Companies in the issued and paid-up share capital of EWI, in aggregate, falls below 20.0% save and except in circumstances set out in the Shareholders' Agreement.

Consideration

The total amount of GuocoLand's Potential Participation in EWI's IPO shall be determined after parties have entered into their respective Subscription Agreements and the EWI IPO share price has been fixed, following completion of the book building process. Appropriate announcement will be made accordingly. Funds for the Potential Participation will be from the Group's internal resources.

Financial Impact

The Potential Participation in EWI is not expected to have any material effect on the net tangible assets per share or earnings per share of the GuocoLand Group for the current financial year ending 30 June 2017.

Rationale

The Potential Participation is carried out in the ordinary course of the Company's business and provides an opportunity for GuocoLand to expand its property development into the developed markets of UK and Australia. GuocoLand will be able to enhance its long-term shareholders value via the development prospects and opportunities presented by the EWI Group. As at 3 October 2016, the EWI Group's cumulative sales (including reserved units) from the four projects are approximately GBP1 billion (S\$1.7 billion).

Interest of Directors and Substantial Shareholders

Mr Raymond Choong Yee How, the CEO of GuocoLand, has declared his interest in EWB, comprising 500,000 ordinary shares in EWB which constituted 0.02% of its total issued share capital of 2,364,265,278 ordinary shares.

Save as disclosed above, none of the Directors or substantial shareholders of GuocoLand has any interest, direct or indirect, in the above transaction.

By Order of the Board

Mary Goh Swon Ping
Group Company Secretary

27 October 2016