
SIGNING OF SUBSCRIPTION AGREEMENT

GuocoLand Limited (“**GuocoLand**” or the “**Company**”) refers to its announcement dated 27 October 2016 on the *Signing of Shareholders’ Agreement* in relation to the potential participation in the IPO of EWI (“**Earlier Announcement**”). Unless otherwise defined, all capitalised terms herein shall have the meaning ascribed to them in the Earlier Announcement.

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

As stated in the Earlier Announcement, 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 Sydney, Australia, with a combined total estimated gross development value of approximately GBP2.4 billion (S\$4.1 billion).

EWI currently has an issued and paid-up share capital of RM246,540,800 divided into 246,540,800 ordinary shares. EWI is seeking to undertake an IPO of up to 2,153,459,200 new ordinary shares (“**IPO Shares**”) and a bonus issue of up to 960,000,000 warrants on the basis of two warrants for every five ordinary shares held by the shareholders of EWI on the date of allotment of the IPO Shares (“**Bonus Issue of Warrants**”) in conjunction with EWI’s admission to the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Admission**”) and the listing of and quotation for EWI’s entire enlarged issued and paid-up share capital and warrants (“**Listing**”) on the Bursa Securities (“**Listing Date**”).

Subscription Agreement

GuocoLand’s indirect wholly-owned subsidiary, GLL EWI (HK) Limited (“**GLL EWI**”) has, today, entered into a subscription agreement with EWI and Tan Sri Dato’ Sri Liew Kee Sin (“**TSL**”) (“**Subscription Agreement**”) wherein GLL EWI has agreed to subscribe for such number of ordinary shares in EWI representing 27% of the enlarged issued and paid-up share capital of EWI as at the Listing Date (“**Subscription Shares**”) and EWI has agreed to issue and allot the Subscription Shares to GLL EWI on the terms and subject to the conditions of the Subscription Agreement.

The Subscription Agreement is conditional upon certain conditions precedent being fulfilled. These include *inter alia* the approvals required for the IPO and Listing (regulatory approvals and the approval of Bursa Securities for the Admission and Listing) being obtained; the registration of the Prospectus with the Securities Commission Malaysia (“**SC**”) and the lodgement of a copy of the Prospectus with the Registrar of Companies, Malaysia; the issuance of the Prospectus; the EWB Subscription Agreement, the Retail Underwriting Agreement and the Placement Agreement as defined in the Subscription Agreement, each being duly entered into and having become unconditional; and there being no material adverse change or development involving or likely to involve any material adverse change in, the condition (financial, business or operations), the management, the earnings, business, undertakings, assets, or properties of any EWI Group Company as defined in the Subscription Agreement, or where applicable, TSL. EWI is also required to provide a written confirmation satisfactory to GLL EWI confirming that, as at the Completion Date as defined in the Subscription Agreement, the respective representations and warranties of EWI and TSL as set out in the Subscription Agreement remain true and accurate; and that the obligations and undertakings of EWI and TSL in the Subscription Agreement have been complied with.

Eco World Capital (International) Sdn Bhd (“**EWB SPV**”), a wholly-owned subsidiary of Eco World Development Group Berhad (“**EWB**”), has agreed to subscribe for such number of ordinary shares (“**EWB Subscription Shares**”), representing 27% of the enlarged issued and paid-up share capital of EWI as at the Listing Date and EWI has agreed to issue and allot the EWB Subscription Shares to EWB SPV on the terms and subject to the conditions of the subscription agreement entered into between EWB SPV and EWI on 27 October 2016.

Pursuant to the Bonus Issue of Warrants, both GLL EWI and EWB SPV will also be entitled to the warrants based on their respective entitlement and in accordance with the Prospectus to be issued by EWI in conjunction with the IPO as approved, registered and lodged with the SC.

Rationale

As set out in the Earlier Announcement, the investment in EWI is carried out in the ordinary course of the Company’s business providing an opportunity for GuocoLand to expand its property development into the developed markets in UK and Australia by participating in EWI Group’s ongoing development projects in these markets. GuocoLand will be able to enhance its long-term shareholders value via the development prospects and opportunities presented by the EWI Group.

Consideration

GLL EWI will pay a subscription price which will be determined after the IPO Share price is fixed, following the completion of the bookbuilding process. Appropriate announcement(s) will be made accordingly. The total amount of funds to be paid for the Subscription Shares will be financed from the GuocoLand Group’s internal resources.

Financial Impact

The entering into the Subscription Agreement 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.

Interest of Directors and Substantial Shareholders

Save for Mr Raymond Choong Yee How, the CEO of GuocoLand, none of the Directors or substantial shareholder(s) of GuocoLand has any interest, direct or indirect, in the above transaction. The details of Mr Choong’s interest as disclosed in the Earlier Announcement remain unchanged.

BY ORDER OF THE BOARD

MARY GOH SWON PING
Group Company Secretary

20 February 2017