



(7916-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Genting Berhad ("**GENT**" or "**the Company**") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Friday, 1 November 2013 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED NON-RENOUNCEABLE RESTRICTED ISSUE OF UP TO 929,871,192 NEW WARRANTS IN THE COMPANY AT AN ISSUE PRICE OF RM1.50 PER WARRANT ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY HELD BY THE ENTITLED SHAREHOLDERS WHOSE NAMES APPEAR IN THE COMPANY'S RECORD OF DEPOSITORS OR REGISTER OF MEMBERS ON AN ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD OF DIRECTORS OF THE COMPANY

THAT subject to the passing of Ordinary Resolution 2 and the consents/approvals being obtained from the relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company to allot and issue up to 929,871,192 new warrants ("**Warrants**") at an issue price of RM1.50 per warrant on the basis of one (1) warrant for every four (4) existing ordinary shares of RM0.10 each in the Company ("**Shares**") held by the entitled shareholders whose names appear in the Company's Record of Depositors or Register of Members ("**Entitled Shareholders**") ("**Proposed Restricted Issue of Warrants**") on the entitlement date to be determined by the Board of Directors of the Company ("**Entitlement Date**").

THAT the Board of Directors of the Company be and is hereby empowered and authorised to:

- (a) disregard any fractional entitlements to the Warrants that may arise from the Proposed Restricted Issue of Warrants;
- (b) create and issue the Warrants based on the terms and conditions of the deed poll to be executed by the Company ("**Deed Poll**"), and to adjust from time to time the exercise price and/or the number of the Warrants to which the holder(s) of the Warrants are entitled to be issued with as a consequence of the adjustments under the provisions of the Deed Poll; and
- (c) allot and issue such number of new Shares, credited as fully paid-up, to the holders of the Warrants arising from the exercise of the Warrants by the holders of the Warrants of their rights, from time to time, in accordance with the provisions of the Deed Poll.

THAT the new Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, in respect of which the entitlement date is before the allotment date of the new Shares.

THAT the Directors of the Company be and are hereby authorised to execute or enter into agreements, deeds or arrangements as the Directors of the Company may deem necessary or expedient including but not limited to the Deed Poll, to give effect to the Proposed Restricted Issue of Warrants with full power to assent to any conditions, modifications, variations, arrangements and/or amendments as may be required, and/or imposed by any relevant authorities and the Directors of the Company are further authorised to take all steps as they may deem necessary or expedient in order to implement, finalise, complete and do such acts so as to give full effect to the Proposed Restricted Issue of Warrants.

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION TO KIEN HUAT REALTY SDN BERHAD AND PERSONS ACTING IN CONCERT WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN THE COMPANY NOT ALREADY HELD BY THEM UPON THE EXERCISE OF THE WARRANTS BY KHR AND/OR THE PACS UNDER PARAGRAPH 16, PRACTICE NOTE 9 OF THE MALYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010

THAT subject to the passing of Ordinary Resolution 1 and the approvals of the relevant regulatory authorities and/or parties (including but not limited to compliance with such conditions as may be imposed by the Securities Commission Malaysia), approval be and is hereby given for Kien Huat Realty Sdn Berhad ("**KHR**") and all persons acting in concert with KHR (namely, Inverway Sdn. Bhd., Tan Sri Lim Kok Thay, Time Life Equity Sdn. Bhd. and Golden Hope Limited (as trustee of Golden Hope Unit Trust) ("**PACs**") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already held by KHR and the PACs upon the exercise of the Warrants by them (pursuant to the Proposed Restricted Issue of Warrants) under Paragraph 16, Practice Note 9 of the Malaysian Code on Take-Overs and Mergers, 2010 ("**Proposed Exemption**").

THAT approval and authority be and are hereby given to the Directors of the Company to execute or enter into agreements, deeds or arrangements as the Directors of the Company may deem necessary or expedient with full power to assent to any conditions, modifications, variations, arrangements and/or amendments as may be required, and/or imposed by any relevant authorities and the Directors are further authorised to take all steps as they may deem necessary or expedient in the best interest of the Company in order to implement, finalise, complete and do such acts so as to give full effect to the Proposed Exemption.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
17 October 2013

Notes:

1. *A member entitled to attend and vote is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. A proxy need not be a member of the Company.*
2. *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy. If no such proportion is specified, the first named proxy shall be deemed as representing 100% of the shareholding and the second named proxy shall be deemed as an alternate to the first named proxy.*
3. *Members' attention is hereby drawn to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad set out below:*
 - a) *Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
 - b) *There shall be no restriction as to the qualification of the proxy.*
 - c) *A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.*
4. *The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*
5. *In the case of a corporation, the proxy form must be either under seal or signed by a duly authorised officer or attorney.*
6. *For the purpose of determining members who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 25 October 2013. Only depositors whose names appear on the Record of Depositors as at 25 October 2013 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.*