



GENTING

MALAYSIA

GENTING MALAYSIA BERHAD

(Company No.: 58019-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Genting Malaysia Berhad will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 2 July 2015 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS' MANDATE FOR THE DISPOSAL BY RESORTS WORLD LIMITED ("RWL"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF GENTING MALAYSIA BERHAD ("GENM OR COMPANY"), OF THE ENTIRE 1,431,059,180 ORDINARY SHARES OF US\$0.10 EACH IN GENTING HONG KONG LIMITED ("GENHK") ("GENHK SHARES"), REPRESENTING 17.81% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF GENHK ("PROPOSED DISPOSAL MANDATE")

"THAT the Proposed Disposal Mandate be and is hereby granted for RWL to dispose of the entire 1,431,059,180 GENHK Shares ("**Disposal Shares**"), at the absolute discretion of the Board of Directors of the Company, for cash to buyer(s) to be identified, including potentially to third party(ies) and/or related party(ies) of GENM (as defined under the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad), and at prices to be determined later in a single tranche or multiple tranches via transaction(s) done in the open market of the Main Board of the Stock Exchange of Hong Kong Limited and/or the Main Board of the Singapore Exchange Securities Trading Limited, off-market transaction(s) and/or a combination of both, on the following conditions:

- (a) subject to (b) below, the disposal price per Disposal Share shall represent not more than 20% discount to the volume weighted average market price of the GENHK Shares for the 5 market days immediately prior to the date of sale or the date the terms of the disposal are agreed upon; and
- (b) the minimum price per Disposal Share shall not be less than US\$0.33; and

subject to the parameters of Section 2.1 of Part A of the Circular to the shareholders of the Company dated 17 June 2015;

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Disposal Mandate and the transactions contemplated thereunder or in connection with the exercise of the Proposed Disposal Mandate."

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
17 June 2015

NOTES:

1. *A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. 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.*
2. *If a member has appointed a proxy to attend this meeting and subsequently he attends the meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend this meeting.*
3. *A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.*
4. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholdings to be represented by each proxy. 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.*
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. *The original signed instrument appointing a proxy or the power of attorney or other authority, if any, must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*
7. *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 June 2015. Only depositors whose names appear on the Record of Depositors as at 25 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.*