



General Announcement

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(Submitted)

GENTING BERHAD ("GENTING" OR THE "COMPANY")

DISPOSAL OF A TOTAL OF 29,110,200 ORDINARY SHARES OF NORWEGIAN KRONER ("NOK") 2.30 EACH IN NCL HOLDING ASA TO ARRASAS LIMITED FOR A TOTAL CASH CONSIDERATION OF NOK436,653,000 ("DISPOSAL")

1. INTRODUCTION

On behalf of Genting, Commerce International Merchant Bankers Berhad ("CIMB") wishes to announce that following subsidiaries of the Company, had on 24 November 2000 each entered into separate share sale agreements ("SSA") with Arrasas Limited ("Arrasas") to dispose of a total of 29,110,200 ordinary shares of NOK2.30 each ("Sale Shares") representing approximately 10.9% equity interest in NCL Holding ASA ("NCL") for a total cash consideration of NOK436,653,000 (approximately RM173.8 million at the exchange rate of RM1.00:NOK2.5119) or NOK15.00 per NCL share:-

- (i) Palomino Limited ("Palomino"), a wholly-owned subsidiary of Genting International Public Limited Company, which is a 57.6%-owned subsidiary of Genting Overseas Holdings Limited ("GOHL"), which in turn is a wholly-owned subsidiary of Genting, for 16,000,000 NCL ordinary shares of NOK2.30 each for a cash consideration of NOK240,000,000;
- (ii) Resorts World Limited ("RWL"), a wholly-owned subsidiary of Sierra Springs Sdn. Bhd., which is a wholly-owned subsidiary of Resorts World Bhd, which in turn is a 55.2%-owned subsidiary of Genting, for 10,300,000 NCL ordinary shares of NOK2.30 each for a cash consideration of NOK154,500,000; and
- (iii) GOHL, for 2,810,200 NCL ordinary shares of NOK2.30 each for a cash consideration of NOK42,153,000.

2. DETAILS OF THE DISPOSAL

- 2.1 The consideration of NOK436,653,000 or NOK15.00 per NCL ordinary share was arrived at based on willing-buyer willing-seller after taking into consideration the closing price of NOK15.00 per NCL share on 23 November 2000.

It is provided in the SSA that in the event Arrasas pays more than NOK15.00 per NCL ordinary share in any subsequent transaction, Arrasas shall pay to Palomino, RWL and GOHL respectively the difference between the purchase price that would have been paid to Palomino, RWL and GOHL calculated using such higher price per NCL ordinary share and the consideration for the Disposal.

- 2.2 The net book value and earnings per share of NCL based on its audited results ended 31 December 1999 are US\$2.32 (NOK22.14 or RM8.82) and US\$0.05 (NOK0.48 or RM0.19) respectively.

2.3 The total cash consideration of NOK436,653,000 for the Disposal will be paid by Arrasas to Palomino, RWL and GOHL on 29 November 2000 or such other date as Palomino, RWL and GOHL respectively, and Arrasas may mutually agree upon.

2.4 The proceeds from the Disposal will be utilised to part finance the cash subscription of up to US\$480 million in new equity shares and/or new securities convertible into equity shares of Star Cruises Limited ("SCL").

The 29,110,200 ordinary shares in NCL will be disposed of free from all liens.

2.5 The Genting Group invested approximately RM482.6 million to acquire the Sale Shares in December 1999. The Genting Group expects to realise a loss of approximately RM187.9 million after minority interest pursuant to the Disposal.

2.6 The salient terms of the SSA are as set out above.

3. INFORMATION ON NCL

NCL was incorporated on 16 March 1994 as a public company with limited liability under the Norwegian Joint Stock Companies Act, 1976 in the Kingdom of Norway. Its issued and paid-up capital is NOK615,352,292 divided into 267,544,475 ordinary shares of NOK2.30 each. NCL is listed on the Oslo Stock Exchange.

NCL is principally an investment holding company. Its subsidiaries are engaged in the business of cruise and cruise related operations.

4. INFORMATION ON ARRASAS

Arrasas was incorporated on 18 August 1997 as a private limited company under the Companies Acts, 1931 to 1993 in the Isle of Man, British Isles. Its issued and paid-up capital is US\$2.00 divided into 2 ordinary shares of US\$1.00 each.

Arrasas is principally an investment holding company. It is a wholly-owned subsidiary of SCL.

5. RATIONALE FOR THE DISPOSAL

The proceeds from the Disposal will be utilised to part finance the cash subscription by RWL of up to US\$480 million in new equity shares and/or new securities convertible into equity shares of SCL.

6. EFFECTS OF THE DISPOSAL

6.1 Share Capital and Substantial Shareholders

The Disposal will not have any effect on the share capital of Genting or its substantial shareholders.

6.2 Earnings

The Genting Group expects to realise a loss of approximately RM187.9 million after minority interests, of which RM88.9 million has been provided for in the unaudited results of the Group for the second quarter ended 30 June 2000.

6.3 NTA

Based on its audited consolidated accounts as at 31 December 1999 and the loss of approximately RM187.9 million from the Disposal, the Disposal will reduce the NTA per share of the Genting Group by RM0.27.

7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Tan Sri Lim Goh Tong is a shareholder of SCL, holding 9,162,340 shares representing 0.29% equity interest in SCL as at 28 October 2000. He also holds 70,000 preference units representing 0.11% of the non-voting preference units of HK1.00 each in the Golden Hope Unit Trust ("GHUT") as at 23 November 2000 which is a substantial shareholder of SCL and of which Golden Hope Limited ("GHL") is acting as its trustee, and has a deemed interest in the voting units of the GHUT by virtue of being a discretionary beneficiary of the Connaught Place Trust which holds 522 voting units representing 5.22% of the voting units in the GHUT.

Dato' Lim Kok Thay is a son of Tan Sri Lim Goh Tong, the chairman, president and chief executive of SCL and a director of GOHL, RWL, Palomino, Arrasas and GHL, a shareholder of SCL holding directly and indirectly 26,362,990 shares representing 0.84% equity interest in SCL as at 23 November 2000 and has a call option to acquire 16,250,000 shares in SCL. He also holds 600,000 preference units representing 0.98% of the non-voting preference units of HK\$1.00 each in the GHUT as at 23 November 2000, and has a deemed interest in the voting units of GHUT by virtue of being a discretionary beneficiary of the Bridge Street Trust which holds 6,000 voting units representing 60% of the voting units in the GHUT.

Tan Sri Mohd Amin bin Osman has a call option to acquire 250,000 shares in SCL.

As such, Tan Sri Lim Goh Tong, Dato' Lim Kok Thay and Tan Sri Mohd Amin bin Osman are deemed to be interested in the Disposal and have accordingly abstained and will continue to abstain from voting on the Disposal at the relevant Board Meetings of Genting.

8. DIRECTORS' OPINION

The Directors of Genting, after careful deliberation, are of the opinion that the Disposal is in the best interests of the Company.

9. APPROVALS REQUIRED

The Disposal is not subject to or conditional upon any approval.