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General Announcement

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(Submitted)

GENTING BERHAD

PROPOSED EXECUTIVE SHARE OPTION SCHEME FOR ELIGIBLE EXECUTIVES OF GENTING BERHAD AND ITS SUBSIDIARIES

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Genting Berhad ("Genting" or "Company") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 21 February 2002 at 3.30 p.m., for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED EXECUTIVE SHARE OPTION SCHEME

"THAT, subject to the approval of all relevant authorities, the Board of Directors of the Company be and is hereby authorised:-

- (a) to establish and administer an Executive Share Option Scheme for the benefit of Eligible Executives (including Executive Directors) of Genting and its subsidiaries, the By-Laws of which is set out in Appendix I of the Circular to shareholders dated 29 January 2002, under which options will be granted to such executives and Executive Directors to subscribe for new ordinary shares in the share capital of the Company ("Scheme") **AND THAT** all new Genting ordinary shares to be issued upon any exercise of the options will upon issue and allotment rank pari passu in all respects with the then issued ordinary shares of the Company except that the new ordinary shares will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment of the said shares and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise and subject to such amendments to the Scheme as may be made or required by the relevant authorities and acceptable to the Directors;
- (b) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the By-Laws of the Scheme relating to the modification and/or amendment and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- (c) to allot and issue from time to time such number of new ordinary shares in the share capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme provided that the aggregate number of shares to be offered pursuant to this resolution shall not exceed five per cent (5%) of the total issued and paid-up ordinary share capital of the Company at the time of offer; and
- (d) to consent to and to adopt, if they so deem fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Scheme."

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF OPTIONS TO TAN SRI LIM GOH TONG

"**THAT**, subject to the passing of Ordinary Resolution 1 above, the Board of Directors of the Company be and is hereby authorised to offer and to grant to Tan Sri Lim Goh Tong, being the Chairman and Chief Executive of Genting, options to subscribe for up to a maximum of 1,500,000 new ordinary shares in the Company subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 3

PROPOSED ISSUE OF OPTIONS TO TUN MOHAMMED HANIF BIN OMAR

"**THAT**, subject to the passing of Ordinary Resolution 1 above, the Board of Directors of the Company be and is hereby authorised to offer and to grant to Tun Mohammed Hanif bin Omar, being the Deputy Chairman of Genting, options to subscribe for up to a maximum of 1,500,000 new ordinary shares in the Company subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 4

PROPOSED ISSUE OF OPTIONS TO DATO' LIM KOK THAY

"**THAT**, subject to the passing of Ordinary Resolution 1 above, the Board of Directors of the Company be and is hereby authorised to offer and to grant to Dato' Lim Kok Thay, being the Managing Director of Genting, options to subscribe for up to a maximum of 1,500,000 new ordinary shares in the Company subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 5

PROPOSED ISSUE OF OPTIONS TO QUAH CHEK TIN

"**THAT**, subject to the passing of Ordinary Resolution 1 above, the Board of Directors of the Company be and is hereby authorised to offer and to grant to Quah Chek Tin, being an Executive Director of Genting, options to subscribe for up to a maximum of 1,500,000 new ordinary shares in the Company subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

ORDINARY RESOLUTION 6

PROPOSED ISSUE OF OPTIONS TO TAN SRI MOHD AMIN BIN OSMAN

"**THAT**, subject to the passing of Ordinary Resolution 1 above, the Board of Directors of the Company be and is hereby authorised to offer and to grant to Tan Sri Mohd Amin bin Osman, being an Executive Director of a subsidiary of Genting, options to subscribe for up to a maximum of 1,500,000 new ordinary shares in the Company subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

By Order of the Board

TAN WOUI MENG
Secretary

Kuala Lumpur
29 January 2002

Notes:

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. A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.