



Form Version 2.0

General Announcement

Initiated by **MB_CIMB3** on **07/06/2002 10:59:06 AM**

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(Submitted)

RESORTS WORLD BHD

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Resorts World Bhd ("Resorts" or "Company") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 25 June 2002 at 3.45 p.m., or immediately following the conclusion or adjournment (as the case may be) of the Twenty-Second Annual General Meeting of the Company, which will be held at the same venue and on the same day at 2.30 p.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SHARE BUY-BACK

"**THAT** subject to compliance with the Companies Act, 1965, the Articles of Association of the Company, regulations and guidelines issued from time to time by the Kuala Lumpur Stock Exchange ("KLSE") or any other regulatory authorities, approval be and is hereby given to the Company to utilise an amount not exceeding the total audited retained profits and share premium as at 31 December 2001 of RM4,055.2 million and RM33.3 million respectively of the Company to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time on the KLSE upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed 109,184,000 ordinary shares of RM0.50 each representing ten (10) per centum of the issued and paid-up share capital of the Company for the time being;

AND THAT such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next annual general meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or cancel them and/or resell the treasury shares or to distribute them as share dividend and/or subsequently cancel them;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the appointment of a stockbroking firm and the opening and maintaining of a Central Depository Account designated as a Share Buy-Back Account) and to enter into any agreements and arrangements with any party or parties to

implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE DRAFT BYE-LAWS OF THE EXECUTIVE SHARE OPTION SCHEME FOR ELIGIBLE EXECUTIVES OF RESORTS WORLD BHD AND ITS SUBSIDIARIES

"**THAT** the Board of Directors of the Company be and is hereby authorised:

- (a) to amend the Draft Bye-Laws of the Executive Share Option Scheme for eligible executives of Resorts World Bhd and its subsidiaries ("Scheme") as set out in Appendix I of the Circular to Shareholders of the Company dated 10 June 2002;
- (b) to modify and/or amend the Scheme from time to time in such manner as the Directors deem fit provided that such modification and/or amendment is effected in accordance with the provisions of the Bye-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; and
- (c) to consent, adopt and effect, if it so deem fit and expedient from time to time such conditions, modifications and/or variations as may be required or imposed by any relevant authority in respect of the Scheme."

By Order of the Board

TAN WOUI MENG
Secretary

Kuala Lumpur
10 June 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.