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## General Announcement

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**(Submitted)**

### **GENTING BERHAD ("GB" OR "THE COMPANY")**

### **DISPOSAL OF 3,620,086 ORDINARY SHARES OF 25p EACH IN STANLEY LEISURE PLC BY GENTING OVERSEAS HOLDINGS LIMITED ("GOHL"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, TO PALOMINO LIMITED, A WHOLLY-OWNED SUBSIDIARY OF GENTING INTERNATIONAL PLC WHICH IN TURN IS A SUBSIDIARY OF GOHL ("SHARE DISPOSAL")**

#### **1. INTRODUCTION**

The Board of Directors of the Company is pleased to announce that Genting Overseas Holdings Limited ("GOHL"), a wholly-owned subsidiary of the Company, has entered into a share sale and purchase agreement to dispose of its equity interest of 3,620,086 ordinary shares of 25p each in Stanley Leisure plc ("Stanley") to Palomino Limited ("Palomino"), a wholly-owned subsidiary of Genting International PLC ("GIPLC"), which in turn is a subsidiary of the Company, for a consideration of £18,916,615 (approximately RM136.5 million).

#### **2. INFORMATION ON GOHL**

GOHL, a wholly-owned subsidiary of the Company, is a company incorporated in the Isle of Man on 27 March 1984. It is an investment holding company.

#### **3. INFORMATION ON PALOMINO**

Palomino, a wholly-owned subsidiary of GIPLC, is a company incorporated in the Isle of Man on 24 October 1990. It is an investment holding company.

#### **4. INFORMATION ON GIPLC**

GIPLC, a subsidiary of GOHL, is incorporated in the Isle of Man on 16 August 1984. It is principally an investment holding company. The principal activities of GIPLC's subsidiaries include investments and provision of sales and marketing services to leisure and hospitality businesses.

GIPLC's shares are listed on the Luxembourg Stock Exchange and also quoted on the Central Limit Order Book Trading System of the Singapore Stock Exchange.

#### **5. DETAILS OF THE SHARE DISPOSAL**

On 5 May 2005, GOHL received a letter of offer from Palomino to purchase its equity interest of 3,620,086 ordinary shares of 25p each in Stanley for a consideration of £18,916,615 representing 522.546 pence per Stanley share to be satisfied by the issuance of 196,293,471 new ordinary shares of US\$0.10 each in GIPLC at an issue price of US\$0.183 per GIPLC share.

The consideration of £18,916,615 representing 522.546 pence per Stanley share was arrived at after taking into consideration the one (1) month weighted average market prices of Stanley shares up to 4 May 2005.

Similarly, the number of new shares to be issued by GIPLC at US\$0.183 per share was determined after taking into consideration the one (1) month weighted average market prices of GIPLC shares up to 4 May 2005.

GIPLC has undertaken that it will procure the new issue of its shares to be listed on the Luxembourg Stock Exchange or any other international stock exchange and that the new shares will rank pari passu in all respects with the existing GIPLC shares.

## **6. CONDITIONS PRECEDENT**

The Share Disposal is not subject to any conditions precedent.

## **7. RATIONALE**

The Share Disposal is undertaken as part of the Genting Group's strategy to rationalise all investments and business ventures in the United Kingdom under the corporate umbrella of GIPLC.

The Share Disposal has resulted in GIPLC owning a total of 26,187,421 shares in Stanley, representing 20.26% of the issued share capital of Stanley through its subsidiaries including Palomino.

## **8. FINANCIAL EFFECTS**

The Share Disposal has no effect on the share capital of the Company and has no material impact on the earnings and net tangible assets of the Company. The gain that will be recorded by GOHL on the Share Disposal will be eliminated on consolidation by GB.

## **9. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

### **(a) Interests of the Directors of GB**

1. The Chairman, President & Chief Executive, Tan Sri Lim Kok Thay is also the chairman of GIPLC, a director of Palomino, GOHL and Golden Hope Limited ("GHL") and has a deemed interest in the units of the Golden Hope Unit Trust ("GHUT") of which GHL is acting as its trustee by virtue of being a beneficiary of a discretionary trust which holds the units in the GHUT. GHL as trustee of the GHUT is a substantial (15.17%) shareholder of GIPLC. Tan Sri Lim is also a director of Kien Huat Realty Sdn Bhd ("KHR") and has a deemed interest in KHR by virtue of being a beneficiary of a discretionary trust which owns non-voting preference shares in KHR. Lakewood Sdn Bhd, a wholly-owned subsidiary of KHR is a substantial 6.64% shareholder of GIPLC.
2. The Executive Director, Mr Quah Chek Tin is also an alternate director of GIPLC.

### **(b) Interests of the Directors of GOHL**

1. Mr Justin Tan Wah Joo is also a share option holder of GB, the Managing Director and a shareholder of GIPLC and an alternate director of GOHL.
2. Mr Ong Moh Pheng is also a share option holder of GB, an alternate director of GIPLC and a director of GOHL and Palomino.

3. Ms Katharine Georgina Harding is also a director of GOHL and Palomino.

Accordingly, the aforesaid Directors have abstained from deliberations and voting on the Share Disposal at the Board Meetings of the Company and GOHL, as the case may be, held to consider the matter.

Save as disclosed above, none of the Directors and/or substantial shareholders or persons connected to the Directors have any interest, either direct or indirect in the Share Disposal.

**10. DIRECTORS' RECOMMENDATION**

The Board is of the opinion that the Share Disposal is in the best interest of the Company.

Yours faithfully

**GENTING BERHAD**

*Tun Mohammed Hanif bin Omar*  
*Deputy Chairman*