

 **Genting International**
GENTING INTERNATIONAL P.L.C.
(Incorporated in the Isle of Man No. 24706C)

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be held at Padang Room, Raffles City Convention Centre, 2 Stamford Road, Singapore 178882 on Thursday, 27 April 2006 at 3.00 p.m.

ORDINARY BUSINESS

1. To receive and adopt the Financial Statements for the financial year ended 31 December 2005 and the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve Directors' fees of S\$81,308 (2004 : S\$29,308) for the financial year ended 31 December 2005. (Resolution 2)
3. To re-elect Tan Sri Lim Kok Thay as a Director of the Company pursuant to Article 102 of the Articles of Association of the Company. (Resolution 3)
4. To re-elect the following persons as Directors of the Company pursuant to Article 101 of the Articles of Association of the Company :
 - (i) Mr Lim Kok Hoong (Resolution 4)
 - (ii) Mr Tjong Yik Min (Resolution 5)
5. To re-appoint Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:
 - 6.1 Proposed Share Issue Mandate.

“THAT pursuant to the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, provided that :

 - (a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company;
 - (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this resolution is passed, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding at the time this resolution is passed, and (ii) any subsequent consolidation or subdivision of shares; and

- (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is the earlier.”

(Resolution 7)

6.2 Proposed Renewal of the Shareholders' Mandate

“That :

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“Chapter 9”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as the term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Notice of the Twenty-First Annual General Meeting of the Company dated 3 April 2006 (the “Appendix”) with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the “Shareholders' Mandate”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to complete and do such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this resolution.”

(Resolution 8)

By Order of the Board

Declan Thomas Kenny

Secretary

3 April 2006

Registered Office : International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles.

Explanatory Notes on Special Business to be transacted :

- a. *Ordinary Resolution 7 if passed, will empower the Directors from the date of this Twenty-First Annual General Meeting to the next Annual General Meeting to issue shares (whether by way of convertible securities or the grant of options carrying rights to subscribe for shares) in the Company. The number of shares which the Directors may issue pursuant to this Ordinary Resolution would not exceed fifty per cent (50%) of the issued share capital of the Company at the time this Ordinary Resolution is passed. For issues of shares other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per cent (20%) of the total issued share capital of the Company at the time this Ordinary Resolution is passed.*
- b. *Ordinary Resolution 8 if passed, will renew the Mandate to allow the Company, its subsidiaries and associated companies or any of them to enter into certain interested person transactions with persons who are considered “interested persons” (as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited).*

Notes

1. *A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.*
2. *The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
3. *If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.*
4. *If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.*
5. *The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office, International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles, not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.*
6. *For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Share Transfer Agent's Office in Singapore, M&C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906, and as such will be counted as valid in regards to this meeting pursuant to Article 94 of the Company's Articles of Association.*