



GENTING INTERNATIONAL PUBLIC LIMITED COMPANY

(Incorporated in the Isle of Man)
(Company Registration No. 24708C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of the shareholders of Genting International Public Limited Company (the "Company") will be held at Raffles City Convention Centre, Collyer Room, Level 4, Swissotel The Stamford, 2 Stamford Road, Singapore 178882 on Wednesday, 8 August 2007 at 3.30 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

ORDINARY RESOLUTION 1

Proposed Specific Share Issue Approval for the Rights Issue

That:

- (a) the Directors be and are hereby authorised to provisionally allot and issue up to 3,887,042,692 new ordinary shares of par value US\$0.10 each in the capital of the Company (the "Rights Shares"), or such other number of new ordinary shares of par value US\$0.10 each in the capital of the Company (the "Shares") as the Directors may determine, pursuant to a proposed renounceable underwritten rights issue (the "Rights Issue") on the basis of three (3) Rights Shares for every five (5) existing Shares held by shareholders of the Company as at the Books Closure Date (being the time and date at and on which the Register of Members and Share Transfer Books of the Company will be closed to determine the provisional allotments of Rights Shares of shareholders under the Rights Issue and at an issue price for each Rights Share to be determined or announced prior to the commencement of ex-rights trading of the Rights Issue (the "Issue Price"), fractional entitlements to be disregarded, or otherwise on such terms and conditions as the Directors may determine in their absolute discretion, including, if the Directors think fit, the following terms:
- that the provisional allotments of the Rights Shares shall be made on a renounceable basis to shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited ("CDP") as at the Books Closure Date with registered addresses in Singapore, Malaysia or the Isle of Man or who have, at least five (5) Market Days (being days on which the SGX-ST is open for trading in securities) prior to the Books Closure Date, provided to the Company, the CDP, the Share Registrar or the Singapore Share Transfer Agent, as the case may be, addresses in Singapore, Malaysia or the Isle of Man for the service of notices or documents (the "Entitled Shareholders");
 - no provisional allotment of the Rights Shares shall be made in favour of shareholders with registered addresses outside Singapore, Malaysia or the Isle of Man as at the Books Closure Date, unless they have at least five (5) Market Days prior thereto, provided to the Company, the CDP, the Share Registrar or the Singapore Share Transfer Agent as the case may be, addresses in Singapore, Malaysia or the Isle of Man for the service of notices or documents;
 - the entitlements to the Rights Shares which would otherwise accrue to non-Entitled Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors deem fit for the purpose of renouncing the rights entitlements relating thereto to purchasers thereof and to pool and thereafter distribute the proceeds thereof, if any (after deducting all expenses), proportionately among such non-Entitled Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single non-Entitled Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;
 - any fractional entitlements disregarded in accordance with the terms of the Rights Issue and/or any Rights Shares not taken up may be aggregated and allotted and issued to satisfy excess applications for the Rights Shares or otherwise to such persons as the Directors may think fit or otherwise disposed of or dealt with in such manner as the Directors may think fit in the interests of the Company;
 - the Rights Shares when issued and fully paid up will rank pari passu in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares; and
 - the Rights Issue is expected to raise gross proceeds of approximately S\$2.0 billion to S\$2.3 billion, or such amount that may be less than S\$2.0 billion as the Directors may decide on the same basis of three (3) Rights Shares for every five (5) existing Shares subject to a discount of not more than 40% to the volume weighted average price of the Shares for the five (5) Market Days from and including the day on which the determination of the Issue Price of the Rights Shares is made;
- (b) the Directors be and are hereby authorised to allot and issue such number of additional new Shares to be issued arising from the adjustments made to the conversion prices of the outstanding First Convertible Bonds (as defined in the circular to shareholders dated 23 July 2007 ("Circular")) and the Second Convertible Bonds (as defined in the Circular) as a result of the Rights Issue; and
- (c) the Directors be and are hereby authorised to take such steps, make such amendments to the terms of the Rights Issue and the abovementioned terms and conditions, and exercise such discretion as the Directors may, from time to time in their absolute discretion, deem fit, advisable, necessary or expedient in connection with any or all of the foregoing matters.

ORDINARY RESOLUTION 2

Proposed Amendments to the Existing Rules of the Genting International Public Limited Company Employee Share Option Scheme

That:

- (a) approval be and is hereby given to amend the existing rules of the Genting International Public Limited Company Employee Share Option Scheme (the "ESOS") in accordance with the proposed amendments as set out in the Appendix to the Circular; and
- (b) the Directors be and are hereby authorised to allot and issue such number of additional new Shares to be issued upon the exercise of outstanding share options granted under the ESOS pursuant to adjustments in connection with the Rights Issue.

ORDINARY RESOLUTION 3

Proposed Adoption of the Genting International Group Performance Share Scheme

That:

- (a) a new performance share scheme to be known as the "Genting International Group Performance Share Scheme" (the "PSS"), the details whereof are set out in the Circular, under which awards ("Awards") of Shares will be issued or delivered (as the case may be) free of charge, to selected employees of the Group, including Directors of the Company, and other selected participants, be and is hereby approved;
- (b) the Remuneration Committee of the Company be and is hereby authorised:
- to administer the PSS;
 - to modify and/or amend the PSS from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the PSS 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 PSS; and
- (c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the PSS and to allot and issue or deliver from time to time such number of fully-paid Shares as may be required to be issued or delivered pursuant to the vesting of the Awards under the PSS, provided that:
- the aggregate number of Shares to be issued pursuant to the PSS shall not exceed 3.5% of the total issued share capital of the Company as at 7 June 2007; and
 - when added to the number of Shares issued and issuable in respect of such Awards and other Shares issued and/or issuable under other share-based incentive schemes of the Company, the aggregate number of Shares to be issued pursuant to the PSS shall not exceed 5% of the issued Shares of the Company from time to time.

ORDINARY RESOLUTION 4A

Proposed Participation by Tan Sri Lim Kok Thay in the PSS

That subject to and contingent upon the passing of Ordinary Resolution 3, the participation of Tan Sri Lim Kok Thay in the PSS, pursuant to Rule 853¹ of the Listing Manual, be and is hereby approved.

ORDINARY RESOLUTION 4B

Proposed Grant of Award To Tan Sri Lim Kok Thay

That subject to and contingent upon the passing of Ordinary Resolutions 3 and 4A, the grant of an Award to Tan Sri Lim Kok Thay of up to 7,500,000 Shares, in accordance with and for the duration of the PSS, pursuant to Rule 853 of the Listing Manual, be and is hereby approved.

BY ORDER OF THE BOARD

Genting International Public Limited Company

Declan Thomas Kenny
Company Secretary

23 July 2007

NOTES

- 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.
- 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.
- 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.
- 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.
- The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the registered office of the Company at 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.
- For depositors holding their Shares through CDP 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 at 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. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Share Transfer Agent in Singapore not less than 48 hours before the commencement of the Meeting.

¹ Rule 853 of the Listing Manual states that participation in a scheme by controlling shareholders and their associates must be approved by independent shareholders of the issuer. A separate resolution must be passed for each person and to approve the actual number and terms of options to be granted to that participant.