



Genting International Public Limited Company
(Incorporated in the Isle of Man No. 24706C)

**PROPOSED UNDERWRITTEN RIGHTS ISSUE OF SHARES
AND AMENDMENTS TO THE EXISTING RULES OF THE ESOS**

1. Introduction

The Board of Directors (the "**Directors**") of Genting International Public Limited Company (the "**Company**") wishes to announce a proposed renounceable underwritten rights issue of shares of up to an aggregate of 3,887,042,692 new ordinary shares of US\$0.10 each in the Company (the "**Rights Shares**"), on the basis of three (3) Rights Shares for every five (5) existing ordinary shares of US\$0.10 each in the Company (the "**Shares**") held by shareholders as at the Books Closure Date (as defined in paragraph 2.1 below), fractional entitlements to be disregarded (the "**Rights Issue**"). An extraordinary general meeting will be convened to obtain shareholders' approval for the Rights Issue, after which the issue price of each Rights Share (the "**Issue Price**") will be determined and announced prior to the commencement of ex-rights trading pursuant to the Rights Issue. The Rights Issue is expected to raise gross proceeds of approximately S\$2.0 billion to S\$2.3 billion.

The Directors also wish to announce the proposal to amend the existing rules (the "**Existing Rules**") of the Genting International Public Limited Company Employee Share Option Scheme (the "**ESOS**") in view of, *inter alia*, the Rights Issue.

As a result of the Rights Issue and subject to the approval of Shareholders for the proposed amendments to the Existing Rules of the ESOS, adjustments will be made to, *inter-alia*, the number and the exercise price of the outstanding share options (the "**Share Options**"). Adjustments will similarly be made to the conversion price of the Bonds (as defined below) outstanding as at the Books Closure Date (as defined below) as a result of the Rights Issue.

We have received approval-in-principle ("**AIP**") from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 28 June 2007 in connection with the Rights Issue and the additional new Shares to be issued pursuant to the above adjustments. The AIP from the SGX-ST is not to be taken as an indication of the

merits of the Company, its subsidiaries, the Rights Issue, the Rights Shares or the additional new Shares to be issued pursuant to the above adjustments.

DBS Bank Ltd. ("**DBS Bank**") has been appointed as the Manager for the Rights Issue.

2. Particulars of the Rights Issue

2.1 Proposed Principal Terms for the Rights Issue

The Rights Issue is proposed to be offered on a renounceable underwritten basis to shareholders of the Company on the basis of three (3) Rights Shares for every five (5) existing Shares held by shareholders in the Company, as at the time and date to be determined by the Directors (the "**Books Closure Date**") for the purpose of determining shareholders' entitlements.

Fractional entitlements to any Rights Share will be disregarded and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and allotted to satisfy excess applications for the Rights Shares (if any) or disposed of in such manner as the Directors, in their absolute discretion, deem fit in the interest of the Company.

Based on the issued share capital of the Company as at the date of this announcement of 5,978,826,702 Shares, 3,587,296,021 Rights Shares will be issued pursuant to the Rights Issue. Assuming all the outstanding convertible bonds issued by the Company, comprising S\$85.9 million convertible bonds from the S\$425 million principal amount of convertible bonds which were listed on 15 January 2007 (the "**First Convertible Bonds**") and S\$450.0 million convertible bonds from the S\$450 million principal amount of convertible bonds which were listed on 27 April 2007 (the "**Second Convertible Bonds**" and collectively, with the First Convertible Bonds, the "**Bonds**"), are fully converted into approximately 499,577,784 Shares, an additional 299,746,671 Rights Shares will be issued pursuant to the Rights Issue.

The Rights Shares are payable in full upon acceptance and/or application. The Rights Shares and additional new Shares to be issued pursuant to adjustments to the terms of the Share Options granted under the ESOS and the conversion price of the Bonds, when allotted and issued, 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 additional new Shares to be issued pursuant to adjustments to the terms of the Share Options granted under the ESOS and the conversion price of the Bonds.

In light of the size of the Rights Issue, the Company believes that it is prudent to fix the Issue Price at a later date in consideration of the share price of the Company and the market conditions nearer to the actual date of the offering and after all the relevant shareholders' approvals have been obtained. As such, a waiver from Rule 814(1)(a) of the Listing Manual of the SGX-ST has been sought and granted by the SGX-ST and accordingly, the Issue Price will be announced by the Company at a later date, prior to the commencement of ex-rights trading pursuant to the Rights Issue.

Further, the estimated gross proceeds of the Rights Issue and the approximate amounts to be applied to each use of the proceeds will also be announced in due course upon the determination of the Issue Price.

2.2 Adjustments as a result of the Rights Issue

Under the terms of the ESOS to be amended at the extraordinary general meeting to be convened, both the number and the exercise price of the Share Options as well as the number of Shares comprised in the Share Options to the extent unexercised, may be adjusted accordingly as a result of the Rights Issue. The actual number of additional new Shares to be issued arising from the adjustment to the number of Share Options will be determined as at Books Closure Date.

On 28 December 2006, the SGX-ST granted approval for the listing and quotation of the First Convertible Bonds which are fully convertible into approximately 673,747,622 new Shares (based on the initial conversion price of S\$0.6308 per new Share and on assumption that there are no adjustments to the conversion price). On 25 April 2007, the SGX-ST granted approval for the listing and quotation of the Second Convertible Bonds which are fully convertible into approximately 363,401,437 new Shares (based on the initial conversion price of S\$1.2383 per new Share and on the assumption that there are no adjustments to the conversion price).

Under the terms of the Bonds, the initial conversion price of the First Convertible Bonds of S\$0.6308 per new Share and of the Second Convertible Bonds of S\$1.2383 per new Share shall be adjusted accordingly as a result of the Rights Issue. The actual number of additional new Shares to be issued arising from the adjustment to the conversion price of the Bonds outstanding will similarly be determined as at Books Closure Date.

2.3 Purpose of Rights Issue and Use of Proceeds

The Company and its subsidiaries (the "**Group**") intend to utilise the net proceeds from the Rights Issue for partial funding of the development of the integrated resort at

Sentosa Island, Singapore to be called Resorts World at Sentosa (the "**Integrated Resort**"), part repayment of borrowings, including an outstanding bridging loan of £297 million taken by the Group for the acquisition of Stanley Leisure plc in 2006 and for working capital.

Following the acquisition of the 25% equity interest in Resorts World at Sentosa Pte. Ltd. from Star Cruises Asia Holding Ltd, which was completed on 29 May 2007, the estimated full cost of developing the Integrated Resort which amounts to approximately S\$5.2 billion will have to be funded by the Group. The composition of funding the development of the Integrated Resort has not been finalized, but the Company expects the financing to comprise a combination of equity, debt and non-recourse project financing.

2.4 Eligibility of Shareholders to participate in the Rights Issue

The Company proposes to provisionally allot by way of rights to all Shareholders who are eligible to participate and whose registered addresses with the Company, the Share Registrar, the Singapore Share Transfer Agent or the CDP, as the case may be, are in Singapore, Malaysia or the Isle of Man or who have, at least five (5) market days prior to the Books Closure Date provided to the Company, the Share Registrar, the Singapore Share Transfer Agent or the CDP, as the case may be, addresses in Singapore, Malaysia or the Isle of Man for the service of notices and documents (the "**Entitled Shareholders**").

For practical reasons and in order to avoid any violation of securities legislation applicable in countries other than Singapore, Malaysia and the Isle of Man, the Rights Shares will not be offered to Shareholders who, as at the Books Closure Date, do not have registered addresses in Singapore, Malaysia or the Isle of Man (as set out in the Company's Register of Members and/or Share Transfer Books or the records of the CDP, as the case may be) and who had not, at least five (5) market days prior to the Books Closure Date, provided to the Company, the Share Registrar, the Singapore Share Transfer Agent or, in the case of Shareholders whose Shares were registered in the name of CDP, to CDP, addresses in Singapore, Malaysia or the Isle of Man for the service of notices or documents (the "**non-Entitled Shareholders**").

If it is practicable to do so, arrangements may, at the discretion of the Company, be made for the provisional allotments of the Rights Shares which would otherwise have been provisionally allotted to the non-Entitled Shareholders to be sold "nil paid" on the SGX-ST as soon as practicable after dealings in the provisional allotments of

Rights Shares commence and net proceeds arising therefrom will be dealt with in accordance with the terms set out in the Offer Information Statement to be issued in connection with the Rights Issue.

Entitled Shareholders are at liberty to accept, decline or otherwise renounce or trade their provisional allotments of Rights Shares and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue.

The terms and conditions of the Rights Issue are subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights Issue will be contained in the Offer Information Statement to be despatched by the Company to the Entitled Shareholders in due course. The Offer Information Statement to be issued in relation to and for the purposes of the Rights Issue and the accompanying documents will not be mailed outside Singapore, Malaysia and the Isle of Man.

2.5 Substantial Shareholder Undertakings and Underwriting Arrangements

The Company has obtained undertakings from each of Genting Overseas Holdings Limited ("**GOHL**") and Resorts World Limited ("**RWL**") (collectively, the "**Undertaking Shareholders**"), to subscribe and pay for and/or procure subscriptions and payment for their respective entitlements to the Rights Shares (the "**Undertaken Shares**"). As at the date of this announcement, GOHL and RWL each hold 2,980,671,934 and 355,223,853 Shares respectively, which in aggregate, represents approximately 55.8% of the issued share capital of the Company. GOHL and RWL have each irrevocably undertaken to fully subscribe and pay for and/or procure subscriptions and payment for their entitlements to 1,788,403,160 and 213,134,312 Rights Shares respectively.

The Undertaking Shareholders have each also undertaken to vote, in respect of the Shares held by them respectively, in favour of the Rights Issue at the extraordinary general meeting to be convened.

A waiver from Rule 877(9) of the Listing Manual of the SGX-ST has been granted by the SGX-ST and accordingly, each of the Undertaking Shareholders of the Company are exempted from obtaining confirmations from a financial institution that it has the necessary financial resources to apply for its entitlements and/or excess Rights Shares.

The Company is currently in discussion with other financial institutions (collectively, the "**Underwriters**") to underwrite the Rights Shares (excluding the Undertaken Shares) not subscribed for as at the close of the Rights Issue, subject to an

underwriting agreement to be entered into between the Company and the Underwriters. Further, it is envisaged that GOHL may enter into a sub-underwriting agreement with the Underwriters to sub-underwrite a portion of the Rights Shares to be underwritten by the Underwriters. Further announcements will be made by the Company in the above regard in due course.

3. Proposed Amendments to the Existing Rules of the ESOS

In connection with the Rights Issue, the Remuneration Committee considered it necessary to amend the Existing Rules to provide the flexibility to make certain adjustments to the terms of the Share Options granted under the ESOS in the event of certain specified circumstances to be in line with industry practice, to address potential dilution to the existing share option holders arising from various corporate exercises that may be undertaken by the Company from time to time. At the same time, other editorial amendments are also proposed to be made to the Existing Rules.

4. Approvals

4.1 Rights Issue

The Rights Issue is subject, *inter alia*, to:

- (a) the receipt of the approval of shareholders in an extraordinary general meeting to be convened (the "EGM") for the issuance of new Shares pursuant to the Rights Issue;
- (b) the lodgement of the Offer Information Statement relating to the Rights Issue with the Monetary Authority of Singapore, depositing of the same with the Securities Commission of Malaysia within seven (7) days after the Offer Information Statement is first issued and registration of the same with the Financial Supervision Commission of the Isle of Man;

4.2 The Proposed Amendments to the Existing Rules of the ESOS

The proposed amendments to the Existing Rules of the ESOS are also subject to the approval of shareholders at the EGM.

A circular containing further details of the proposed Rights Issue and the proposed amendments to the Existing Rules of the ESOS, enclosing a notice of EGM in connection therewith will be despatched to Shareholders in due course.

5. Interests of Directors and Controlling Shareholders

5.1 Rights Issue

None of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Rights Issue other than through their respective shareholdings in the Company.

The Executive Chairman of the Company, Tan Sri Lim Kok Thay is the Chairman, President and Chief Executive, shareholder and share option holder of Genting Berhad and is also the Chairman and Chief Executive, shareholder and share option holder of Resorts World Bhd. He has a deemed interest in the units of the Golden Hope Unit Trust ("GHUT") of which Golden Hope Limited ("GHL") is acting as its trustee, by virtue of him being a beneficiary of a discretionary trust which holds units in GHUT. He is also a director of GHL. As at the date of this Announcement, GHL as trustee of GHUT holds 9.60% of the issued share capital of the Company. The majority of the board members of RWL, Genting Berhad, GOHL and Resorts World Bhd, have been granted Share Options.

Mr Justin Tan Wah Joo, the Managing Director of the Company, is also a shareholder and share option holder of Genting Berhad and Resorts World Bhd respectively.

5.2 Proposed Amendments to the Existing Rules of the ESOS

All the Directors, other than Mr Yap Wai Ming, have been granted Share Options and are interested in the proposed amendments to the Existing Rules of the ESOS and they will therefore abstain from voting on the ordinary resolution to be proposed at the EGM to be convened.

Save as disclosed herein, none of the Directors and substantial Shareholders has any interest, direct or indirect, in the proposed amendments to the Existing Rules of the ESOS.

By order of the Board
GENTING INTERNATIONAL PUBLIC LIMITED COMPANY
JUSTIN TAN WAH JOO
Managing Director

28 June 2007

DBS Bank Ltd was the Global Co-ordinator, and together with CIMB-GK Securities Pte Ltd, CLSA Singapore Pte Ltd and Merrill Lynch (Singapore) Pte Ltd were the Joint Lead Underwriters and Bookrunners for the Initial Public Offering of Genting International Public Limited Company