

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting of Genting International Public Limited Company (“the Company”) will be held at Canning Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 24 April 2009 at 10.00 a.m.

### AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2008 and the Directors’ and Auditors’ Reports thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$481,865 (2007: S\$504,308) for the financial year ended 31 December 2008. **(Resolution 2)**
3. To re-elect the following persons as Directors of the Company pursuant to Article 102 of the Articles of Association of the Company:
  - i) Mr Justin Tan Wah Joo **(Resolution 3)**
  - ii) Mr Lim Kok Hoong **(Resolution 4)**
4. To re-appoint Mr Koh Seow Chuan as a Director of the Company pursuant to Article 101 of the Articles of Association of the Company. **(Resolution 5)**
5. To re-appoint PricewaterhouseCoopers, Isle of Man as Auditors of the Company and to authorise the Directors to fix their remuneration and thereafter, subject to and conditional upon the following: **(Resolution 6)**
  - (i) the passing of the special resolution at the Extraordinary General Meeting of the Company to be held immediately following this Twenty-Fourth Annual General Meeting for the re-registration of the Company as a company governed under the Isle of Man Companies Act 2006; and
  - (ii) the issuance of the certificate of de-registration and the certificate of re-registration of the Company governed under the Isle of Man Companies Act 2006 by the Companies Registry of the Isle of Man Financial Supervision Commission;to appoint PricewaterhouseCoopers, Singapore (“New Auditors”) in place of PricewaterhouseCoopers, Isle of Man as Auditors of the Company and to authorise the Directors to fix the remuneration of the New Auditors.

### AS SPECIAL BUSINESSES

6. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions: **(Resolution 7)**
  - 6.1 Proposed Share Issue Mandate  
“THAT, pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to:-
    - (1) (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
    - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,  
  
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; and
  - (2) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors whilst this resolution was in forceprovided that:
  - (a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 50% (or 100%, in the event of a pro-rata renounceable rights issue) 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 or vesting of share awards which are outstanding at the time this resolution is passed, and (ii) any subsequent bonus issue, 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.”

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

### 6.2 Proposed Issuance of Shares at a Discount of up to 20%

(Resolution 8)

“THAT:-

- (a) subject to and conditional upon the passing of Ordinary Resolution 7 above, approval be and is hereby given to the Directors of the Company at any time to issue shares in the capital of the Company (other than on a pro-rata basis to shareholders of the Company) at an issue price for each share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent a discount of more than 20% to the weighted average price of a share in the capital of the Company for trades done on the Singapore Exchange Securities Trading Limited (“SGX-ST”) (as determined in accordance with the requirements of SGX-ST); and
- (b) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

### 6.3 Proposed Renewal of the Shareholders’ Mandate

(Resolution 9)

“THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“Chapter 9”) of the SGX-ST, 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 this Twenty-Fourth Annual General Meeting dated 1 April 2009 (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.”

### 7. To transact any other business of which due notice shall have been given.

By Order of the Board

**DECLAN THOMAS KENNY**

Company Secretary

1 April 2009

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

#### **Explanatory Notes on Businesses to be transacted:**

- a. *Ordinary Resolution 6 if passed, will enable PricewaterhouseCoopers (“PwC”), Singapore to be appointed immediately after the proposed re-registration of the Company under the 2006 Act takes effect.*

*An Extraordinary General Meeting of the Company is scheduled to be held immediately following this Twenty-Fourth Annual General Meeting (“AGM”) for the purpose of considering inter-alia the passing of a special resolution pertaining to the proposed re-registration of the Company under the Isle of Man Companies Act 2006 (“2006 Act”).*

*In the 2006 Act, there is no provision for the financial statements of a 2006 Act company to be audited. Notwithstanding the non compulsory audit requirement of a 2006 Act company, it is intended for the financial statements of the Company to continue to be required to be audited upon the re-registration of the Company under the 2006 Act. So as to facilitate the audit of the financial statements of the Company since a large part of the business activities of the Group is concentrated in Singapore, it is proposed that PwC, Singapore be appointed in place of PwC, Isle of Man as the auditors of the Company when the Company is re-registered under the 2006 Act.*

- b. *Ordinary Resolution 7 if passed, will empower the Directors from the date of this AGM to the next annual general meeting to issue shares in the Company in accordance with Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The number of shares which the Directors may issue pursuant to this Ordinary Resolution would not exceed 50% (or 100% in the event of a pro-rata renounceable rights issue) 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 20% of the total issued share capital of the Company at the time this Ordinary Resolution is passed.*

- c. *Ordinary Resolution 8 if passed, will empower the Directors from the date of this AGM to the next annual general meeting to issue shares in the capital of the Company at a discount of up to 20% to its weighted average price. The increase in the discount limit of up to 20% for the issue of shares on a non-pro rata issue basis is effective up to 31 December 2010 pursuant to SGX-ST’s notification dated 19 February 2009.*

*The industry provided feedback that the 10% maximum discount for share placement undertaken using general share issue mandate impacts the attractiveness and viability of placement exercises. Taking into account the increased market volatility and difficult market conditions, SGX-ST has allowed listed issuers to undertake placements of new shares priced at discounts of up to 20% subject to the conditions that:*

- a) *the issuer seeks shareholders’ approval in a separate resolution at a general meeting to issue new shares on a non pro-rata basis at a discount exceeding 10% but not more than 20%; and*
- b) *the resolution seeking a general mandate from shareholders for issuance of new shares on a non pro-rata basis is not conditional on this resolution.*

- d. *Ordinary Resolution 9 if passed, will renew the Shareholders’ 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 SGX-ST).*

#### **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. 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.*