

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or due to your reliance upon, the whole or any part of the contents of this Notice. Bursa Securities has not perused the contents of this Notice as the Company has been selected by Bursa Securities as one of the eligible listed issuers under the Green Lane Policy.



**GENTING**

**BERHAD**

(7916-A)  
*(Incorporated in Malaysia)*

**NOTICE TO WARRANT HOLDERS**

**IN RELATION TO THE**

**EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2013/2018**

**STOCK NAME: GENTING-WA**

**STOCK CODE: 3182WA**

**IMPORTANT RELEVANT DATES:**

Last date and time for trading of Warrants	:	Friday, 30 November 2018 at 5.00 pm
Date and time of suspension of trading of Warrants	:	Monday, 3 December 2018 at 9.00 am
Last date and time for exercise of Warrants	:	Tuesday, 18 December 2018, before 5.00 pm
Date and time of expiry of Warrants	:	Tuesday, 18 December 2018 at 5.00 pm
Date and time of delisting of Warrants	:	Wednesday, 19 December 2018 at 9.00 am

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**ENCLOSED**

## DEFINITIONS

The following definitions shall apply throughout this Notice unless the context requires otherwise:

Board	:	Board of Directors
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad
CDS	:	Central Depository System
Deed Poll	:	The deed poll executed by the Company on 12 November 2013 constituting the Warrants, as may be amended from time to time
Exercise Form	:	The form for exercising the Exercise Rights pursuant to the Deed Poll
Exercise Price	:	RM7.96, being the price at which 1 Warrant is exercisable into 1 new Share, subject to such adjustments as may be allowed under the Deed Poll
Exercise Rights	:	The rights of a Warrant Holder to subscribe for 1 new Share for every 1 Warrant held at the Exercise Price, upon the terms and conditions set out in the Deed Poll
Expiry Date	:	Tuesday, 18 December 2018 at 5.00 pm pursuant to the Deed Poll
GENT	:	Genting Berhad
KHR	:	Kien Huat Realty Sdn Berhad
LPD	:	1 November 2018, being the latest practicable date before the printing of this Notice
RM	:	Ringgit Malaysia
PACs	:	Parties acting in concert
Share Registrar	:	Genting Management and Consultancy Services Sdn Bhd
Shares	:	Ordinary shares in GENT
Warrants	:	Warrants which are exercisable into GENT Shares as constituted by the Deed Poll
Warrant Holders	:	Holder(s) of the Warrants

All references to “you” in this Notice are to the Warrant Holders.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any legislation in this Notice is a reference to that legislation as for the time being amended or re-enacted.

Any reference to time of day in this Notice is a reference to Malaysian time, unless otherwise stated.



# GENTING BERHAD

(7916-A)

**Registered Office:**

24<sup>th</sup> Floor, Wisma Genting  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Malaysia

14 November 2018

**Board of Directors:**

Tan Sri Lim Kok Thay (*Chairman and Chief Executive*)  
Tun Mohammed Hanif bin Omar (*Deputy Chairman/Non-Independent Executive Director*)  
Mr Lim Keong Hui (*Executive Director – Chairman's Office and Chief Information Officer /Non-Independent Executive Director*)  
Dato' Dr R. Thillainathan (*Independent Non-Executive Director*)  
Tan Sri Dr Lin See Yan (*Independent Non-Executive Director*)  
Datuk Chin Kwai Yoong (*Independent Non-Executive Director*)  
Tan Sri Foong Cheng Yuen (*Independent Non-Executive Director*)  
Madam Koid Swee Lian (*Independent Non-Executive Director*)

**To the Warrant Holders of GENT**

Dear Sir/Madam

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll, the Exercise Rights of the Warrant Holders will expire at 5.00 pm on Tuesday, 18 December 2018.

Warrant Holders who intend to exercise their Warrants are advised to refer to Section 4.1 of this Notice and submit the Exercise Form not later than 5.00 pm on the Expiry Date.

**Warrant Holders should note that the Warrants which are not exercised by 5.00 pm on the Expiry Date will lapse and cease to be valid for any purpose.**

**Accordingly, the Warrants will be removed from the Official List of Bursa Securities with effect from 9.00 am on Wednesday, 19 December 2018.**

As at the LPD, the total number of unexercised Warrants is 606,809,794 Warrants.

Warrant Holders are therefore advised to note carefully the procedures set out below:

**1. SUSPENSION OF TRADING AND LAST DAY OF TRADING**

The trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 am on Monday, 3 December 2018 up to 5.00 pm on Expiry Date. Hence, the last day and time for trading of the Warrants will be at 5.00 pm on Friday, 30 November 2018.

**2. EXERCISE PRICE**

The exercise price of the Warrants is RM7.96 for each new Share. As such, if you exercise your rights over 100 Warrants into 100 new Shares, the total Exercise Price payable will be RM796.00.

### 3. PAYMENT OF EXERCISE PRICE

Payment of the Exercise Price must be made in full in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "**GENT WARRANTS ACCOUNT**", crossed "**Account Payee only**" for the full amount of the Exercise Price and endorsed on the reverse side with the Warrant Holder's name, address and CDS account number in block letters. Any such remittance must be accompanied by the delivery to the Share Registrar of the duly completed Exercise Form. Each payment of Exercise Price must be made free of any foreign exchange or outstation commissions, remittance charges or other deductions.

### 4. EXERCISE OF WARRANTS

4.1 If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:

- (a) Complete and execute the enclosed Exercise Form. You may also obtain the Exercise Form from the Share Registrar during office hours or download from our website, [www.genting.com](http://www.genting.com).
- (b) Deliver and reach the Share Registrar the following documents and remittance not later than 5.00 pm on the Expiry Date:
  - (i) The duly completed and valid Exercise Form;
  - (ii) The remittance of the full amount of the Exercise Price as stated in Sections 2 and 3 above; and
  - (iii) The remittance of a processing fee of RM21.20 (comprising base fee of RM20.00 plus 6% service tax), payable via cheque/banker's draft/cashier's order/money order/postal order in favour of "**Genting Management and Consultancy Services Sdn Bhd**".

4.2 GENT shall within 8 market days after the receipt of the duly completed Exercise Form together with the requisite remittance:

- (a) Allot and issue the relevant number of new Shares to the relevant Warrant Holder arising from the exercise of Warrants;
- (b) Despatch a notice of allotment to the relevant Warrant Holder stating the number of new Shares that will be credited into relevant Warrant Holder's CDS account by ordinary post; and
- (c) Make an application to Bursa Securities for the listing and quotation of such new Shares.

The new Shares arising from such exercise will be credited into the CDS account of the relevant Warrant Holder and no share certificate will be issued to the relevant Warrant Holder in respect of the said exercise.

All the new Shares to be issued upon the exercise of the Warrants shall, on allotment and issue, rank *pari passu* in all respects with the existing Shares except that they shall not be entitled to any dividends, rights, allotments, and/or other distributions, the record date of which is prior to the relevant allotment date of the said new Shares.

### 5. BOOKS CLOSURE DATE

Warrant Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository shall apply to the Warrants:

- (a) Bursa Depository will not be accepting request for transfer of Warrants for the period commencing from 4.00 pm on Tuesday, 11 December 2018 up to the Expiry Date; and
- (b) Warrant Holders shall qualify for entitlement to subscribe for new Shares only in respect of the following:
  - (i) Warrants transferred into the depositors' CDS account before 4.00 pm on Tuesday, 11 December 2018 in respect of transfers; or
  - (ii) Warrants bought on Bursa Securities on or before 5.00 pm on Friday, 30 November 2018, being the last trading day of the Warrants.

## 6. EXPIRY OF WARRANTS

Warrant Holders should note that:

- (a) If their Exercise Rights are not exercised and the relevant completed and valid Exercise Form together with the remittance are not delivered to the Share Registrar by 5.00 pm on the Expiry Date, their rights will lapse and cease to be valid for any purpose; and
- (b) All unexercised Warrants remaining in the depositor's CDS accounts as at 5.00 pm on the Expiry Date will be debited from the respective depositor's CDS account on Wednesday, 19 December 2018.

## 7. EXEMPTION FOR KHR AND PACS FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER

On 6 November 2013, KHR and PACs obtained approval from the Securities Commission Malaysia to exempt KHR and PACs from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already held by them upon the exercise of the Warrants by KHR and/or PACs ("Exemption"). The Exemption is effective until:

- (a) the full exercise of the 424,632,772 Warrants subscribed by KHR and PACs; or
- (b) the expiry of the Warrants on 18 December 2018; or
- (c) the Exemption is no longer relevant when the collective shareholding of KHR and PACs is more than 50% of the voting shares or voting rights of the Company,

whichever occurs first.

As at the LPD, KHR and PACs collectively hold 1,698,531,090 voting shares and 424,632,772 Warrants in the Company representing approximately 44.11% and 69.98% of the total outstanding voting shares and Warrants in the Company, and have not acquired any voting shares, voting rights or Warrants since the Exemption came into effect on 6 November 2013, other than the 424,632,772 Warrants subscribed by them under the non-renounceable restricted issue of new Warrants in December 2013.

Assuming only KHR and PACs exercise their Warrants in full (but not other remaining Warrant Holders) as at the LPD, then the total voting shares held by KHR and PACs will increase to 2,123,163,862 representing approximately 49.66% in the Company, and a mandatory take-over offer obligation for the remaining voting shares in the Company will not arise from the exercise of the Warrants provided that the Exemption remains in effect.

## 8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors have seen and approved this Notice. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no other facts which if omitted would make the statements in this Notice misleading.

## 9. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Share Registrar at:

Genting Management and Consultancy Services Sdn Bhd  
24<sup>th</sup> Floor, Wisma Genting  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Malaysia

Telephone: +603 2178 2266 / 2333 2266  
Facsimile: +603 2161 5304

Yours faithfully  
For and on behalf of the Board of Directors of  
**GENTING BERHAD**

**Tun Mohammed Hanif bin Omar**  
Deputy Chairman

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**EXERCISE PRICE**

R	M	7	-	9	6
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**NUMBER OF EXERCISED WARRANTS**

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**SOURCE ACCOUNT FOR DEBITING EXERCISED WARRANTS / TARGET ACCOUNT FOR CREDITING EXERCISED SHARES**

CDS Account Number, ADA & Branch Code /Account Number												
			-				-					

Note: Each Form will be limited to 1 CDS Account only

**PAYMENT OF EXERCISE MONEYS**

R	M											-		
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**BANKER’S DRAFT / CASHIERS ORDER / MONEY ORDER / POSTAL ORDER (please delete, as applicable) NUMBER**

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**ISSUING BANK (if applicable)**

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in favour of **“GENT WARRANTS ACCOUNT”** crossed “Account Payee Only” and endorsed on the reverse side with my/our name, address and CDS account number in block letters.

I/We, the undersigned, am/are the Warrant Holder(s) hereby irrevocably elect, upon and subject to the terms and conditions of the Deed Poll to exercise the Exercise Rights.

I/We, the undersigned:

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk (\*) is identical with the information in the records of Bursa Malaysia Depository Sdn. Bhd. (**“Bursa Depository”**) with regard to my/our securities account with Bursa Depository (**“CDS account”**) and further agree and confirm that in the event the aforesaid information differs from the information in Bursa Depository’s records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of Warrants as specified in the table above (**“Exercised Warrants”**) from my/our CDS account in the exercise of my/our rights in accordance with the provisions of the Deed Poll;

- (d) hereby confirm the Exercised Warrants are or have been designated as “free securities” in my/our CDS account(s) in accordance with the Rules and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) hereby irrevocably authorise you to instruct Bursa Depository to credit the Exercised Shares which I/we am/are entitled to receive upon the exercise of my/our Exercise Rights as specified in the table above into my/our CDS account stated above and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;
- (f) hereby confirm that after the submission of this form to the Company, I/we will not trade, transfer or charge the Exercised Warrants, until the exercise is completed by the debiting of the Exercised Warrants from my/our CDS account or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby agree to accept such Exercised Shares allotted subject to the memorandum and articles of association of the Company;
- (h) hereby declare and confirm that I/we have complied with all exchange control and other legal requirements and registration formalities applicable to the exercise of the Exercise Rights; and
- (i) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damages, liabilities, costs or expenses (including legal costs and solicitors’ costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

**Notes:**

1. ADA means Authorised Depository Agent(s).
2. No Warrant Certificate will be issued to the Warrant Holder as a result of any exercise of his Exercise Rights.
3. No Warrant Holder is allowed to instruct crediting of Exercised Shares into a CDS account other than the CDS account from which the Exercised Warrants are to be debited.
4. In exercising the Exercise Rights represented by the above Exercised Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
5. The Exercise Right for any Warrant that is not exercised by 5.00 p.m. on the last day of the Exercise Period will lapse and become null and void.
6. A corporation completing this Exercise Form is required to affix its common seal in accordance with its memorandum and articles of association.
7. All information marked with an asterisk (\*) given above must be the same as the information in the records of Bursa Depository.
8. Joint account holders are not recognised by Bursa Depository. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed to be invalid.
9. A processing fee of RM21.20 (inclusive of 6% Service Tax)# for each Exercise Form shall be paid by the Warrant Holder in the form of a cheque/banker’s draft/cashiers order/money order/postal order in favour of **“Genting Management and Consultancy Services Sdn Bhd”**.
10. Warrant Holder must pay all stamp, issue, registration or other similar taxes or duties arising from the exercise of the relevant Warrants in accordance with any law for the time being in force.

# Cheque No. \_\_\_\_\_

Issuing Bank : \_\_\_\_\_

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2018

**If Warrant Holder is an individual**

\_\_\_\_\_  
Signature of Warrant Holder

**If Warrant Holder is a corporation/society**

The common seal of Warrant Holder     )  
was hereto affixed in the presence of:-    )

\_\_\_\_\_  
Director  
Name:

\_\_\_\_\_  
Director/Secretary/other authorised person(s)  
Name:

**Attention:**

The attention of Warrant Holders is drawn to Part III of the Malaysian Code on Take-overs and Mergers 2010 ("**Code**"), the Practice Note of the Code, the Guidelines on Contents of Applications relating to Take-Over and Mergers and Division 2 of Part VI of the Capital Markets and Services Act 2007, each as amended or replaced from time to time. In particular, a Warrant Holder should note that he will be under an obligation to extend a take-over offer for the remaining Shares of the Company not already held by him and persons acting in concert with him and accordingly should consult the Securities Commission Malaysia if:

- (a) he acquires or holds or controls the exercise of, whether by exercise of the Warrants or otherwise, and whether at one time or different times, Shares which (together with Shares already owned or acquired by him or persons acting in concert with him) carry more than 33% of the voting rights of the Company; or
- (b) he, together with persons acting in concert with him, holds more than 33% but not more than 50% of the voting rights of the Company, and either alone or together with persons acting in concert with him, acquires additional Shares by the exercise of the Warrants or otherwise in any period of 6 months, increasing such percentage of the voting rights by more than 2%.