

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR IN ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only, and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Issuer and the Guarantor making the offer, its management and financial statements. The Issuer and the Guarantor do not intend to make any public offering of securities in the United States.



GOHL Capital Limited

(a company incorporated in the Isle of Man)

announces tender offer in respect of its

U.S.\$1,500,000,000 4.25 per cent. Guaranteed Notes due 2027
(ISIN: XS1551355149; Common Code: 155135514) (the “Notes”, Stock Code: 5352)

unconditionally and irrevocably guaranteed by

Genting Overseas Holdings Limited

(a company incorporated in the Isle of Man)

(the “Guarantor”)

20 April 2026. GOHL Capital Limited (the “**Issuer**”) announces today an invitation to holders of the outstanding Notes (the “**Noteholders**”) to tender for purchase by the Issuer for cash an aggregate principal amount of outstanding Notes of up to a maximum purchase amount to be determined by the Issuer in its sole discretion (the “**Maximum Purchase Amount**”) (the “**Offer**”) on the terms and conditions (including the Financing Condition) contained in a tender offer memorandum dated 20 April 2026 (as may be supplemented or amended from time to time, the “**Tender Offer Memorandum**”) prepared by the Issuer, and is subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are available from the Tender and Information Agent whose contact details are set out below and on the Transaction Website: <https://projects.sodali.com/GOHL>. Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Summary of the Offer

Title of Notes	ISIN / Common Code	Outstanding Principal Amount	Purchase Price ⁽¹⁾⁽²⁾	Maximum Purchase Amount ⁽³⁾
U.S.\$1,500,000,000 4.25 per cent. Guaranteed Notes due 2027	XS1551355149 / 155135514	U.S.\$1,500,000,000	U.S.\$1,000	To be determined at the sole discretion of the Issuer following the pricing of the New Securities, not to exceed the net proceeds from the New Issue

Note:

- (1) Per U.S.\$1,000 in principal amount of the Notes validly tendered and accepted for purchase.
- (2) The Issuer will pay the Purchase Consideration and the Accrued Interest Payment (each as defined herein) in respect of Notes accepted for purchase by it pursuant to the Offer on or around 4 May 2026 (the "**Settlement Date**").
- (3) The Issuer expects to announce the Maximum Purchase Amount as soon as reasonably practicable after the pricing date of the New Issue. The Issuer reserves the right, but is under no obligation, to increase or decrease the Maximum Purchase Amount at any time, subject to compliance with applicable law.

Rationale for the Offer

The Issuer is making the Offer as part of a refinancing exercise. The Offer, together with the concurrent proposed new issue of U.S. dollar denominated securities ("**New Issue**"), is intended to extend the Guarantor and its subsidiaries' (the "**Group**") debt maturity profile.

Financing Condition

The consummation of the Offer is conditional upon the Group obtaining available funds through the New Issue, which funds are sufficient to pay the portion of the Purchase Consideration and Accrued Interest Payment with respect to all validly tendered Notes to be accepted for purchase by the Issuer.

New Securities and Preferential Allocation in the New Securities

Should the Financing Condition be fulfilled and the Offer consummated, it is intended that the Notes purchased by the Issuer pursuant to the Offer will be promptly cancelled following the Settlement Date and will not be reissued or resold.

Noteholders that wish to subscribe for New Securities in addition to tendering Notes for purchase pursuant to the Offer may receive preference in the allocation of such New Securities, subject to the completion of the Offer and the satisfaction or waiver of the Financing Condition as set out in the Tender Offer Memorandum. When considering allocations of New Securities, the Group, among other factors intends to look favourably upon those Noteholders who have, prior to the allocation of the New Securities, indicated their firm intention to the Issuer or the Dealer Managers to tender Notes. Accordingly, if a Noteholder submits a bid for New Securities to one of the Dealer Managers (in its capacity as a joint lead manager for the New Issue) in accordance with the standard new issue procedures of such Dealer Manager, the Group may, in its sole and absolute discretion, accord such Noteholder's bid priority in the allocation of the New Securities ("**Preferential Allocation**"). However, neither the Group nor the Dealer Managers are obligated to allocate New Securities or any particular quantity of New Securities to a Noteholder that has validly tendered or indicated its firm intention to tender Notes in the Offer. In order for the Noteholders to be considered for Preferential Allocation, eligible Noteholders must contact any of the Dealer Managers using the contact details as set out in the Tender Offer Memorandum.

For the avoidance of doubt, in the event that a Noteholder validly tenders Notes pursuant to the Offer, such Tender Instruction will remain valid and binding (subject to the terms and conditions described in the Tender Offer Memorandum), (i) irrespective of whether such Noteholder receives all, part of or none of the allocation of New Securities for which it has separately applied, and (ii) in the event that such Noteholder is ineligible to be offered or to be sold New Securities in accordance with any applicable securities laws and regulations.

The Preferential Allocation of the New Securities is at the Group's sole discretion, and submitting a valid Tender Instruction may not result in Preferential Allocation.

Purchase Price and Accrued Interest Payment

The Issuer will on the Settlement Date pay for Notes validly tendered and accepted by it for purchase pursuant to the Offer, the amount (excluding the Accrued Interest) payable by the Issuer to each Noteholder of the Notes validly tendered and accepted for purchase pursuant to the terms of the Offer in an amount (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 being rounded upwards) in cash equal to the product of (i) the aggregate principal amount of the Notes of such Noteholder validly tendered and accepted for purchase from such Noteholder pursuant to the Offer and (ii) the Purchase Price being U.S.\$1,000 per U.S.\$1,000 in principal amount of the Notes (the "**Purchase Consideration**").

The Issuer will also pay an amount in cash (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 rounded upwards) equal to the interest accrued and unpaid on the Notes validly tendered for purchase by a Noteholder and accepted by the Issuer pursuant to the Offer from (and including) the immediately preceding interest payment date for the Notes up to (but excluding) the Settlement Date, determined at the rate specified in the terms and conditions of the Notes ("**Accrued Interest Payment**").

In the event of any dispute or controversy regarding the Purchase Consideration and/or the Accrued Interest Payment for any Note, the determination of the Issuer shall be conclusive and binding, absent any manifest error.

Maximum Purchase Amount

On the terms and subject to the conditions of the Offer, the Issuer is offering to purchase for cash an aggregate principal amount of the Notes up to the Maximum Purchase Amount. The Issuer will determine, in its sole discretion, the aggregate principal amount of Notes (if any) that it will accept for purchase pursuant to the Offer. The Issuer reserves the right, in its sole discretion, to accept significantly more or significantly less than such amount, or to accept none of such Notes, for purchase pursuant to the Offer, and reference to the Maximum Purchase Amount in this announcement should be construed accordingly.

The Issuer may, in its sole and absolute discretion, reject or pro-rate any Notes tendered or withdraw its invitation to tender for the Notes at any time before any acceptance by it of the Offer.

If the aggregate principal amount of the Notes tendered exceeds the Maximum Purchase Amount, then such tenders will be accepted on a *pro rata* basis so that the aggregate principal amount of the Notes accepted for purchase equals the Maximum Purchase Amount.

Scaling of Tender of Notes

In the circumstances described in the Tender Offer Memorandum in which the Issuer decides to accept valid tenders of the Notes pursuant to the Offer for purchase on a *pro rata* basis, each such valid tender of the Notes will be accepted for purchase pursuant to the Offer as scaled by a factor for the Notes (a “**Scaling Factor**”), equal to (i) the Maximum Purchase Amount, divided by (ii) the aggregate principal amount of the Notes that have been validly tendered, subject to adjustment to allow for the aggregate principal amount of the Notes accepted for purchase, following the rounding of tenders of Notes, to equal an aggregate principal amount up to the Maximum Purchase Amount. In the event of any such scaling, the Issuer will round downward, if necessary, to ensure all purchases of the Notes will be in a minimum principal amount of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. However, the Issuer may elect to accept or reject such tender of the Notes in full if application of scaling will otherwise result in either (i) the Issuer accepting the Notes from any Noteholder in a principal amount of less than U.S.\$200,000 or (ii) the principal amount of the Notes not purchased due to scaling being less than U.S.\$200,000. All Notes not accepted as a result of scaling will be returned to the relevant Noteholder on the Settlement Date and will remain outstanding.

Tender Instructions

In order to participate in the Offer, and be eligible to receive the Purchase Consideration and Accrued Interest Payment, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender and Information Agent via the Clearing Systems by 4.00 p.m. (London time) on 24 April 2026, unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum (the “**Expiration Deadline**”).

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in the Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Tender Instructions will be irrevocable except in the limited circumstances described in “*Amendment and Termination – Revocation Rights.*” of the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of U.S.\$200,000 and in integral multiples of U.S.\$1,000 in excess thereof.

A separate Tender Instruction must be completed on behalf of each beneficial owner of the Notes due to potential proration.

No obligation to accept for purchase Notes tendered

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. Tenders of Notes may be accepted, partially accepted or rejected in the sole discretion of the Issuer for any reason and the Issuer is not under any obligation to Noteholders to furnish any reason or justification for refusing to accept for purchase, in whole or in part, a tender of Notes. For example, tenders of Notes may be rejected if the Offer is terminated, or if any such tender does not in the determination of the Issuer comply with the requirements of a particular jurisdiction or if the Issuer decides not to accept any tender of Notes or for any other reason.

Indicative timetable for the Offer

The following sets out the expected times and dates of the key events relating to the Offer. This is an indicative timetable showing one possible outcome for the timing of the Offer. This timetable is subject to change and dates may be extended or changed by the Issuer and the Guarantor in accordance with the terms

and conditions described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Events

Times and Dates

Commencement of the Offer

Announcement of the Offer to be published on the website of the HKEX and posted on the Transaction Website at <https://projects.sodali.com/GOHL>. Tender Offer Memorandum made available on the Transaction Website via the Tender and Information Agent, and notice of the Offer delivered to the Clearing Systems via the Tender and Information Agent for communication to Direct Participants.

20 April 2026

Announcement of Maximum Purchase Amount

Announcement of the Maximum Purchase Amount to be published on the websites of HKEX, distributed through the relevant Clearing Systems and posted on the Transaction Website.

As soon as practicable after the pricing date of the New Issue

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender and Information Agent in order for Noteholders to be able to participate in the Offer.

4:00 p.m. (London time) on 24 April 2026

Announcement of Expiration Deadline

Announcement of the expiration of the Offer to be published on the websites of HKEX, distributed through the relevant Clearing Systems and posted on the Transaction Website.

As soon as practicable after the Expiration Deadline

Announcement of Results

Announcement of (i) the satisfaction or waiver of the Financing Condition, (ii) whether the Issuer will accept valid tenders of Notes pursuant to the Offer and, if so accepted, (iii) the aggregate principal amount of the Notes validly tendered for purchase and accepted for tender, and any Scaling Factor (if applicable), and (iv) the aggregate principal amount of the Notes that will remain outstanding after the Settlement Date, to be published on the websites of the HKEX, distributed through the relevant Clearing Systems and posted on the Transaction Website.

On or around 30 April 2026

Settlement Date of Offer

Expected settlement date for the Offer.

On or about 4 May 2026

*The above times and dates are subject to the right of the Issuer to extend, re-open, amend, and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum). Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in the Offer by the deadlines set out above. **The deadlines set by any such***

intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines described above.

Announcements

The Issuer intends to announce as soon as reasonably practicable after the Expiration Deadline (i) the satisfaction or waiver of the Financing Condition, (ii) its decision of whether it will accept valid tenders of Notes pursuant to the Offer and, if so accepted, (iii) the aggregate principal amount of the Notes validly tendered and accepted for purchase and any Scaling Factor (if applicable), and (iv) the aggregate principal amount of the Notes that will remain outstanding after the Settlement Date.

Unless stated otherwise, announcements in connection with the Offer will be made by (i) delivery of notices to the Clearing Systems through the Tender and Information Agent for communication to Direct Participants, (ii) publication of a press release on the website of the HKEX, and (iii) the Transaction Website. Copies of all such announcements, press releases and notices can also be obtained from the Tender and Information Agent, the contact details for which are on the last page of the Tender Offer Memorandum. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Noteholders are urged to contact the Tender and Information Agent for the relevant announcements during the course of the Offer. In addition, holders of Notes may contact the Joint Dealer Managers for information using the contact details on the last page of the Tender Offer Memorandum.

Further information

Questions and requests for assistance in connection with the (i) Offer, may be directed to the Joint Dealer Managers, and (ii) delivery of Tender Instructions, may be directed to the Tender and Information Agent, the contact details for each of which are set out below.

JOINT DEALER MANAGERS

Barclays Bank PLC
1 Churchill Place
London E14 5HP
United Kingdom

**Citigroup Global
Markets Singapore
Pte. Ltd.**
8 Marina View
#21-00 Asia Square
Tower 1
Singapore 018960

Deutsche Bank AG, Singapore Branch
One Raffles Quay
#12-00 South Tower
Singapore 048583

**J.P. Morgan Securities
Asia Pte. Ltd.**
88 Market Street
26th Floor CapitaSpring
Singapore 048948

TENDER AND INFORMATION AGENT

Sodali & Co Ltd.

In Hong Kong:
1401, 14/F
90 Connaught Road Central
Sheung Wan
Hong Kong

In London:
The Leadenhall Building
122 Leadenhall Street
London EC3V 4AB
United Kingdom

Telephone: +852 2319 4130

Telephone: +44 20 4513 6933

Email: GOHL@investor.sodali.com

Transaction Website: <https://projects.sodali.com/GOHL>

Should you have any questions regarding the procedures for participating in the Offer, please contact the Tender and Information Agent at the contact details above.

Any questions concerning the terms of the Offer may be directed to the Joint Dealer Managers.

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes in the Offer.

None of the Issuer, the Guarantor, the Joint Dealer Managers or the Tender and Information Agent, or any person who controls, or is a director, officer, employee, agent, representative, adviser or affiliate of, any such person, makes any recommendation whether Noteholders should tender Notes in the Offer. This announcement is for information purposes only and is not an offer to purchase and does not constitute an invitation or solicitation to sell any securities. The distribution of this announcement and the Tender Offer Memorandum do not constitute an offer to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or Offer or for there to be such participation under applicable laws. The distribution of this announcement and the distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required to inform themselves about and to observe any such restrictions. Please refer to “*Offer and Distribution Restrictions*” in the Tender Offer Memorandum for further details.

By Order of the Board
GOHL Capital Limited
Tan Kong Han
Director

20 April 2026

As at the date of this announcement, the Directors of GOHL Capital Limited are Tan Kong Han, Wong Yee Fun, Mark Jonathan Lewin, Sharon Ann Cain and Colette Kerruish (Alternate Director to Mark Jonathan Lewin and Sharon Ann Cain)

As at the date of this announcement, the Directors of Genting Overseas Holdings Limited are Lim Kok Thay, Lim Keong Hui, Mark Jonathan Lewin, Sharon Ann Cain, Tan Kong Han (Alternate Director to Lim Kok Thay), Wong Yee Fun (Alternate Director to Lim Keong Hui) and Colette Kerruish (Alternate Director to Mark Jonathan Lewin and Sharon Ann Cain)