

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



Genting Hong Kong Limited
(Continued into Bermuda with limited liability)
(Stock Code: 678)

TERMINATION OF A CONTINUING CONNECTED TRANSACTION

Background

Reference is made to the announcement of Genting Hong Kong Limited (the “**Company**”) dated 16 April 2012 in relation to the hotel management agreement dated 16 April 2012 (the “**Hotel Management Agreement**”) between Star Cruises China Holdings Limited (“**Star Cruises**”) and 3rd Valley (Zhang Jia Kou) Resort Corporation (“**3rd Valley**”) whereby Star Cruises agreed to provide management services to 3rd Valley in respect of Genting Grand Hotel located at Chongli County, Zhangjiakou City, Hebei Province, the People’s Republic of China. Star Cruises has subsequently assigned all its rights and obligations under the Hotel Management Agreement to Guangzhou Liyunhui Consulting and Management Services Limited (“**GZL**”), both Star Cruises and GZL are indirect wholly-owned subsidiaries of the Company.

Termination of the Hotel Management Agreement

As the Company intends to reallocate resources of the Company and its subsidiaries (the “**Group**”) to concentrate on other projects such as the construction of two luxury passenger cruise vessels which (as announced in the Company’s announcements dated 7 October 2013 and 10 February 2014) are expected to be delivered in late 2016 and 2017 respectively, GZL and 3rd Valley mutually agreed to terminate the Hotel Management Agreement by entering into a termination agreement on 13 March 2015 (the “**Termination Agreement**”). The Termination Agreement takes effect from 13 March 2015 (the “**Termination**”). Apart from payment of outstanding sums under the Hotel Management Agreement by 3rd Valley to GZL, none of the parties has to pay to the other party any penalty and/or compensation under the Termination Agreement.

The board of the directors of the Company (the “**Board**”) (including the Independent Non-executive Directors) is of the view that the terms of the Termination Agreement were arrived at after arm’s length negotiations, the Termination Agreement was entered into in the ordinary and usual course of business of the Group, and in the interests of the Company and its shareholders as a whole. The Termination will not cause any material adverse impact on the existing business, operation or financial condition of the Group.

Save and except for Tan Sri Lim Kok Thay and Mr. Lim Keong Hui, no Director has material interests in the transaction contemplated under the Termination Agreement. Tan Sri Lim Kok Thay and Mr. Lim Keong Hui have abstained from voting on the Board resolutions for approving the Termination Agreement.

Implications under the Listing Rules

Since the continuing connected transaction contemplated under the Hotel Management Agreement was terminated, the Company issued this announcement pursuant to the requirement under the Note to Rule 14A.35 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By Order of the Board
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 13 March 2015

As at the date of this announcement, the Board comprises two Executive Directors, namely Tan Sri Lim Kok Thay and Mr. Lim Keong Hui, two Independent Non-executive Directors, namely Mr. Alan Howard Smith and Mr. Lam Wai Hon, Ambrose and one Non-executive Director, namely Mr. Justin Tan Wah Joo.