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

GENERAL DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the Facility Agreement entered into on 14 July 2016 by the Company, as the borrower, which contains a specific performance obligation on the Lim Family.

BACKGROUND

The Facility Agreement has been entered into by the Company, as the borrower, on 14 July 2016 for the purpose of refinancing a secured term loan and revolving credit facility in respect of six (6) vessels of the Group and for general corporate purposes of the Group. Pursuant to Rule 13.18 of the Listing Rules, the Company discloses the following information in connection with the Facility Agreement which contains a specific performance obligation on the Lim Family.

FACILITIES

(1) General

On 14 July 2016, (1) the Company as the borrower entered into the Facility Agreement with, inter alios, (2) Credit Agricole Asia Shipfinance Limited as the agent and security agent; (3) Crédit Agricole Corporate and Investment Bank, DNB Asia Ltd, Malayan Banking Berhad, RHB Bank Berhad and BNP Paribas as mandated lead arrangers; and (4) Crédit Agricole Corporate and Investment Bank, DNB Asia Ltd, Malayan Banking Berhad, RHB Bank (L) Ltd., BNP Paribas, Oversea-Chinese Banking Corporation Limited, E.SUN Commercial Bank, Ltd., Singapore Branch and Hua Nan Commercial Bank, Ltd., Singapore Branch as original lenders, for the purpose of refinancing a secured term loan and revolving credit facility in respect of six (6) vessels of the Group and for general corporate purposes of the Group.

The Facilities comprise the Term Loan Facility and the Revolving Credit Facility in an aggregate amount of up to USD Five Hundred Million (US\$500,000,000). The final maturity date of all outstanding amounts under the Facilities will be the date falling seventy-two (72) months after the First Utilisation.

(2) Specific Performance Obligation imposed on the Lim Family

The Facility Agreement contains a specific performance obligation imposed on the Lim Family. The Lim Family is required, together or individually, directly or indirectly, to hold the largest percentage of the issued share capital of, and equity interest in, the Company. The Lim Family's holding shall include any interest which the Lim Family, together or individually, is deemed to hold in accordance with Part XV of the SFO (Disclosure of Interests) and in addition, any interest in the Company held by GENT, GENM and their respective Affiliates.

(3) Impact of non-compliance with the Specific Performance Obligation imposed on the Lim Family

If there is a non-compliance with the specific performance obligation imposed on the Lim Family set out in the above section ("Specific Performance Obligation"), it will constitute a mandatory prepayment event unless the Company has attained a prior agreement with the lenders pursuant to the provisions of the Facility Agreement to continue the Facilities notwithstanding the non-compliance with the Specific Performance Obligation.

If such mandatory prepayment event occurs at any time before the First Utilisation, the agent for the Facilities may, and shall if so directed by the Majority Lenders cancel the total commitments of the lenders under the Facility Agreement.

If such mandatory prepayment event occurs after First Utilisation, the agent for the Facilities may, and shall if so directed by the Majority Lenders, (i) cancel all the remaining commitments of the lenders under the Facility Agreement and (ii) declare all or part of the loan outstanding under the Facilities be payable on demand.

If the loan (or part of it) is declared to be payable on demand by the agent for the Facilities, the relevant prepayment shall be made on demand by the agent on the instructions of the Majority Lenders. If the prepayment is not so made, an event of default will occur and the agent for the Facilities may, and shall if so directed by the Majority Lenders, exercise or direct the exercise of any and all rights and remedies under the Facility Agreement and related finance documents.

The occurrence of the aforesaid events may trigger default provisions under other loan facilities of the Group, whereupon the relevant lenders could demand immediate repayment of all sums outstanding under such other loan facilities.

GENERAL

As at the date of this announcement and for the purpose of the Specific Performance Obligation, the Lim Family, together or individually, directly or indirectly, holds approximately 75.55% of the issued share capital of the Company, the largest percentage holding of the issued share capital of the Company.

This announcement is made pursuant to Rule 13.18 of the Listing Rules. In accordance with the requirements pursuant to Rule 13.21 of the Listing Rules, disclosure will be included in the interim and annual reports of the Company for so long as the Specific Performance Obligation imposed on the Lim Family under the Facility Agreement continues to exist.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context indicates otherwise:-

“Affiliates”	in relation to any person, a subsidiary of that person or a holding company of that person or any other subsidiary of that holding company
“Company”	Genting Hong Kong Limited, an exempted company continued into Bermuda with limited liability, having its shares primary listed on the Main Board of the Stock Exchange and secondary listed on the Main Board of the Singapore Exchange Securities Trading Limited
“Facilities”	the Term Loan Facility and the Revolving Credit Facility under the Facility Agreement
“Facility Agreement”	the Facility Agreement dated 14 July 2016 entered into by and between, inter alios, (1) the Company as the borrower; (2) Credit Agricole Asia Shipfinance Limited as the agent and security agent; (3) Crédit Agricole Corporate and Investment Bank, DNB Asia Ltd, Malayan Banking Berhad, RHB Bank Berhad and BNP Paribas as mandated lead arrangers; and (4) Crédit Agricole Corporate and Investment Bank, DNB Asia Ltd, Malayan Banking Berhad, RHB Bank (L) Ltd., BNP Paribas, Oversea-Chinese Banking Corporation Limited, E.SUN Commercial Bank, Ltd., Singapore Branch and Hua Nan Commercial Bank, Ltd., Singapore Branch as original lenders, in relation to the Facilities

“First Utilisation”	the first utilisation of the Facilities by the Company under the Facility Agreement
“GENM”	Genting Malaysia Berhad, a company incorporated in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad in which GENT holds approximately 49.32% equity interest, and is a substantial shareholder of the Company, holding approximately 16.87% interest in the Company’s issued share capital as at the date of this announcement
“GENT”	Genting Berhad, a company incorporated in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad, which is a substantial shareholder of the Company, holding an attributable interest of 17.11% in the issued share capital of the Company as at the date of this announcement
“Group”	the Company and its subsidiaries
“Lim Family”	Tan Sri Lim Kok Thay, his spouse, his direct lineal descendants, the personal estate of any of the above persons and any trust created for the benefit of one or more of the aforesaid persons and their respective estates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Majority Lenders”	at least 2 or more lenders whose commitments aggregate more than 66% of the total commitments of the lenders under the Facility Agreement
“Revolving Credit Facility”	the secured revolving credit facility granted under the Facility Agreement in the maximum amount of US\$200,000,000 or the amount thereof for the time being advanced and outstanding under the Facility Agreement
“Term Loan Facility”	the secured term loan facility granted under the Facility Agreement in the maximum amount of US\$300,000,000 or the amount thereof for the time being advanced and outstanding under the Facility Agreement
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“US\$” or “USD” US dollars, the lawful currency of the United States of America

By Order of the Board
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 14 July 2016

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