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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Genting Hong Kong Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# **GENTING**

## **HONG KONG**

### **Genting Hong Kong Limited**

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

## **CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSALS FOR**

### **1. RE-ELECTION OF DIRECTORS; AND**

### **2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**

## **NOTICE OF ANNUAL GENERAL MEETING**

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The notice of the Twenty-first Annual General Meeting of Genting Hong Kong Limited to be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Tuesday, 2 June 2015 at 3:30 p.m. (Hong Kong time) is set out in this circular. The form of proxy enclosed with this circular, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR, or at the office of the Company's transfer agent in Singapore, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, or at Genting Hong Kong Limited, c/o Genting Management & Consultancy Services Sdn Bhd, 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof and in default, the form of proxy shall not be treated as valid.

28 April 2015

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions bear the following meanings:*

|                           |   |
|---------------------------|---|
| “Annual General Meeting”  | the twenty-first annual general meeting of the Company to be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Tuesday, 2 June 2015 at 3:30 p.m. (Hong Kong time)   |
| “Board”                   | the board of Directors  |
| “Bye-laws”                | the bye-laws of the Company as amended from time to time  |
| “Company”                 | Genting Hong Kong Limited, an exempted company continued into Bermuda with limited liability and 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 |
| “Director(s)”             | the director(s) of the Company  |
| “Group”                   | the Company and its subsidiaries  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong SAR   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Latest Practicable Date” | 22 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Notice”                  | the notice dated 28 April 2015 for convening the Annual General Meeting as set out on pages 14 to 18 of this circular   |
| “Repurchase Mandate”      | the proposed general mandate to be granted to the Directors to repurchase Shares of up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate                                   |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)   |

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## DEFINITIONS

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|-----------------------|---|
| “Share Issue Mandate” | the proposed general mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares of up to a maximum of 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate |
| “Share(s)”            | ordinary share(s), currently with par value of US\$0.10 each in the share capital of the Company  |
| “Shareholders”        | holder(s) of Share(s)   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”      | the Hong Kong Code on Takeovers and Mergers   |
| “US\$”                | United States dollars, the lawful currency of the United States of America  |

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## LETTER FROM THE BOARD

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# GENTING HONG KONG

## Genting Hong Kong Limited

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

*Board of Directors:*

*Executive Directors:*

Tan Sri Lim Kok Thay

*(Chairman and Chief Executive Officer)*

Mr. Lim Keong Hui

*(Executive Director — Chairman's Office and  
Chief Information Officer)*

*Independent Non-executive Directors:*

Mr. Alan Howard Smith

*(Deputy Chairman)*

Mr. Lam Wai Hon, Ambrose

Mr. Justin Tan Wah Joo

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Corporate Headquarters and  
principal place of business  
in Hong Kong:*

Suite 1501

Ocean Centre

5 Canton Road

Tsimshatsui

Kowloon

Hong Kong SAR

28 April 2015

*To the Shareholders,*

Dear Sir or Madam,

### PROPOSALS FOR RE-ELECTION OF DIRECTORS

### AND

### GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

#### INTRODUCTION

The purpose of this circular is to provide you with the information on the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Directors; (ii) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; and (iii) the extension of the Share Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Ordinary resolutions as set out under item 4 in the Notice will be proposed at the Annual General Meeting to re-elect Directors. In accordance with Bye-law 99 of the Bye-laws, Mr. Alan Howard Smith (who has served on the Board for more than nine years) and Mr. Lim Keong Hui will retire by rotation at the Annual General Meeting, whereas Mr. Justin Tan Wah Joo who was appointed by the Board as additional Director will, in accordance with Bye-law 102(B) of the Bye-laws, hold office until the Annual General Meeting, and each of them will then be eligible for re-election at such meeting.

The retiring Directors, being eligible, will offer themselves for re-election and they will be elected individually. Subject to the approval of their re-election by the Shareholders at the Annual General Meeting, Mr. Alan Howard Smith (Independent Non-executive Director of the Company) and Mr. Justin Tan Wah Joo (who, as announced by the Company on 22 April 2015, has been re-designated as an Independent Non-executive Director of the Company on the same day) will continue to act as Independent Non-executive Directors of the Company. The Board, through the Nomination Committee, has assessed the independence of Mr. Smith and considered that he remains to be independent as he is independent from management and any major shareholder group of the Company and is free from any business or other relationship which might interfere with the exercise of his independent judgment and he has satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board, through the Nomination Committee, has also assessed the independence of Mr. Justin Tan Wah Joo and considered that Mr. Tan, notwithstanding his minor interest as a shareholder of the Company and a shareholder/warrant holder/bondholder of certain core connected persons of the Company (namely, Genting Berhad (“GENT”), Genting Malaysia Berhad (“GENM”) and Genting Singapore PLC (“GENS”)) and his role as a Non-executive Director of the Company from 22 August 2014 to 21 April 2015, remains to be independent as he is independent from management and any major shareholder group of the Company and is free from any business or other relationship which might interfere with the exercise of his independent judgment and is regarded as having satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules.

The biographical details of each of the retiring Directors are set out in Appendix I to this circular.

### GENERAL MANDATES TO DIRECTORS TO REPURCHASE SHARES AND TO ISSUE SHARES

At the twentieth annual general meeting of the Company held on 5 June 2014, the Directors were given a general mandate to exercise the powers of the Company to repurchase Shares and a general mandate to issue new Shares in the capital of the Company. Such mandates will lapse at the conclusion of the Annual General Meeting. The Directors therefore propose to seek your approval of the ordinary resolutions to be proposed at the Annual General Meeting to give new general mandates to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares in the capital of the Company.

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## LETTER FROM THE BOARD

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Resolution No. 7(B) as set out in the Notice will be proposed at the Annual General Meeting as an ordinary resolution to grant to the Directors the Repurchase Mandate. An explanatory statement, as required by the Listing Rules, is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable you as Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate to the Directors at the Annual General Meeting.

Resolutions Nos. 7(A) and 7(C) as set out in the Notice will also be proposed at the Annual General Meeting as ordinary resolutions to grant to the Directors the Share Issue Mandate and as extended by adding the number of any Shares repurchased by the Company under the Repurchase Mandate.

### GENERAL INFORMATION

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form or other instrument of proxy and return it to the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR, or at the office of the Company's transfer agent in Singapore, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, or at Genting Hong Kong Limited, c/o Genting Management & Consultancy Services Sdn Bhd, 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form or other instrument of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should they so wish.

The Company would like to inform Shareholders that the Listing Rules require any vote of Shareholders at a general meeting be taken by poll and the Chairman of the Annual General Meeting will, pursuant to Bye-law 70 of the Bye-laws, demand a poll vote on all the resolutions to be proposed at the Annual General Meeting accordingly.

### RECOMMENDATION

The Board is pleased to recommend the retiring Directors for re-election as set out in Appendix I for Shareholders' consideration. Subject to the approval of their re-election by the Shareholders at the Annual General Meeting, Mr. Alan Howard Smith (who has served on the Board for more than nine years) and Mr. Justin Tan Wah Joo will continue to act as Independent Non-executive Directors of the Company. The Board, through the Nomination Committee, has assessed the independence of Mr. Smith and Mr. Tan and, taking into account the factors set out in the section headed "Re-election of Directors" above, considered that each of them remains to be independent. The Board, through the Nomination Committee, has also considered and is of the view that each of the retiring Directors has contributed and will continue to contribute their valuable knowledge, skills and experience requisite for the business of the Company and it will be in the interest of the Company and the Shareholders as a whole for each of the retiring Directors to be re-elected.

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## LETTER FROM THE BOARD

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The Board also considers that the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors and the extension of the Share Issue Mandate by the number of Shares repurchased under the Repurchase Mandate would be in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully

On behalf of the Board of

**Genting Hong Kong Limited**

**Tan Sri Lim Kok Thay**

*Chairman and Chief Executive Officer*



The biographical details of each of the retiring Directors are set out below for Shareholders' information.

**Mr. Alan Howard Smith**

**Deputy Chairman and Independent Non-executive Director**

*Mr. Alan Howard Smith*, aged 71, has been an Independent Non-executive Director of the Company since August 2000 and is the Chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee of the Company. Mr. Smith was the Vice Chairman, Pacific Region, of Credit Suisse First Boston ("CSFB"), a leading global investment bank from 1997 until he retired in December 2001. Prior to joining CSFB, he was Chief Executive of the Jardine Fleming Group from 1983 to 1994 and was Chairman of the Jardine Fleming Group from 1994 to 1996. Mr. Smith has over 27 years of investment banking experience in Asia. He was elected a council member of the Stock Exchange on two occasions. He was a member of the Hong Kong Special Administrative Region Government's Economic Advisory Committee, and was for 10 years a member of the Hong Kong Government's Standing Committee on Company Law Reform.

Mr. Smith graduated with an LL.B. (Honours) degree from Bristol University, England in 1964, and was admitted as a solicitor in England in 1967 and in Hong Kong in 1970. Mr. Smith is also a director of Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) and Wheelock and Company Limited, which are listed on the Stock Exchange; and Noble Group Limited, which is listed on the Singapore Exchange Securities Trading Limited.

During the last three years, Mr. Smith had also served as a director of several other Hong Kong and overseas listed companies. He was a director of Crown International Corporation Limited (formerly known as VXL Capital Limited), which is listed on the Stock Exchange, during the period from April 2004 to May 2014; and Global Investment House (K.S.C.C.), which was listed on the Kuwait Stock Exchange and is listed on the Bahrain and London Stock Exchanges as well as the Dubai Financial Market, during the period from September 2007 to September 2012. Mr. Smith also acts as a director of IP All Seasons Asian Credit Fund (formerly known as Asian Credit Hedge Fund Ltd.), which had been listed on the Irish Stock Exchange but was voluntarily delisted in July 2012.

Mr. Smith has entered into a formal letter of appointment with the Company in respect of his appointment as an Independent Non-executive Director, pursuant to which his term of office is fixed for a term of not more than approximately two years expiring at the conclusion of the annual general meeting of the Company held in the second year following the year of his last re-election by Shareholders, subject to the requirements for retirement by rotation at an annual general meeting in accordance with the Bye-laws.

For the year ended 31 December 2014, Mr. Smith will be entitled to a Director's fee of US\$70,000 (comprising a base fee of US\$50,000, a further fee of US\$4,000 for attending each Audit Committee meeting, Remuneration Committee meeting and Nomination Committee meeting and a further fee of US\$2,000 for chairing the Remuneration Committee meeting and the Nomination Committee meeting during year 2014 in his capacity as Chairman of the said Committees, as recommended by the Remuneration Committee for each Independent Non-executive Director and each

member and the Chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee, where applicable), subject to Shareholders' approval at the Annual General Meeting. The Director's fee is recommended by the Remuneration Committee with reference to the Group's remuneration policy which takes into account, inter alia, his duties and responsibilities, time commitment and director's fees paid by other comparable companies.

As at the Latest Practicable Date, Mr. Smith did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Smith has not held any directorship in other listed public companies in the last three years nor does he have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Smith was a director of the Jardine Fleming Group from 1975 to 1996. During that time, in 1984, the Monetary Authority of Singapore withdrew the approval for a subsidiary, Jardine Fleming (Singapore) Pte Ltd, to operate as a merchant bank and, in 1996, the Securities and Futures Commission ("SFC") of Hong Kong issued a public reprimand to a subsidiary, Jardine Fleming Investment Management Ltd, for breaches of the SFC Code of Conduct. Mr. Smith was not personally reprimanded. Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

#### **Mr. Lim Keong Hui**

##### **Executive Director — Chairman's Office and Chief Information Officer**

*Mr. Lim Keong Hui*, aged 30, was appointed an Executive Director of the Company in June 2013. He is currently the Executive Director — Chairman's Office and Chief Information Officer of the Company and has served the Company for more than six years. He was the Senior Vice President — Business Development of the Company prior to his redesignation as the Executive Director — Chairman's Office following his appointment as an Executive Director of the Company. Mr. Lim has taken up additional role of Chief Information Officer of the Company since 1 December 2014. Mr. Lim is also a Non-Independent Executive Director, the Executive Director — Chairman's Office and Chief Information Officer of GENT, and a Non-Independent Executive Director and Chief Information Officer of GENM and Genting Plantations Berhad ("GENP"), all of which are listed on the Main Market of Bursa Malaysia Securities Berhad. GENP is a subsidiary of GENT which in turn holds 49.30% equity interest in GENM. Mr. Lim is also a director of Kien Huat Realty Sdn. Berhad ("KHR") and Kien Huat International Limited ("KHI"). GENT, GENM, KHR and KHI are substantial shareholders of the Company. GENT is an investment holding and management company and is principally involved, through its subsidiaries, in leisure and hospitality, gaming and entertainment businesses, development and operation of integrated resort, plantation, the generation and supply of electric power, property development and management, tours and travel related services, investments, genomics research and development and oil and gas exploration and development activities.

Prior to joining the Company, Mr. Lim had embarked on an investment banking career with The Hongkong and Shanghai Banking Corporation Limited. He holds a Master's Degree in International Marketing Management from Regents Business School London and a Bachelor of Science (Honours) Degree in Computer Science from the Queen Mary and Westfield College, University of London. Mr. Lim is a son of Tan Sri Lim Kok Thay (the Chairman, an Executive Director and the Chief Executive Officer, and a substantial shareholder of the Company). He is also a member of the Board of Trustees of Yayasan Lim Goh Tong, a family foundation set up for charitable purposes.

Please also refer to the section headed "Interests of Substantial Shareholders" in the annual report of the Company for the year ended 31 December 2014 for detailed information on Mr. Lim's relationships with substantial shareholders of the Company.

Mr. Lim has entered into a formal letter of appointment with the Company in respect of his appointment as an Executive Director, pursuant to which his term of office is subject to the requirements for retirement by rotation at least once every three years at an annual general meeting of the Company in accordance with the Bye-laws and applicable rules and regulations.

For the year ended 31 December 2014, Mr. Lim will be entitled to a Director's fee of US\$50,000, as recommended by the Remuneration Committee for each Executive Director, subject to Shareholders' approval at the Annual General Meeting. The Director's fee is recommended by the Remuneration Committee with reference to the Group's remuneration policy which takes into account, inter alia, his duties and responsibilities, time commitment and director's fees paid by other comparable companies.

As at the Latest Practicable Date, Mr. Lim was interested in 5,456,942,124 Shares (by means of deemed interests) within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lim has not held any directorship in other listed public companies in the last three years nor does he have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Justin Tan Wah Joo**  
**Independent Non-executive Director**

*Mr. Justin Tan Wah Joo*, aged 65, was first appointed a Non-executive Director of the Company in August 2014 and was subsequently re-designated as an Independent Non-executive Director and appointed as a member and the Chairman of the Audit Committee of the Company with effect from 22 April 2015. He has extensive experience in corporate finance and management especially in leisure and hospitality business. He had also served on the boards of a number of listed and public companies. Mr. Tan had been a Non-Executive Director of GENS from November 1991 to October 2000 and was appointed as its Managing Director from November 2000 to February 2010. Mr. Tan was previously

a Non-Independent Non-Executive Director of GENM from September 2005 to December 2005 (prior to that, he held the position of Executive Director from April 1999 up to August 2005). GENS is a public company listed on the Main Board of the Singapore Exchange Securities Trading Limited since December 2005 (GENS had also been listed on the Luxembourg Stock Exchange from April 1990 until March 2007 following its application for de-listing). GENM is a public company listed on the Main Market of Bursa Malaysia Securities Berhad since December 1989. GENS and GENM are subsidiaries of GENT; and GENT and GENM are substantial shareholders of the Company. Mr. Tan was also a director of Genting UK Plc from October 2006 to May 2010. He was the President of Resorts World Inc Pte. Ltd. from February 2010 until he retired in April 2013.

Mr. Tan was awarded with a Bachelor of Economics (Honours) degree from the University of Malaya in 1973 and is a Fellow of the Australian Society of Certified Practising Accountants and an Associate Member of the Chartered Institute of Management Accountants, United Kingdom.

Mr. Tan has entered into a formal letter of appointment with the Company in respect of his appointment as Independent Non-executive Director, pursuant to which (i) his initial term of office will last until the conclusion of the Annual General Meeting whereupon he will be eligible for re-election; and (ii) his subsequent term of office will be fixed for a term of not more than approximately two years expiring at the conclusion of the annual general meeting of the Company held in the second year following the year of his last re-election by Shareholders, subject to the requirements for retirement by rotation at an annual general meeting in accordance with the Bye-laws and applicable rules and regulations.

For the year ended 31 December 2014, Mr. Tan will be entitled to a Director's fee of US\$18,082 as recommended by the Remuneration Committee for Non-executive Director in proportion to his period of service as a Non-executive Director during the year, subject to Shareholders' approval at the Annual General Meeting. The Director's fee is recommended by the Remuneration Committee with reference to the Group's remuneration policy which takes into account, inter alia, his duties and responsibilities, time commitment and director's fees paid by other comparable companies.

As at the Latest Practicable Date, Mr. Tan was interested in 968,697 Shares within the meaning of Part XV of the SFO, which shares were jointly held with his wife.

Save as disclosed above, Mr. Tan has not held any directorship in other listed public companies in the last three years and apart from owning less than a 1 per cent. interest by way of shares, warrants or bonds in each of GENT, GENM and GENS, he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

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## **APPENDIX II      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement given to the Shareholders, as required under the Listing Rules in connection with the proposed Repurchase Mandate.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,036,693,743 Shares.

Subject to the passing of Resolution No. 7(B) as set out in the Notice as an ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 803,669,374 Shares representing not more than 10% of the number of issued shares of the Company as at the Latest Practicable Date.

### **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

### **FUNDING FOR REPURCHASES**

The Directors propose that the repurchase of Shares under the Repurchase Mandate will be financed by the Company's internal resources and/or available banking facilities. In repurchasing the Shares, the Company may only apply funds legally available for such purchase in accordance with its Memorandum of Continuance and Bye-laws, the Listing Rules and the laws of Bermuda. Further, the Companies Act 1981 of Bermuda (as amended) provides that a company may not repurchase its shares if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2014 contained in the 2014 annual report of the Company in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company or its subsidiaries (within the meaning under Section 15 of Division 4 of Part 1 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules and the laws of Bermuda.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could, depending on the level of increase in the Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Tan Sri Lim Kok Thay, an Executive Director, the Chairman and Chief Executive Officer, and a substantial shareholder of the Company, together with parties presumed to be acting in concert with him under the Takeovers Code ("Tan Sri Lim Concert Group") beneficially held 6,408,512,493 Shares, representing approximately 79.74% of the issued share capital of the Company. To the best of the knowledge of the Company, no other person, together with any of his or its close associates, was beneficially interested in Shares representing 10% or more of the entire issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, then (if the present Shareholders' interests in Shares remain the same) the attributable aggregate shareholding of the Tan Sri Lim Concert Group in the Company would be increased to approximately 88.6% of the issued share capital of the Company. Such increase will not give rise to an obligation on any member of the Tan Sri Lim Concert Group to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that the Repurchase Mandate is implemented in full, the number of Shares held by the public would not fall below the minimum threshold for public float of the Company of 10%.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases of Shares pursuant to the Repurchase Mandate.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event the Repurchase Mandate is approved by the Shareholders.

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**APPENDIX II      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months and the period up to the Latest Practicable Date were as follows:

|  | <b>Shares</b>  |               |
|--|----------------|---------------|
|  | <b>Highest</b> | <b>Lowest</b> |
|  | <i>HK\$</i>    | <i>HK\$</i>   |
| April 2014                                     | 3.09           | 2.97          |
| May 2014                                       | 3.15           | 2.94          |
| June 2014                                      | 3.14           | 2.92          |
| July 2014                                      | 4.22           | 2.83          |
| August 2014                                    | 3.19           | 2.88          |
| September 2014                                 | 3.37           | 2.80          |
| October 2014                                   | 3.18           | 2.64          |
| November 2014                                  | 2.95           | 2.65          |
| December 2014                                  | 2.81           | 2.22          |
| January 2015                                   | 2.89           | 2.54          |
| February 2015                                  | 2.90           | 2.65          |
| March 2015                                     | 2.95           | 2.67          |
| 1 April 2015 up to the Latest Practicable Date | 2.94           | 2.73          |

**SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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# GENTING

## HONG KONG

### Genting Hong Kong Limited

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-first Annual General Meeting of Genting Hong Kong Limited (the “Company”) will be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Tuesday, 2 June 2015 at 3:30 p.m. (Hong Kong time) (the “AGM”) for the purpose of transacting the following business:

As ordinary business:

1. to receive and adopt the audited financial statements for the year ended 31 December 2014 and the Directors’ and Auditor’s Reports thereon;
2. to declare a final dividend of US\$0.01 per ordinary share of par value of US\$0.10 each in the issued share capital of the Company for the year ended 31 December 2014 payable to the shareholders whose names appear on the registers of members of the Company as at the close of business on 19 June 2015;
3. to approve Directors’ fee of US\$316,082 (in aggregate) for the year ended 31 December 2014;
4. to re-elect the following Directors:
  - (i) Mr. Alan Howard Smith
  - (ii) Mr. Lim Keong Hui
  - (iii) Mr. Justin Tan Wah Joo
5. to re-appoint Messrs PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix the Auditor’s remuneration;

As special business:

6. to fix the maximum number of Directors at 12;



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## NOTICE OF ANNUAL GENERAL MEETING

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7. to consider, and if thought fit, pass the following resolutions as ordinary resolutions of the Company with or without amendments:

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of any rights of subscription or conversion under the terms of any existing warrants, options, bonds, notes, debentures, and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
  - (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement or rights to acquire shares of the Company; or
  - (iv) an issue of shares pursuant to any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an offer of options, warrants or other securities of the Company giving rights to subscribe for shares, open for acceptance for a period fixed by the Directors of the Company to the holders of shares of the Company whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations, or the expense and delay in determining the extent of any restrictions or obligations, under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever applicable to the Company).”;

(B) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares may be listed or traded and recognised or permitted by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors of the Company;
- (c) the aggregate number of shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”;

(C) “**THAT** conditional upon the passing of Resolutions Nos. 7(A) and 7(B) set out in the notice convening this meeting, the general mandate granted under Resolution No. 7(A) be and is hereby extended by adding the aggregate number of shares repurchased by the Company pursuant to Resolution No. 7(B) to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company under Resolution No. 7(A).”; and

8. to transact any other ordinary business of the Company.

By Order of the Board  
**Louisa Tam Suet Lin**  
*Company Secretary*

Hong Kong, 28 April 2015

### Notes:

1. A shareholder entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder 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. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. 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.
5. If no name is inserted in the space for the name of your proxy on the form of proxy, the chairman of this meeting will act as your proxy.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. The form of proxy, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR, or the office of the Company's transfer agent in Singapore, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, or at Genting Hong Kong Limited, c/o Genting Management & Consultancy Services Sdn Bhd, 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at this meeting (or any adjourned meeting thereof) should they so wish.
7. With respect to Resolution No. 7(A), approval is being sought from shareholders for a general mandate to issue shares to be given to the Directors.
8. With respect to Resolution No. 7(B), approval is being sought from shareholders for a general mandate to repurchase shares to be given to the Directors.
9. With respect to Resolution No. 7(C), approval is being sought from shareholders for an extension of the general mandate to be granted to the Directors pursuant to Resolution No. 7(A) to allot shares by adding to it the number of shares repurchased by the Company under the authority granted to the Directors pursuant to Resolution No. 7(B).
10. In accordance with the Rules Governing the Listing of Securities on the Stock Exchange, an explanatory statement setting out the terms and conditions upon which the powers to be granted under Resolution No. 7(B) will be exercised accompanies this notice.

### **Notice of Book Close Period, Record Date and Dividend Payment Date**

The Registers of Members of the Company (both the Principal Register in Bermuda and Hong Kong Branch Register) will be closed from the close of business on 19 June 2015 to 23 June 2015, during which period no transfer of shares will be registered, for determining the entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, shareholders of the Company are reminded to ensure that all share transfer documents accompanied by the relevant share certificates must be (i) lodged for registration with the Bermuda Principal Registrar, MUFG Fund Services (Bermuda) Limited c/o RBC Corporate Services Hong Kong Limited at 51/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong SAR; and Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR, by no later than 4:30 p.m. on 19 June 2015 (Hong Kong time); or (ii) lodged for registration with the Company's transfer agent in Singapore, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 by no later than 5:00 p.m. on 19 June 2015 (Singapore time).

Subject to the approval by the shareholders of the Company at the AGM, the proposed final dividend will be paid on 14 July 2015 in US\$ to the shareholders of the Company whose names appear on the Registers of Members of the Company (both the Principal Register in Bermuda and Hong Kong Branch Register) as at the close of business on 19 June 2015. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with the shares of the Company as at 5:00 p.m. on 19 June 2015 will be entitled to such proposed final dividend.



# GENTING

## HONG KONG

### Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

### Form of Proxy

I/We \_\_\_\_\_  
being a shareholder/shareholders of Genting Hong Kong Limited (the "Company") hereby appoint \*the CHAIRMAN OF THE MEETING  
or \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the Twenty-first Annual General Meeting of the Company (the "Meeting") to  
be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Tuesday, 2 June 2015 at 3:30 p.m. (Hong Kong  
time) and at any adjournment thereof and to vote as indicated below. (\* Delete if inapplicable)

Dated: \_\_\_\_\_ Signed: \_\_\_\_\_

Full Name(s)

IN BLOCK CAPITAL

Address

Number of shares held

| ORDINARY RESOLUTIONS |  | Proxy |         |
|----------------------|--|-------|---------|
|                      |  | For   | Against |
| 1.                   | Proposed adoption of the Audited Financial Statements for the year ended 31 December 2014 and the Directors' and Auditor's Reports thereon.  |       |         |
| 2.                   | Proposed declaration of a final dividend of US\$0.01 per ordinary share for the year ended 31 December 2014 payable to the shareholders whose names appear on the registers of members of the Company as at the close of business on 19 June 2015. |       |         |
| 3.                   | Proposed approval of Directors' fee of US\$316,082 (in aggregate) for the year ended 31 December 2014.   |       |         |
| 4.                   | Proposed re-election of Directors:<br>(i) Mr. Alan Howard Smith<br>(ii) Mr. Lim Keong Hui<br>(iii) Mr. Justin Tan Wah Joo  |       |         |
| 5.                   | Proposed re-appointment of Messrs PricewaterhouseCoopers as the Auditor and authorisation to the Directors to fix the Auditor's remuneration.  |       |         |
| 6.                   | Proposed fixing of the maximum number of Directors at 12.  |       |         |
| 7.                   | (A) Proposed mandate to the Directors to issue new shares (Note 8).  |       |         |
|                      | (B) Proposed mandate to the Directors to repurchase shares (Note 8).   |       |         |
|                      | (C) Proposed extension of the mandate to issue shares under Resolution No. 7(A) by the number of shares repurchased under Resolution No. 7(B) (Note 8).  |       |         |

Please indicate with an "X" in the appropriate box provided above how you wish your vote to be cast on the resolutions specified in the notice of the Meeting.

#### NOTES:

- A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- 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.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 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.
- Please insert the number of shares of US\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. 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.
- The form of proxy, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR, or the office of the Company's transfer agent in Singapore, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, or at Genting Hong Kong Limited, c/o Genting Management & Consultancy Services Sdn Bhd, 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Meeting and any adjournment thereof and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the Meeting (or any adjourned meeting thereof) should they so wish.
- The full text of the respective resolutions appears in the notice of the Meeting.