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GENTING

HONG KONG

Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Genting Hong Kong Limited (the “**Company**”) will be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 2 June 2015 at 4:00 p.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:—

ORDINARY RESOLUTION

“**THAT:**

- (a) the disposal (the “**Future Disposal**”) by the Company and/or its subsidiaries (the “**Group**”) of up to 50,569,334 shares or such number of remaining NCLH Shares (as defined below) then held by Star NCLC (as defined below) as shall represent the difference between the maximum of 50,569,334 NCLH Shares and the number of remaining NCLH Shares actually sold by Star NCLC during the period from the date of this notice up to the date of the SGM (“**Approved Sale Shares**”) in the share capital of Norwegian Cruise Line Holdings Ltd. (“**NCLH**”), a company incorporated under the laws of Bermuda having its shares listed on the NASDAQ Global Select Market under the symbol “**NCLH**” during the period of 12 months from the date of passing of this resolution (unless revoked or varied by ordinary resolution of the shareholders in general meeting of the Company) (the “**Mandate Period**”) on the following conditions:
- (i) apart from disposal in the open market at market price on the NASDAQ Global Select Market, the Company may also dispose of the Approved Sale Shares during the Mandate Period through secondary public offering(s) by entering into underwriting agreement(s) with reputable investment banks as underwriters. The terms and conditions of such secondary public offering(s) will be negotiated on an arms’ length basis;
- (ii) (1) the selling price per Approved Sale Share that is to be sold through secondary public offering(s) shall represent no more than 20% discount to the average closing price of the shares of NCLH (the “**NCLH Shares**”) as quoted on the NASDAQ Global Select Market in the five (5) trading days immediately prior to the date of the relevant underwriting agreement; and
- (2) whether the disposal is made in the open market or through secondary public offering(s), the minimum selling price per remaining NCLH Share shall not be less than US\$19.00, be and is hereby approved.

- (b) if and when there shall be any alteration to the nominal value of the NCLH Shares as a result of consolidation, subdivision or reclassification, or an issue of NCLH Shares to Star NCLC Holdings Ltd. (“**Star NCLC**”), a wholly-owned subsidiary of the Company, by way of capitalization of profits or reserves or by way of a scrip dividend during the Mandate Period (“**Capital Changes**”) of NCLH, the number of Approved Sale Shares shall be adjusted accordingly and the minimum selling price per Approved Sale Share shall be adjusted by multiplying US\$19.00 by the total number of NCLH Shares in issue immediately before the Capital Changes and divided by the total number of NCLH Shares in issue immediately thereafter. If and when there shall be an issue of NCLH Shares to Star NCLC by way of a rights issue during the Mandate Period, the number of Approved Sale Shares shall be adjusted to include such new NCLH Shares issued.
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorized and empowered to determine, decide, execute and implement with full discretion all matters relating to the Future Disposal from time to time during the Mandate Period, including but not limited to the number of batches of disposals, the number of Approved Sale Shares to be sold in each disposal, the timing of each disposal, the manner of disposal (whether through secondary public offering(s) or sales in the open market), the target purchasers, and the selling price (subject to the parameters set out above) and to do all such acts and things, including but not limited to execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Future Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate (as defined in the circular to shareholders dated 5 May 2015).”

By Order of the Board
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 5 May 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.

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, 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.

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.