



**GENTING**  
**SINGAPORE**  
**Genting Singapore PLC**  
(Incorporated in the Isle of Man with Limited Liability No.003846V)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of Genting Singapore PLC ("the Company") will be held at Resorts World Convention Centre, East Ballroom, Basement 2, Resorts World Sentosa, 8 Sentosa Gateway, Sentosa, Singapore 098269 on Tuesday, 27 April 2010 at 10.00 a.m.

### AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2009 and the Directors' and Auditor's Reports thereon. (Resolution 1)
2. To approve the payment of Directors' fees of S\$492,308 (2008: S\$481,865) for the financial year ended 31 December 2009. (Resolution 2)
3. To re-elect the following persons as Directors of the Company pursuant to Article 16.4 of the Articles of Association of the Company:
  - i) Tan Sri Lim Kok Thay (Resolution 3)
  - ii) Mr Tjong Yik Min (Resolution 4)
4. To re-appoint Mr Tan Hee Teck as a Director of the Company pursuant to Article 16.3 of the Articles of Association of the Company. (Resolution 5)
5. To re-appoint PricewaterhouseCoopers LLP, Singapore as Auditor of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

### AS SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 6.1 Proposed Share Issue Mandate (Resolution 7)

"THAT, pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

- (1) (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (2) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors whilst this resolution was in force

provided that :

- (a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 50% (or 100%, in the event of a pro-rata renounceable rights issue) of the issued share capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company;
- (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this resolution is passed, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities, if applicable or share options or vesting of share awards which are outstanding at the time this resolution is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or when it is required by law to be held, whichever is the earlier; and in relation to the 100% pro-rata renounceable rights issue, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or when it is required by law to be held or such date as may be determined by the SGX-ST, whichever is the earlier."

- 6.2 Proposed Issuance of Shares at a Discount of up to 20% (Resolution 8)

"THAT:-

- (a) subject to and conditional upon the passing of Ordinary Resolution 7 above, approval be and is hereby given to the Directors of the Company at any time to issue shares in the capital of the Company (other than on a pro-rata basis to shareholders of the Company) at an issue price for each share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent a discount of more than 20% to the weighted average price of a share in the capital of the Company for trades done on the SGX-ST (as determined in accordance with the requirements of SGX-ST); and

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

- (b) (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held or such date as may be determined by the SGX-ST, whichever is the earlier.”

### 6.3 Proposed Renewal of the Shareholders' Mandate

(Resolution 9)

“THAT :

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“Chapter 9”) of the SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as the term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Notice of this Annual General Meeting (“AGM”) dated 5 April 2010 (the “Appendix”) with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the “Shareholders' Mandate”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to complete and do such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this resolution.”

7. To transact any other business of which due notice shall have been given.

By Order of the Board

**DECLAN THOMAS KENNY**

Company Secretary

5 April 2010

Registered Office: International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles.

#### **Explanatory Notes on Businesses to be transacted:**

- a. Ordinary Resolution 7 if passed, will empower the Directors from the date of this AGM to the next annual general meeting to issue shares in the Company in accordance with Rule 806 of the Listing Manual of the SGX-ST. The number of shares which the Directors may issue pursuant to this Ordinary Resolution would not exceed 50% (or 100% in the event of a pro-rata renounceable rights issue) of the issued share capital of the Company at the time this Ordinary Resolution is passed. For issues of shares other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed 20% of the total issued share capital of the Company at the time this Ordinary Resolution is passed. The 100% pro-rata renounceable rights issue limit is effective up to 31 December 2010 when it will be reviewed pursuant to SGX-ST's notification dated 19 February 2009.
- b. Ordinary Resolution 8 if passed, will empower the Directors from the date of this AGM to issue shares in the capital of the Company at a discount of up to 20% to its weighted average price. The increase in the discount limit of up to 20% for the issue of shares on a non-pro rata issue basis is effective up to 31 December 2010 when it will be reviewed pursuant to SGX-ST's notification dated 19 February 2009.
- The industry provided feedback that the 10% maximum discount for share placement undertaken using general share issue mandate impacts the attractiveness and viability of placement exercises. Taking into account the increased market volatility and difficult market conditions, SGX-ST will now allow listed issuers to undertake placements of new shares priced at discounts of up to 20% subject to the conditions that:
- a) the issuer seeks shareholders' approval in a separate resolution at a general meeting to issue new shares on a non pro-rata basis at a discount exceeding 10% but not more than 20%; and
- b) the resolution seeking a general mandate from shareholders for issuance of new shares on a non pro-rata basis is not conditional on this resolution.
- c. Ordinary Resolution 9 if passed, will renew the Shareholders' Mandate to allow the Company, its subsidiaries and associated companies or any of them to enter into certain interested person transactions with persons who are considered “interested persons” (as defined in Chapter 9 of the Listing Manual of the SGX-ST).

#### **NOTES:**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member 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. 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.
4. 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.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office, International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles, not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.
6. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Share Transfer Agent's Office in Singapore, M & C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906, and as such will be counted as valid in regards to this meeting pursuant to Article 14.13 of the Company's Articles of Association. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Share Transfer Agent in Singapore not less than 48 hours before the commencement of the Meeting.

## **APPENDIX TO NOTICE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING 2010**

This Appendix is circulated to Shareholders of Genting Singapore PLC (the “**Company**”) together with the Company’s Annual Report. Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders’ approval for the renewal of the Shareholders’ Mandate to be tabled at the Twenty-Fifth Annual General Meeting of the Company to be held at Resorts World Convention Centre, East Ballroom, Basement 2, Resorts World Sentosa, 8 Sentosa Gateway, Sentosa, Singapore 098269 on Tuesday, 27 April 2010 at 10.00 a.m.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Singapore Exchange Securities Trading Limited takes no responsibility for the correctness of any of the statements made, reports contained/referred to, or opinions expressed in this Appendix.



**GENTING**  
**SINGAPORE**

**Genting Singapore PLC**

(Incorporated in the Isle of Man with Limited Liability No. 003846V)

## **APPENDIX TO NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING**

**in relation to**

**THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ MANDATE FOR  
INTERESTED PERSON TRANSACTIONS**

## DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

<i>AGM</i>	Annual General Meeting
<i>Annual Report</i>	Annual Report of the Company for the financial year ended 31 December 2009
<i>ASSB</i>	Ascend Solutions Sdn Bhd, an indirect wholly-owned subsidiary of the Company
<i>A\$</i>	Australian dollars
<i>Audit Committee</i>	The Audit Committee of the Company as at the date of this Appendix comprising Mr Lim Kok Hoong, Mr Tjong Yik Min, Mr Koh Seow Chuan and Mr Tan Hee Teck
<i>Bursa Malaysia</i>	Bursa Malaysia Securities Berhad
<i>CL</i>	Coastbright Limited, an indirect wholly-owned subsidiary of the Company
<i>Controlling shareholder</i>	A person who:  (a) holds directly or indirectly 15% or more of the nominal amount of the voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or  (b) in fact exercises control over a company
<i>CRP</i>	The incentive rebate programme offered by GENM to its premium casino customers at the Genting Highlands Resort in Malaysia
<i>Directors</i>	The Directors of the Company as at the date of issue of this Appendix together with the Notice of the AGM
<i>DRS</i>	Dynamic Reporting System, which is an integrated casino management system used by the GENT Group and comprises the table game system, slot operations system, loyalty/database system, cashier and chipbank systems, casino accounting system, cashless system, surveillance system as well as user access control system
<i>EGenting</i>	E-Genting Holdings Sdn Bhd, an indirect wholly-owned subsidiary of the Company
<i>E-Genting Acquisition</i>	The acquisition of EGenting by the Group prior to the Invitation
<i>Entity at risk</i>	The listed company; a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries, or the listed group and its interested person(s), has control over the associated company, as defined in the Listing Manual
<i>FWH</i>	First World Hotels & Resorts Sdn Bhd
<i>GCS</i>	Genting WorldCard Services Sdn Bhd, an indirect wholly-owned subsidiary of the Company
<i>GENHK</i>	Genting Hong Kong Limited (formerly known as Star Cruises Limited), a company continued into Bermuda and whose shares are listed on The Stock Exchange of Hong Kong Limited and quoted on the Central Limit Order Book International, Singapore
<i>GENHK Group</i>	Genting Hong Kong Limited, its subsidiaries and associated companies

<i>GENM Group</i>	Genting Malaysia Berhad (formerly known as Resorts World Bhd), its subsidiaries and associated companies
<i>GENM</i>	Genting Malaysia Berhad, a company incorporated in Malaysia and whose shares are listed on Bursa Malaysia
<i>GENP</i>	Genting Plantations Berhad (formerly known as Asiatic Development Berhad), a company incorporated in Malaysia and whose shares are listed on Bursa Malaysia
<i>GENP Group</i>	Genting Plantations Berhad, its subsidiaries and associated companies
<i>GENS or the Company</i>	Genting Singapore PLC (formerly known as Genting International Public Limited Company), a company incorporated in the Isle of Man whose shares are listed on the SGX-ST
<i>GENT</i>	Genting Berhad, a company incorporated in Malaysia and which is an indirect controlling shareholder of the Company and whose shares are listed on Bursa Malaysia
<i>GENT Group</i>	Genting Berhad, its subsidiaries and associated companies, including three listed entities namely, GENM, GENP and the Company
<i>GGC</i>	Genting Golf Course Bhd
<i>GHL</i>	Golden Hope Limited (as trustee of GHUT)
<i>GHUT</i>	Golden Hope Unit Trust
<i>GIML</i>	Genting International Management Limited, a wholly-owned subsidiary of the Company
<i>GIKE</i>	Genting Information Knowledge Enterprise Sdn Bhd, an indirect wholly-owned subsidiary of the Company
<i>GISB</i>	Genting International Sdn Bhd (formerly known as Genting International Services Sdn Bhd), a wholly-owned subsidiary of the Company
<i>GISSPL</i>	Genting International Services Singapore Pte Ltd, a wholly-owned subsidiary of the Company
<i>GITL</i>	Genting International (Thailand) Limited, a wholly-owned subsidiary of the Company
<i>GITS</i>	Genting India Travel Services Private Limited, a 91% owned subsidiary of the Company
<i>GNSW</i>	Genting (NSW) Pty Ltd, a wholly-owned subsidiary of the Company
<i>GOHL</i>	Genting Overseas Holdings Limited, the controlling shareholder of the Company and which is wholly-owned by GENT
<i>Group</i>	GENS, its subsidiaries and jointly controlled entities
<i>HK\$</i>	Hong Kong dollars
<i>IGS</i>	Intranet gaming system, whereby games are deployed from a computer server to various game terminals via the local area network
<i>ING</i>	The game library system used in conjunction with the IGS and ITS
<i>Invitation</i>	The offering comprising (i) an international placement to investors, including institutional and other investors in Singapore, and (ii) an offer to the public in Singapore which was launched on 2 December 2005 and successfully completed on 12 December 2005

<i>ISMA</i>	International Sales and Marketing Agreement entered into between GISSPL and GENM, Papago, GGC, FWH and Widuri under which GISSPL was appointed as international sales and marketing coordinator for hotels and resorts owned by the respective entities. The agreement is for a period of one year from 1 September 2009 to 31 August 2010, renewable on yearly basis
<i>IT</i>	Information technology
<i>ITS</i>	Internet tournament system which deploys server-based games through the internet
<i>KHR</i>	Kien Huat Realty Sdn Berhad, an indirect controlling shareholder of the Company
<i>Listing Manual</i>	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<i>Notice of AGM</i>	Notice of the Twenty-Fifth Annual General Meeting of GENS to be held at Resorts World Convention Centre, East Ballroom, Basement 2, Resorts World Sentosa, 8 Sentosa Gateway, Sentosa, Singapore 098269 on Tuesday, 27 April 2010 at 10.00 a.m.
<i>NTA</i>	Net Tangible Assets
<i>Papago</i>	Papago Sdn Bhd
<i>Parkview</i>	Parkview Management Sdn Bhd
<i>Prospectus</i>	The prospectus dated 2 December 2005 issued by the Company in connection with the Invitation which had been lodged and registered with the Monetary Authority of Singapore
<i>Proxy Form</i>	Proxy Form attached to the Notice of the Twenty-Fifth Annual General Meeting of the Company
<i>RM</i>	Ringgit Malaysia
<i>RWL</i>	Resorts World Limited, an indirect wholly-owned subsidiary of GENM
<i>SGX-ST</i>	Singapore Exchange Securities Trading Limited
<i>Share(s)</i>	Ordinary share(s) in the capital of the Company
<i>Shareholder(s)</i>	Registered shareholder(s) of the Company
<i>Shareholders' Mandate</i>	General mandate obtained from Shareholders of the Company pursuant to Rule 920(2) of the Listing Manual to enter into certain categories of interested person transactions with certain classes of interested persons
<i>Widuri</i>	Widuri Pelangi Sdn Bhd
WorldCard loyalty programme	The customer loyalty management system developed, administered and managed by the Group. It comprises the gaming and non-gaming categories. WorldCard members can earn and accumulate points for both gaming activities at the Genting Highlands Resort in Malaysia and non-gaming purchases at participating merchants' outlets
<i>World Reservation Centre</i>	The call centre administered and operated by the Group
<i>United Kingdom</i>	England, Wales, Scotland and Northern Ireland
<i>US\$</i>	United States dollars



# GENTING SINGAPORE

## Genting Singapore PLC

(Incorporated in the Isle of Man with Limited Liability No. 003846V)

### Directors

Tan Sri Lim Kok Thay  
(Executive Chairman)  
Mr Tan Hee Teck  
(Director/President and Chief Operating Officer)  
Mr Lim Kok Hoong  
(Independent Director)  
Mr Tjong Yik Min  
(Independent Director)  
Mr Koh Seow Chuan  
(Independent Director)

### Registered Office

International House,  
Castle Hill,  
Victoria Road,  
Douglas, Isle of Man  
IM2 4RB, British Isles

5 April 2010

To : The Shareholders of Genting Singapore PLC

Dear Sir/Madam,

### APPENDIX RELATING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

#### 1. INTRODUCTION

The purpose of this Appendix is to provide shareholders with the relevant information pertaining to, and to seek shareholders' approval at the Twenty-Fifth AGM of the Company to renew the Shareholders' Mandate in compliance with Chapter 9 of the Listing Manual.

Chapter 9 of the Listing Manual applies to transactions which a listed company or any of its subsidiaries or associated companies proposes to enter into with an interested person of the listed company.

Chapter 9 of the Listing Manual allows a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, which may be carried out with the listed company's "interested persons".

General information relating to Chapter 9 of the Listing Manual, including the meanings of such terms such as "interested person", "associate", "associated company" and "controlling shareholder", are set out in Annex 1 of this Appendix.

The Shareholders' Mandate was deemed earlier obtained by the Company with the issue of the Prospectus in connection with the Company's proposed listing on the Main Board of the SGX-ST. Rule 920(2) of the Listing Manual allows the Company to treat a general mandate as having been obtained from the shareholders for the Company to enter into certain categories of interested person transactions with certain classes of interested persons, if the information required by Rule 920(1)(b) as set out below, is included in the Company's Prospectus:

- (i) the class of interested persons with which the entity at risk will be transacting;
- (ii) the nature of the transactions contemplated under the mandate;
- (iii) the rationale for, and benefit to, the entity at risk;
- (iv) the methods or procedures for determining transaction prices;



- (v) the independent financial advisor's opinion on whether the methods or procedures in (iv) are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the issuer and its minority shareholders;
- (vi) an opinion from the audit committee if it takes a different view to the independent financial advisor;
- (vii) a statement from the issuer that it will obtain a fresh mandate from its shareholders if the methods or procedures in (iv) become inappropriate; and
- (viii) a statement that the interested person will abstain, and has undertaken to ensure that its associates will abstain, from voting on the resolution approving the transaction.

The Shareholders' Mandate which was renewed at the Twenty-Fourth AGM on 24 April 2009, is effective until the Company's Twenty-Fifth AGM to be held on 27 April 2010. During the Extraordinary General Meeting ("EGM") held on 24 April 2009, the shareholders approved the addition of the ISMA to the existing Shareholders' Mandate for Interested Person Transaction and is effective until the Twenty-Fifth AGM of the Company. The Company therefore seeks the approval of the Shareholders for a renewal of the Shareholders' Mandate at the forthcoming Twenty-Fifth AGM to be held at Resorts World Convention Centre, East Ballroom, Basement 2, Resorts World Sentosa, 8 Sentosa Gateway, Sentosa, Singapore 098269 on Tuesday, 27 April 2010 at 10.00 a.m., subject to satisfactory review by the Company's Audit Committee of its continued application to transactions with interested persons.

## **2. RATIONALE FOR AND BENEFITS OF THE SHAREHOLDERS' MANDATE**

In the ordinary course of business, the Group and the interested persons may enter into transactions with each other from time to time. Further, it is likely that such transactions will recur with some degree of frequency and could arise at any time.

The Directors of the Company are of the view that it will be beneficial to the Group to transact or continue to transact with the interested persons.

The Directors of the Company believe that the Group will be able to benefit from its transactions with the interested persons. The Shareholders' Mandate and the renewal of the Shareholders' Mandate on an annual basis will eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential interested person transactions with the interested persons arise, thereby reducing substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives or adversely affecting the business opportunities available to the Group.

The Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the interested persons, provided that they are carried out on an arms' length basis and on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

## **3. SCOPE OF THE SHAREHOLDERS' MANDATE**

### **3.1 Classes of Interested Persons**

The Shareholders' Mandate will apply to the Group's interested person transactions with the Directors of the Company, and controlling shareholders of the Company and their associates.

Such interested persons include (i) the Directors; (ii) companies within the GENT Group such as GENT, GENM and GENP; (iii) substantial shareholders of GENT such as KHR and any intermediate holding companies; and (iv) associates of the Directors of the Company.

Transactions with the interested persons which do not fall within the ambit of the proposed Shareholders' Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.



### 3.2 Categories of Interested Person Transactions

The present and ongoing interested person transactions that will be covered by the Shareholders' Mandate are as follows:

#### Services provided by the Group to interested persons

- (i) the provision of World Reservations Centre and e-commerce services;
- (ii) the provision of IT application related services;
- (iii) the provision of management and administrative services for the WorldCard loyalty programme;
- (iv) the provision of management services; and
- (v) the provision of international sales and marketing services pursuant to the ISMA

#### Services provided by interested persons to the Group

- (i) the provision of procurement, payment settlement and travel related services;
- (ii) the provision of corporate services;
- (iii) the leasing of premises;
- (iv) the licence of various IT systems; and
- (v) reimbursement services

Details of the interested person transactions are contained in Annex 2 of this Appendix.

The Shareholders' Mandate does not include the following:-

- (i) sharing of technical know-how;
- (ii) joint venture between the Group and the GENHK Group; and
- (iii) licence of the "Maxims" trademarks

Accordingly, in the event that the Company enters into new agreements or renews such transactions upon their expiry, the Company may be required by the Listing Manual to make an announcement or to obtain Shareholders' approval.

### 3.3 Review Procedures for Interested Person Transactions

The following procedures will be implemented to ensure that interested person transactions are undertaken on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are consistent with the Group's usual business practices and policies, which are generally no more favourable to the interested persons than those extended to unrelated third parties. All interested persons will abstain, and will undertake to ensure that its associates will abstain, from voting on the resolution approving any of the interested person transactions.

In particular, the following review procedures have been put in place:

- (i) When purchasing items from or engaging the services of an interested person, two other quotations from non-interested persons will be obtained (where available or feasible) for comparison to ensure that the interest of minority shareholders are not disadvantaged. The purchase price or fee for services shall not be higher than the most competitive price or fee of the two other quotations from non-interested persons. In determining the most competitive price or fee, all pertinent factors, including but not limited to quality, delivery time, standard of services, experience and expertise, track record and where applicable, preferential rates, rebates or discounts accorded for bulk purchase will be taken into consideration; and
- (ii) When selling items or supplying services to an interested person, the price and terms of other successful sales of a similar nature to non-interested persons will be used in comparison to ensure that the interests of the minority shareholders of the Company are not disadvantaged. The sale price or fee for the supply of services shall not be lower than the lowest sale or fee of the two other successful transactions with non-interested persons; and

- (iii) When renting immovable properties or fixed assets from or to an interested person, the Directors shall take appropriate steps to ensure that such rent is commensurate with the prevailing market rates, including adopting measures such as making the relevant enquiries with owners of or real estate agents for similar immovable properties or fixed assets. The rent payable shall be based on the most competitive market rental rate of similar immovable properties or fixed assets in terms of capacity, space, area and location, based on the results of the relevant enquiries.

In cases where it is not possible to obtain comparables from other unrelated third parties, the Audit Committee will consider whether the pricing of the transaction is in accordance with usual business practices and pricing policies and consistent with the usual margins to be obtained for the same or substantially similar types of transactions to determine whether the relevant transaction is undertaken on an arm's length and on normal commercial terms. The Audit Committee will also weigh the benefits of, and rationale for, transacting with the interested person to determine whether the price and terms offered are fair and reasonable. The Group may then enter into the transaction with the interested persons, provided that the reasons for not obtaining the quotations must be stated by the relevant authorities that authorised the said transaction.

#### Threshold limits

In addition to the review procedures, the Group will supplement its internal systems to ensure that the interested person transactions are undertaken on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Group and its minority shareholders as follows:

- (i) Category 1 transaction is one where the transaction value is in excess of S\$100,000, but below S\$250,000. Such a transaction will be reviewed by the Chief Financial Officer and approved by the Managing Director and who shall not be an interested person in respect of the particular transaction on the basis as set out above;
- (ii) Category 2 transaction is one where the transaction value is equal to or exceeds S\$250,000, but less than S\$1,000,000. Such a transaction is to be approved by any two of the Directors and who shall not be interested in the transaction on the basis set out above; and
- (iii) Category 3 transaction is one where the transaction value is equal to or exceeds S\$1,000,000. Such a transaction will be reviewed and approved by the Audit Committee prior to entry, on the basis set out above.

If the approving authority has any interest, direct or indirect, in such transaction, such transaction will be reviewed by the next level of approving authority. In the event that a member of the Audit Committee is interested in any interested person transaction, he will abstain from reviewing that particular transaction. Any decision to proceed with such an agreement or arrangement would be recorded for review by the remaining members of the Audit Committee.

Designated persons of the respective companies are required to submit details of all interested person transactions entered into to the Chief Financial Officer, including the value of the transactions. As a minimum, a report is to be submitted every quarter. A "nil" return is expected if there is no interested person transactions for a previous quarter. For monitoring purposes, the Chief Financial Officer will maintain a register of interested persons. This register will be updated annually based on submissions by the designated persons.

The Audit Committee will review all interested person transactions recorded in the interested persons report submitted at least on a quarterly basis to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined above. All relevant non-quantitative factors will also be taken into account. Such review may include the examination of the transaction and its supporting documents or such other data if deemed necessary by the Audit Committee. The Audit Committee may also request for any additional information pertaining to the transaction under review from independent sources, advisors or valuers as they deem fit.

In addition, the Company's Board of Directors will also ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the SGX-ST Listing Manual and relevant accounting standards, are complied with. The annual internal audit plan shall incorporate a review of all interested person transactions entered into in the relevant financial year.

The Company's Audit Committee and Board of Directors shall review internal audit reports to ascertain that the guidelines and procedures established to monitor interested person transactions have been complied with. In addition, the Audit Committee shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the Group and interested persons of the Group are conducted on normal commercial terms. Pursuant to Rule 920(1)(b)(iv) and (vii) of the Listing Manual, if during its periodic reviews, the Audit Committee believes that the guidelines and procedures as stated above are inappropriate or not sufficient to ensure that interested person transactions will be carried out on normal commercial terms which will not be prejudicial to the interests of the Company and its minority shareholders, the Company will seek a fresh mandate from the shareholders based on new guidelines and procedures.

The Audit Committee is of the view that the methods and procedures for determining transaction prices, as set out above, are sufficient to ensure that the Group's transactions with interested persons are on normal commercial terms which will not be prejudicial to the interests of the Company and its minority shareholders.

#### **Review by Audit Committee**

The Audit Committee will review all other existing and future interested person transactions not subject to the Shareholders' Mandate to ensure that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

The Audit Committee will also review all interested person transactions to ensure that the then prevailing rules and regulations of the SGX-ST (in particular, Chapter 9 of the Listing Manual) are complied with. The Company will also endeavour to comply with the principles of and best practices set out in the "Best Practices Guide" of the Listing Manual.

#### **4. VALIDITY PERIOD OF THE SHAREHOLDERS' MANDATE**

If approved by the Shareholders at the Twenty-Fifth AGM, the Shareholders Mandate will take effect from the date of receipt of the Shareholders' approval, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company and will apply to interested person transactions entered into from the date of receipt of Shareholders' approval. Approval from Shareholders will be sought for the renewal of the Shareholders' Mandate at each AGM, subject to review by the Audit Committee of its continued application to transactions with interested persons.

#### **5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

The interests of the Directors and the substantial Shareholders in the Shares of the Company as at 9 March 2010, being the latest practicable date are set out below:

	<b>Direct Interest</b>		<b>Deemed Interest</b>	
<b>Directors <sup>(1)</sup></b>	<b>Number of shares</b>	<b>%</b>	<b>Number of shares</b>	<b>%</b>
Tan Sri Lim Kok Thay <sup>(2)</sup>	237,600	0.0020	— <sup>(2)</sup>	— <sup>(2)</sup>
Tan Hee Teck	1,131,600	0.0093	9,600	*
Lim Kok Hoong	56,000	0.0005	-	-
Tjong Yik Min	735,600	0.0060	-	-
Koh Seow Chuan	-	-	100,000	0.0008
<b>Substantial Shareholders (5% or more)</b>				
GOHL	6,295,862,269	51.77	-	-
GENT <sup>(3)</sup>	-	-	6,295,862,269	51.77
KHR <sup>(4)</sup>	-	-	6,296,005,069	51.77
Parkview <sup>(5)</sup>	-	-	6,296,005,069	51.77

\* Negligible

**Notes:**

- (1) The Directors, including Independent Directors (other than Mr Koh Seow Chuan), have been granted Options to subscribe for Shares pursuant to the Genting Singapore PLC Employee Share Option Scheme. The Directors have also been awarded ordinary shares pursuant to the Performance Share Scheme of the Company. The vesting of the shares under the Performance Share Scheme is contingent upon achievement of various performance targets.
- (2) Tan Sri Lim Kok Thay is the Executive Chairman. He is a director of GENT, certain companies within the GENT Group and certain companies which are substantial shareholders of GENT. Tan Sri Lim Kok Thay is one of the beneficiaries of a discretionary trust, the trustee of which is Parkview (please see Note (5) for information on this trust). A discretionary trust is one in which the trustee (and in the case where the trustee is a company, its board of directors) has full discretion to decide which beneficiaries will receive, and in whichever proportion of the income or assets of the trust when it is distributed and also how the rights attached to any shares held by the trust are exercised. The deemed interests of Parkview in the Shares of the Company are explained in Note (5). On account of Tan Sri Lim Kok Thay being a beneficiary of the discretionary trust, he is deemed interested in the Shares of the Company by virtue of the deemed interest of Parkview.
- (3) GOHL is a wholly-owned subsidiary of GENT. Therefore, GENT is deemed to be interested in the Shares of the Company held by GOHL.
- (4) KHR and its wholly-owned subsidiaries namely Alocasia Sdn Bhd, World Management Sdn Bhd, Inverway Sdn Bhd and Tinehay Holdings Limited, collectively own 39.60% of the issued share capital of GENT. KHR is deemed to be interested in the Shares of the Company held by its subsidiaries and through GENT.
- (5) Parkview acts as the trustee of a discretionary trust established for the benefit of certain family members of the late Tan Sri (Dr.) Lim Goh Tong. The Board members of Parkview are Puan Sri Lim (Nee Lee) Kim Hua (the mother of the Executive Chairman), Tan Sri Lim Kok Thay and Dato' Joseph Lai Khee Sin. They perform their duties as directors of Parkview independently for the best interest of the discretionary trust. Parkview, through its wholly-owned companies namely Aranda Tin Mines Sdn Bhd, Infomark (Malaysia) Sdn Bhd, Inforex Sdn Bhd, Dataline Sdn Bhd and Info-Text Sdn Bhd, own the entire issued share capital of KHR. As such, Parkview is deemed to be interested in the Shares of the Company held through KHR. Parkview is owned by Amaline (M) Sdn Bhd (a company controlled by Tan Sri Lim Kok Thay), Puan Sri Lim (nee Lee) Kim Hua, Tan Sri Lim Kok Thay, Mr Yap Chong Chew, Ms Roselind Niap Kam Lian and Mr Gerard Lim Ewe Keng each holding one share respectively.

**6. AUDIT COMMITTEE STATEMENT**

The Audit Committee of the Company comprising Mr Lim Kok Hoong, Mr Tjong Yik Min, Mr Koh Seow Chuan and Mr Tan Hee Teck has reviewed the terms of the renewal of the Shareholders' Mandate and has confirmed that the methods or procedures for determining the transaction prices of the interested person transactions have not changed since the issue of the Prospectus and the Company's listing and admission to the Official List of the SGX-ST. The Audit Committee is also of the view that such methods or procedures for determining the transaction prices of the interested person transactions are sufficient to ensure that the interested person transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. However, should the Audit Committee subsequently no longer be of the opinion, the Company will revert to the Shareholders for a fresh mandate based on new guidelines and procedures for transactions with interested persons.

**7. DIRECTORS' RECOMMENDATION**

The Directors who are considered to be independent for the purposes of the proposed renewal of the Shareholders' Mandate are Mr Lim Kok Hoong, Mr Tjong Yik Min, Mr Tan Hee Teck and Mr Koh Seow Chuan (the "Independent Directors"). The Independent Directors are of the opinion that the entry into the interested person transactions between the Group and those interested persons (as described in paragraph 3.1 of this Appendix) in the ordinary course of its business will enhance the efficiency of the Group's operations and is in the best interests of the Company. For the reasons set out in paragraph 2 of this Appendix, the Independent Directors recommend that Shareholders vote in favour of Resolution 9, being the Ordinary Resolution relating to the proposed renewal of the Shareholders' Mandate at the forthcoming Twenty-Fifth AGM to be held at Resorts World Convention Centre, East Ballroom, Basement 2, Resorts World Sentosa, 8 Sentosa Gateway, Sentosa, Singapore 098269 on Tuesday, 27 April 2010 at 10.00 a.m.

## **8. APPROVAL AND RESOLUTION**

Your approval for the proposed renewal of the Shareholders' Mandate is sought at the Twenty-Fifth AGM.

## **9. ACTION TO BE TAKEN BY SHAREHOLDERS**

If a Shareholder is unable to attend the Twenty-Fifth AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the proxy form attached to the Notice of AGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company at its registered office at International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles not later than 48 hours before the time fixed for the Twenty-Fifth AGM and at any adjournment thereof. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the Twenty-Fifth AGM if he so wished.

A depositor holding shares through The Central Depository (Pte) Limited (the "Depository") in Singapore who wishes to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository should complete, sign and return the depositor proxy form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Share Transfer Agent's office in Singapore, M&C Services Private Limited, 138 Robinson Road # 17-00, The Corporate Office, Singapore 068906 not later than 48 hours before the time fixed for the Twenty-Fifth AGM and at any adjournment thereof.

## **10. INSPECTION OF DOCUMENTS**

The Annual Report of the Company is available for inspection at the registered office of the Company at International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles during normal business hours from the date of this Appendix to the date of the Twenty-Fifth AGM.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept responsibility for the accuracy of the information given in this Appendix and confirms that, having made all reasonable enquiries, to the best of their knowledge and belief, the facts stated and the opinions expressed in this Appendix are fair and accurate in all material respects as at the date hereof and that there are no material facts the omission of which would make any statement in this Appendix misleading.

Yours faithfully,  
For and on behalf of the Board of Directors  
**GENTING SINGAPORE PLC**

**LIM KOK HOONG**  
**Independent Director**  
**Chairman of Audit Committee**

## ANNEX 1

### GENERAL INFORMATION RELATING TO CHAPTER 9 OF THE LISTING MANUAL

#### Scope

Chapter 9 of the Listing Manual applies to transactions which a listed company or any of its subsidiaries (which are not listed on the SGX-ST or an approved stock exchange) or associated companies (which are not listed on the SGX-ST or an approved stock exchange, provided that the listed company and/or its subsidiaries, or the listed group and its interested person(s), has control over the associated companies) proposes to enter with a counter-party which is an interested person of the listed company.

#### Definitions

An **“interested person”** means a director, chief executive officer or controlling shareholder of the listed company or an associate of any such director, chief executive officer or controlling shareholder.

An **“associate”** includes an immediate family member (that is, the spouse, child, adopted child, stepchild, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the directors/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more.

An **“associated company”** means a company in which at least 20% but not more than 50% of its shares are held by the listed company or the group. However, in the case of the Group, in addition to equity ownership, there must be ability to influence the policies of the company. Hence, the Group’s interests in Pacific Lottery Corporation are excluded from this definition. The definition will also include entities where the listed company or the group owns more than 50% of the entity’s shares but has a contractual agreement to jointly share control with the third party, as in the case of DCP (Sentosa) Pte Ltd.

A **“controlling shareholder”** means a person who holds (directly or indirectly) 15% or more of the nominal amount of all voting shares in the listed company or one who in fact exercises control over the listed company.

#### General Requirements

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and are hence excluded from the ambit of Chapter 9 of the Listing Manual, immediate announcement or, immediate announcement and shareholders’ approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company’s audited consolidated NTA), are reached or exceeded. In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or which exceeds:

1. 5% of the latest audited consolidated NTA of the listed company, when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the listed company; or
2. 5% of the latest audited consolidated NTA of the listed company.

Immediate announcement of the transaction is required where:

- (a) the value of such transaction when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the listed company is equal to or exceeds 3% of the latest audited consolidated NTA of the listed company; or
- (b) the value of such transaction is equal to or exceeds 3% of the latest audited consolidated NTA of the listed company.



## ANNEX 2

### A. SERVICES PROVIDED BY THE GROUP TO INTERESTED PERSONS

#### 1. Provision of World Reservations Centre services and e-commerce services to the GENM Group

The Company's wholly-owned subsidiary, EGenting, and certain of its subsidiaries have entered into various customer interaction centre agreements with the GENM Group. Pursuant to these and various supplemental agreements entered into between EGenting and the GENM Group from time to time, EGenting and/or its subsidiaries will operate the World Reservation Centre, providing call centre services such as (but not limited to) receiving inbound calls from potential guests who may wish to make reservations for hotel rooms, usage of facilities owned or provided by Resorts World Group and/or any other services offered by the GENM Group and providing information and booking services for guests. Such facilities and services of the GENM Group include hotel rooms, limousine services, show tickets, concert tickets, theme park tickets, golfing facilities, entertainment packages and meetings, international conventions and exhibitions. These agreements are renewable on a triennial basis.

The fees charged by the Group for the operation of the World Reservation Centre are typically based on a range of 1% to 10% of the sales generated. The range of fees varies in accordance with the type of facilities and services, taking into account the volume of transactions expected and the costs incurred by the Group in providing such services. The fees charged by the Group are comparable to fees charged by other third party call centres in Malaysia.

The Group also provides e-commerce services to the GENM Group such as web-hosting, the provision of contents for GENM's website and the automated information kiosks found in Genting Highlands Resort in Malaysia. The fees that are charged by the Group in the provision of such services include royalty fees, retainer fees and web page development fees. The fees were derived based on a reasonable mark up on the cost incurred by the Group such as manpower costs, personnel related expenses, hardware and software costs.

The Group believes that the above services are provided on commercial terms in the ordinary course of business and are conducted on an arm's length basis.

#### 2. Provision of IT application related services to various interested persons

The Group provides IT application related services to (i) the GENT Group including the GENM Group, the GENP Group and the GENHK Group; (ii) KHR, which is deemed to be interested in the shares of the Company through GENT and its wholly-owned subsidiary; and (iii) Kien Huat (Development) Sdn Bhd ("KHD"), a company that is controlled by the brother of our Executive Chairman, Tan Sri Lim Kok Thay.

The Group provides different types of IT application related services, depending on the needs of the customers of the Company from time to time. Such services include (i) gaming technology research and development, systems integration and consultancy services; (ii) providing software, hardware and enterprise workflow solutions for non-gaming applications; (iii) data centre hosting services; and (iv) the development and provision of specialised software for various IT systems. The contracts for the provision of such IT application related services are renewable on a triennial basis.

The revenue earned by the Group from the provision of such IT application related services comprises consultancy and advisory fees, rental on IT equipment, management service fees, maintenance fees, support service fees, software development fees and software licensing fees.

Each of the fees above, derived based on a reasonable mark up on the cost incurred by the Group such as manpower costs, personnel related expenses, hardware and software costs, are determined on an arm's length basis and are on commercial terms.



### **3. Provision of management and administrative services to GENM for the WorldCard loyalty programme**

The Group administers and manages the WorldCard loyalty programme pursuant to the co-brand and merchant agreement entered into between the Company's wholly-owned subsidiary, Genting Worldcard Services Sdn Bhd and GENM on 1 July 2000. GENM is a participating merchant in the programme. The agreement is renewed on a triennial basis unless terminated according to the terms of the agreement.

The revenue earned by the Group from the administration and management of the WorldCard loyalty programme includes (i) new WorldCard members processing fees; (ii) point management fee; (iii) transaction fees which are based on a percentage of the spending on points earned by the WorldCard members; and (iv) commission based on a fixed percentage of the value of expired WorldCard loyalty points. The fees charged are on an arm's length basis and determined on commercial terms, taking into account our costs incurred in providing such services and the volume of transactions, and are comparable to the fees paid by third party merchants.

### **4. Provision of management services**

The Company's wholly-owned subsidiary, GNSW, has been providing management and administrative services in Australia to Borstream Pty Ltd ("Borstream"), NCL (Bahamas) Pty Ltd ("NCL Bahamas"), Tileska Pty Ltd ("Tileska"), Ambadell Pty Ltd ("Ambadell") and Ambadell Management Pty Ltd ("Ambadell Management").

NCL Bahamas is an indirect, wholly-owned subsidiary of GENHK. Ambadell and Ambadell Management are wholly-owned subsidiaries of Tileska which is, in turn, wholly-owned by GHL. GHL is one of the Company's substantial shareholders.

Borstream is ultimately owned by a discretionary trust established for the benefit of certain family members of the late Tan Sri (Dr.) Lim Goh Tong who was the father of our Executive Chairman, Tan Sri Lim Kok Thay. Tan Sri Lim Kok Thay is also a director of Borstream, Tileska and Ambadell.

The agreements pursuant to which such services are provided are renewable on an annual basis and the fees are negotiated on commercial terms and on an arm's length basis taking into consideration the nature, frequency and complexity of the services rendered.

### **5. Provision of international sales and marketing services pursuant to the ISMA**

Pursuant to the ISMA dated 9 September 2009, the Company's wholly-owned subsidiary, GISSPL, has been appointed as the international marketing and sales co-ordinator outside Malaysia for GENM Group's hotels and resorts. For this purpose, GISSPL manages and maintains sales offices in Singapore, Hong Kong, Thailand, India and representative offices in China, the Middle East, Vietnam and Indonesia to globally promote and market the hotels and resorts in Malaysia. The ISMA is for one year and expires on 31 August 2010. Either party may renew the ISMA on yearly basis by providing to the other at least ninety (90) days before the expiration, a written notice of its intention to renew on existing terms and conditions.

The fee and commission earned by the Group from the provision of international sales and marketing services are determined on an arm's length basis and are on commercial terms.

## **B. SERVICES PROVIDED TO THE GROUP BY INTERESTED PERSONS**

### **1. Miscellaneous services provided by GENM**

#### ***Procurement***

Pursuant to an agreement dated 1 January 2004, GENT appointed GENM as a procurement agent. GENM will utilise its expertise, skills, manpower and resources for the provision of services in respect of purchasing of goods and services and related administrative services for GENT and all its subsidiaries, related companies and associated companies, including the Group. Items that GENM procured on behalf of the Group include stationery, computer hardware and software. A fixed administrative fee is charged by GENM for each transaction/purchase order line item. The agreement is for a two-year duration and shall be automatically renewed on an annual basis unless either party gives notice of its intention not to renew the agreement. Any variations to the terms or conditions of the agreement or the renewal thereof by GENT on the Company's behalf shall require the consent of the Company.

### ***Payment settlement services***

GENM provides payment settlement services for purchases made by EGenting and its subsidiaries, GITL, GITS and GISB. In consideration for the services provided by GENM, GENM charges an administrative fee per transaction. In addition, the Group will reimburse GENM for all out-of-pocket expenses incurred in the provision of such services.

### ***Travel related services***

Resorts World Tours Sdn Bhd ("RWTSB"), a subsidiary of GENM, is the Company's appointed travel agent. The Company purchases air tickets and travel related packages and services from RWTSB at the prevailing market price as may be required by the Company from time to time. The air ticketing services are provided on an arm's length basis and on ordinary commercial terms.

## **2. Provision of corporate services**

GENT provides corporate services in respect of taxation, internal audit, treasury, handling of insurance matters, corporate planning, secretarial services, human resources and risk management services to the Group. In consideration for GENT providing such services, the Group pays GENT an apportionment of the total manpower costs and all other costs necessarily incurred by GENT in generating the shared services plus a mark-up of 6% of such costs. The manpower costs include basic salary, bonus, overtime costs and other payroll related costs. The apportionment of costs is calculated based on the approximate amount of time spent by each personnel on the performance of duties for the Group. The Group also reimburses GENT for all out-of-pocket expenses. The Group will continue to receive such corporate services from GENT so long as the arrangement is economically beneficial.

The corporate services are provided based on commercial terms and on an arm's length basis. The aggregate amount of fees incurred by our Group shall be on a yearly basis normally in the month of December.

## **3. Lease of premises**

Oakwood Sdn Bhd ("Oakwood") is a wholly-owned subsidiary of GENM.

Oakwood leases office space on the 7th, 16th, 17th and 19th floor of Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur to ASSB, GISB, GIKE, GCS and EGenting respectively. The tenancy agreements are for three years commencing 1 January 2009 and monthly rental payable by ASSB, GISB, GIKE, GCS and EGenting are RM11,748, RM16,280, RM40,339, RM14,080 and RM70,884 respectively. The tenancy agreements are renewable for a further term of three years at a rental to be agreed by the parties. The tenancy agreements were entered into on an arm's length basis and in accordance with the prevailing market rates for tenancies in the area.

Pursuant to a lease agreement entered into between Ambadell and GNSW, GNSW leased part of Suite 801/810, 401 Sussex Street, Sydney, Australia. The previous lease expired on 31 December 2007 but has been renewed for a further period of approximately three years ending on 31 March 2011. The lease was entered into on an arm's length basis and in accordance with the prevailing market rates for leases in that area.

#### **4. Licence of various IT systems**

Prior to the EGenting Acquisition completed in June 2005, EGenting was a subsidiary and an IT arm of GENT. As the IT arm of GENT, EGenting developed various IT application systems which were then used at the Genting Highlands Resort and the GENHK Group. Such systems included the DRS, IGS, ITS and ING. To facilitate the usage of such IT systems by Genting Highlands Resort, to permit EGenting to continually upgrade and improve such IT systems and to rationalise the holding and allocation of such proprietary rights within the GENT Group, the rights and title to such systems in Malaysia were licenced by GENT to EGenting on a non-exclusive basis. EGenting is permitted to sub-licence these rights to other sub-licencees. The primary sub-licencee of such IT systems is GENM, for the use of such IT systems at the Genting Highlands Resort. In consideration for the right to sub-licence, EGenting will pay GENT royalty fees of 95% of the sub-licence fees received from the sub-licencees and 5% of the annual renewal sub-licence fees received from sub-licencees. The terms of these licences provide for the continued existence of such an arrangement unless otherwise terminated by the parties. This arrangement enables the Group to source for potential purchasers of such IT systems in Malaysia.

Further, EGenting is at liberty to obtain licencing rights and title to such systems outside Malaysia from the relevant owner of such systems. As the investment arm of the GENT Group outside Malaysia, the Group is then able to use such IT systems for the development of new business.

The licence fees paid by EGenting are determined on an arm's length basis and are provided on commercial terms.

#### **5. Reimbursement services**

The Company has entered into other transactions with GOHL that have not been described above. These transactions include the reimbursements of travelling expenses, administrative fees and other professional fees incurred by GOHL for and on behalf of the Company, and by the Company for and on behalf of GOHL. The Company does not consider these transactions to be material. The Company will continue with these transactions so long as the arrangement is beneficial for the Group.



# GENTING

SINGAPORE

**Genting Singapore PLC**

(Incorporated in the Isle of Man with Limited Liability No.003846V)

## FORM OF PROXY

(Before completing the form, please refer to the notes overleaf)

I/We \_\_\_\_\_  
(FULL NAME IN BLOCK CAPITALS)

of \_\_\_\_\_  
(ADDRESS)

being a member/members of GENTING SINGAPORE PLC hereby appoint\*

\_\_\_\_\_  
(FULL NAME)

of \_\_\_\_\_  
(ADDRESS)

or failing him \_\_\_\_\_  
(FULL NAME)

of \_\_\_\_\_  
(ADDRESS)

or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 27 April 2010 at 10.00 a.m. and at any adjournment thereof.

Where it is desired to appoint more than one proxy, application should be made to the registered office or to IFG International (Registrars) Limited, International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles for additional Proxy Forms. In this case, each Proxy Form must state the percentage of the total shareholding which each proxy is entitled to represent.

My/our proxies shall vote as follows:

ORDINARY RESOLUTIONS		FIRST PROXY	
		For	Against
To receive and adopt the Audited Financial Statements	Resolution 1		
To approve Directors' fees of S\$492,308 (2008: S\$481,865)	Resolution 2		
To re-elect the following persons as Directors of the Company pursuant to Article 16.4 of the Articles of Association of the Company: i) Tan Sri Lim Kok Thay ii) Mr Tjong Yik Min	Resolution 3 Resolution 4		
To re-appoint Mr Tan Hee Teck as a Director of the Company pursuant to Article 16.3 of the Articles of Association of the Company	Resolution 5		
To re-appoint PricewaterhouseCoopers LLP, Singapore as Auditor of the Company	Resolution 6		
Proposed Share Issue Mandate	Resolution 7		
Proposed Issuance of Shares at a Discount of up to 20%	Resolution 8		
Proposed Renewal of the Shareholders' Mandate	Resolution 9		

(Please indicate with an "X" in the spaces provided as to how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

No. of Shares held	
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\* Delete if inapplicable

\_\_\_\_\_  
Signature of Member(s)

### NOTES

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member 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. 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.
4. 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.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office, International House, Castle Hill, Victoria Road, Douglas, Isle of Man, IM2 4RB, British Isles, not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.