



GENTING SINGAPORE PLC
(Incorporated in the Isle of Man No. 003846V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting of Genting Singapore PLC (the "Company") will be held at West Ballroom, Resorts World Convention Centre, Basement 2, 8 Sentosa Gateway, Resorts World Sentosa, Singapore 098269 on Thursday, 28 April 2011 at 10.00 a.m.

AS ORDINARY BUSINESSES

1. To lay before the meeting the Directors' Report and Audited Accounts for the financial year ended 31 December 2010. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$608,033 (2009: S\$492,308) for the financial year ended 31 December 2010. **(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) Mr. Lim Kok Hoong **(Resolution 3)**
 - ii) Mr. Koh Seow Chuan **(Resolution 4)**

(Mr. Lim will, upon re-election as a director, remain as Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.)

(Mr. Koh will, upon re-election as a director, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.)

4. To re-appoint PricewaterhouseCoopers LLP, Singapore as Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESSES

5. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:
 - 5.1 Proposed Share Issue Mandate **(Resolution 6)**

"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) 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% of the total number of issued shares in the 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 total number of issued shares in the 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 shares shall be based on the total number of issued shares in the 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 or subsisting at the time this resolution is passed, and (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (d) 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, whichever is the earlier."

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

5.2 Proposed Renewal of the Shareholders' Mandate

(Resolution 7)

"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 2 April 2011 (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."

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

By Order of the Board

DECLAN THOMAS KENNY

Company Secretary
2 April 2011

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 2 is to seek approval for the payment of Directors' fees of S\$608,033 for the financial year ended 31 December 2010.

Taking into account, among others, the increased focus on risk and governance issues, and the referencing of directors' fees against comparable benchmarks, the Board agreed with the Remuneration Committee's recommendation to propose a revision of the directors' fee structure as follows:

Existing Fee Structure for Non-Executive Directors ("NED")	Proposed Fee Structure for NED (on a per annum basis)						
	Board	Audit Committee ("AC")		Remuneration Committee ("RC")		Nominating Committee ("NC")	
	Members	Chairman	Members	Chairman	Members	Chairman	Members
Flat Fee of S\$120,000 per annum	S\$100,000	S\$40,000	S\$30,000	S\$30,000	S\$20,000	S\$30,000	S\$20,000

Note: Executive directors who serve on any Board committees will not be entitled to receive additional fees.

Existing Fee Structure for Executive Directors ("ED")	Proposed Fee Structure for ED
Flat fee of US\$9,000 per annum	Flat Fee of S\$12,000 per annum

Attendance fees remain the same at S\$3,500 per day or S\$1,000 (for teleconference meetings), regardless of the number of meetings held in one day.

- b. Ordinary Resolution 6 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% of the total number of issued shares in the 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 number of issued shares in the capital of the Company at the time this Ordinary Resolution is passed.
- c. Ordinary Resolution 7 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:

- 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.
- The instrument 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. The power of attorney or other authority appointing the attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- If the instrument of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
- If no name is inserted in the space for the name of the member's proxy on the form of proxy, the Chairman of the Meeting will act as the member's proxy.
- The instrument of proxy shall not be treated as valid unless deposited at the Company's registered office at 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.
- 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, at 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(a) 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.
- The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.