

**APPENDIX TO NOTICE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING 2009**

This Appendix is circulated to Shareholders of Genting International Public Limited Company (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 and the proposed appointment of PricewaterhouseCoopers, Singapore as Auditors of the Company in place of PricewaterhouseCoopers, Isle of Man to be tabled at the Twenty-Fourth Annual General Meeting of the Company to be held at Canning Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 24 April 2009 at 10.00 a.m.

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.



**APPENDIX TO NOTICE OF TWENTY-FOURTH ANNUAL  
GENERAL MEETING**

**in relation to**

- (I) THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS; AND**
- (II) THE APPOINTMENT OF PRICEWATERHOUSECOOPERS, SINGAPORE AS AUDITORS OF THE COMPANY, IN PLACE OF PRICEWATERHOUSECOOPERS, ISLE OF MAN.**

## DEFINITIONS

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

<i>AGM</i>	Annual General Meeting
<i>ADB</i>	Asiatic Development Berhad, a company incorporated in Malaysia and whose shares are listed on Bursa Malaysia
<i>Annual Report</i>	Annual Report of the Company for the financial year ended 31 December 2008
<i>Asiatic Development Group</i>	Asiatic Development Berhad, its subsidiaries and associated companies
<i>ASSB</i>	Ascend Solutions Sdn Bhd (formerly known as E-Genting Services 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 Justin Tan Wah Joo
<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 RWB 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 Genting 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>GB</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>Genting Group</i>	Genting Berhad, its subsidiaries and associated companies, including three listed entities namely, RWB, ADB and the Company
<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>GIPLC or the Company</i>	Genting International Public Limited Company, a company incorporated in the Isle of Man whose shares are listed on the SGX-ST
<i>GISSB</i>	Genting International Services Sdn Bhd, a wholly 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 GB
<i>Group</i>	GIPLC, its subsidiaries and jointly controlled entities
<i>GZ</i>	GZ Trust Corporation
<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>IMA</i>	The International Marketing Agreement entered into between the Company and RWB under which the Company was appointed as the international marketing coordinator of the Genting Highlands Resort in Malaysia
<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>ISA</i>	International Sales Agreement entered into between the Company and RWB under which the Company was appointed as the international sales coordinator of the Genting Highlands Resort in Malaysia. The Company has since assigned to GIML all its rights and transferred all its obligations and liabilities in and under the ISA and the full benefit granted thereby, via a deed of assignment dated 31 October 2006
<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-Fourth Annual General Meeting of GIPLC to be held at Canning Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 24 April 2009 at 10.00 a.m.

<i>NTA</i>	Net Tangible Assets
<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-Fourth Annual General Meeting of the Company
<i>RM</i>	Ringgit Malaysia
<i>Resorts World Group</i>	Resorts World Bhd, its subsidiaries and associated companies
<i>RWB</i>	Resorts World Bhd, a company incorporated in Malaysia and whose shares are listed on Bursa Malaysia
<i>RWL</i>	Resorts World Limited, an indirect wholly-owned subsidiary of RWB
<i>SCL</i>	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>SGX-ST</i>	Singapore Exchange Securities Trading Limited
<i>Share(s)</i>	Ordinary share(s) of US\$0.10 each 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>Star Cruises Group</i>	Star Cruises Limited, its subsidiaries and associated companies
<i>WorldCard loyalty programme</i>	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 INTERNATIONAL PUBLIC LIMITED COMPANY**

(Incorporated in the Isle of Man with Limited Liability No. 24706C)

<b>Directors</b>	<b>Nationality</b>	<b>Registered Office</b>
<b>Tan Sri Lim Kok Thay</b> (Executive Chairman)	Malaysian	International House, Castle Hill, Victoria Road, Douglas, Isle of Man IM2 4RB, British Isles
<b>Mr Justin Tan Wah Joo</b> (Managing Director)	Malaysian	
<b>Mr Lim Kok Hoong</b> (Independent Director)	Singaporean	1 April 2009
<b>Mr Tjong Yik Min</b> (Independent Director)	Singaporean	
<b>Mr Koh Seow Chuan</b> (Independent Director)	Singaporean	
<b>Mr Ong Moh Pheng</b> (Alternate to Mr Justin Tan Wah Joo)	Malaysian	

To : The Shareholders of Genting International Public Limited Company

Dear Sir/Madam,

**APPENDIX RELATING TO (I) THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS; AND (II) THE APPOINTMENT OF PRICEWATERHOUSECOOPERS, SINGAPORE AS AUDITORS OF THE COMPANY IN PLACE OF PRICEWATERHOUSECOOPERS, ISLE OF MAN.**

**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-Fourth AGM of the Company for:

- (I) the renewal of the Shareholders' Mandate for Interested Person Transactions; and
- (II) the appointment of PricewaterhouseCoopers, Singapore as auditors of the Company in place of PricewaterhouseCoopers, Isle of Man.

**2. PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS**

**2.1 INTRODUCTION**

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-Third AGM on 25 April 2008, is effective until the Company's Twenty-Fourth AGM to be held on 24 April 2009. The Company therefore seeks the approval of the Shareholders for a renewal of the Shareholders' Mandate at the coming Twenty-Fourth AGM to be held at Canning Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 24 April 2009 at 10.00 a.m., subject to satisfactory review by the Company's Audit Committee of its continued application to transactions with interested persons.

## **2.2 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.

## **2.3 SCOPE OF THE SHAREHOLDERS' MANDATE**

### **2.3.1 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 respective associates.

Such interested persons include (i) the Directors; (ii) companies within the Genting Group such as GB, RWB and ADB; (iii) substantial shareholders of GB such as KHR, GHL 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.

### **2.3.2 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; and
- (iv) the provision of management services

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

- (i) the provision of administration support and business centre services;
- (ii) the provision of procurement, payment settlement and travel related services;
- (iii) the provision of corporate services;
- (iv) the leasing of premises;
- (v) the licence of various IT systems; and
- (vi) 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 Star Cruises Group;
- (iii) sales and marketing services pursuant to the ISA and IMA;
- (iv) consultancy services on the concept and design of entertainment lounges; and
- (v) 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.

### **2.3.3 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.

### **3. APPOINTMENT OF PRICEWATERHOUSECOOPERS, SINGAPORE AS AUDITORS OF THE COMPANY, IN PLACE OF PRICEWATERHOUSECOOPERS, ISLE OF MAN**

An Extraordinary General Meeting of the Company is scheduled to be held at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Twenty-Fourth AGM of the Company which will be held on the same day and at the same place at 10.00 a.m., whichever is later, or any adjournment thereof for the purpose of considering inter-alia the passing of a special resolution pertaining to the proposed re-registration of the Company under the Isle of Man Companies Act 2006 ("2006 Act").

In the 2006 Act, there is no provision for the financial statements of a 2006 Act company to be audited. Notwithstanding the non compulsory audit requirement of a 2006 Act company, it is intended for the financial statements of the Company to continue to be required to be audited upon the re-registration of the Company under the 2006 Act. So as to facilitate the audit of the financial statements of the Company since a large part of the business activities of the Group is concentrated in Singapore, it is proposed that PricewaterhouseCoopers ("PwC"), Singapore be appointed in place of PwC, Isle of Man as the auditors of the Company when the Company is re-registered under the 2006 Act. If Ordinary Resolution 6 as stated in the Notice of the AGM, for the appointment of auditors is passed, it will enable PwC, Singapore to be appointed immediately after the proposed re-registration of the Company under the 2006 Act takes effect.

PwC, Isle of Man have confirmed that they are not aware of any professional reasons why PwC, Singapore should not accept appointment as Auditors of the Company.

The Directors have confirmed that there were no disagreements with PwC, Isle of Man on accounting treatments within the last 12 months and that there are no other circumstances connected with the change of auditors that should be brought to the attention of shareholders.

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

If approved by the Shareholders at the Twenty-Fourth 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 2009, being the latest practicable date are set out below:

	Direct Interest		Deemed Interest	
	Number of shares	%	Number of shares	%
<b>Directors <sup>(1)</sup></b>				
Tan Sri Lim Kok Thay <sup>(2)</sup>	198,000	0.0021	_(2)	_(2)
Justin Tan Wah Joo	484,400	0.0050	-	-
Lim Kok Hoong	-	-	-	-
Tjong Yik Min	400,000	0.0042	-	-
Koh Seow Chuan	-	-	-	-
Ong Moh Pheng	-	-	-	-
<b>Substantial Shareholders (5% or more)</b>				
GOHL	5,246,551,892	54.44	-	-
GHL <sup>(3)</sup>	649,073,320	6.73	-	-
GZ <sup>(4)</sup>	-	-	649,073,320	6.73
GB <sup>(5)</sup>	-	-	5,246,551,892	54.44
KHR <sup>(6)</sup>	-	-	5,512,480,785	57.20
Parkview <sup>(7)</sup>	-	-	5,512,480,785	57.20

### 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 International Employee Share Option Scheme. The Directors, other than Mr Koh Seow Chuan and Mr Ong Moh Pheng, have also been awarded ordinary shares pursuant to the Performance Share Scheme of the Company. The vesting of the shares is contingent upon achievement of various performance targets.
- (2) Tan Sri Lim Kok Thay is the Executive Chairman. He is a director of GB, certain companies within the Genting Group and certain companies which are substantial shareholders of GB. He is also presently one of the beneficiaries of a discretionary trust, the trustee of which is GZ (please see Note (4) for information on this trust). Tan Sri Lim Kok Thay is also one of the beneficiaries of another discretionary trust, the trustee of which is Parkview (please see Note (7) 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 GZ and Parkview in the Shares of the Company are explained in Notes (4) and (7) respectively. On account of Tan Sri Lim Kok Thay being a beneficiary of the two discretionary trusts, he is deemed interested in the Shares of the Company by virtue of the deemed interests of GZ and Parkview.
- (3) GHL acts as the trustee of Golden Hope Unit Trust ("GHUT"), a private unit trust. 99.99% of the voting units of GHUT are held by GZ directly and 0.01% indirectly through Cove Investments Limited, which is wholly-owned by GZ. The board members of GHL are Mr David Andrew Harris, Mr Charles Gary Hepburn (alternate to Mr David Andrew Harris), Mr Declan Thomas Kenny, Mrs Niamh Norah Goddard (alternate to Mr Declan Thomas Kenny), Tan Sri Lim Kok Thay and Mr Teo Eng Siong. They perform their duties as directors of GHL independently for the best interest of GHUT.

- (4) GZ 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 father of the Executive Chairman of the Company, Tan Sri Lim Kok Thay. GZ is deemed to be interested in the Shares of the Company held by GHL. GZ is a professional trustee corporation of the HSBC group.
- (5) GOHL is a wholly-owned subsidiary of GB. Therefore, GB is deemed to be interested in the Shares of the Company held by GOHL.
- (6) KHR and its wholly-owned subsidiaries namely Alocasia Sdn Bhd, World Management Sdn Bhd, Inverway Sdn Bhd and Tinehay Holdings Limited, collectively own 39.53% of the issued share capital of GB. KHR is deemed to be interested in the Shares of the Company held by its subsidiary and through GB.
- (7) 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 Teo Eng Siong 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 Justin Tan Wah Joo 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 Justin Tan Wah Joo 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 2.3.1 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 2.2 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-Fourth AGM to be held at Canning Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 24 April 2009 at 10.00 a.m.

The Directors recommend that Shareholders vote in favour of Resolution 6, being the Ordinary Resolution relating to the proposed appointment of PwC, Singapore as auditors of the Company, in place of PwC, Isle of Man, at the forthcoming Twenty-Fourth AGM to be held at Canning Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 24 April 2009 at 10.00 a.m.

## **8. APPROVAL AND RESOLUTION**

Your approval for the proposed renewal of the Shareholders' Mandate and the appointment of PwC, Singapore as auditors of the Company, in place of PwC, Isle of Man, is sought at the Twenty-Fourth AGM.

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

If a Shareholder is unable to attend the Twenty-Fourth 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-Fourth 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-Fourth AGM if he so wishes.

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-Fourth 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-Fourth AGM.

**11. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept responsibility for the accuracy of the information given in this Appendix and confirm 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 INTERNATIONAL PUBLIC LIMITED COMPANY**

**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:

- (a) 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
- (b) 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 Resorts World Group

The Company's wholly-owned subsidiary, EGenting, and certain of its subsidiaries have entered into various customer interaction centre agreements with the Resorts World Group. Pursuant to these and various supplemental agreements entered into between EGenting and the Resorts World 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 Resorts World Group and providing information and booking services for guests. Such facilities and services of the Resorts World 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 Resorts World Group such as web-hosting, the provision of contents for RWB'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 Genting Group including the Resorts World Group, the Asiatic Development Group and the Star Cruises Group; (ii) KHR, which is deemed to be interested in the shares of the Company through Genting Berhad 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 RWB 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 Card Services Sdn. Bhd. (now known as Genting Worldcard Services Sdn Bhd) and RWB on 1 July 2000. RWB is a participating merchant in the programme. The agreement is automatically 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) WorldCard membership data hosting fees; (iii) transaction fees which are based on the value of points earned and redeemed, and a percentage of the spending and redemption value 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 SCL. 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.

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

#### **1. Provision of administration support and business centre services**

In order to rationalise and systemise the provision of administration support and business centre services, a comprehensive agreement was entered into between GB and SCL on 14 January 2003. Pursuant to the agreement, the Star Cruises Group will provide services to the Genting Group including administrative services, IT support services and other support services (such as travel-related and secretarial services) to the International sales offices located outside Malaysia. In addition, the Star Cruises Group will also lease office space to the Genting Group, if required. Pursuant to this agreement, the Group uses the sales offices of the Star Cruises Group in certain jurisdictions and the services provided by such sales offices to us include accounting, documentation, market survey and research and accommodation. In respect of such services, the fees payable by the Group are based on the actual costs and expenses incurred by the Star Cruises Group plus a mark-up of 10% on such costs and expenses. Considering the range of services provided and the manpower required for the provision of such services, the Company considers that the transaction was entered into on commercial terms and on an arm's length basis. Any variations to the terms or conditions of the agreement or the renewal thereof by GB on the Company's behalf shall require the consent of the Company.

#### **2. Miscellaneous services provided by RWB**

##### *Procurement*

Pursuant to an agreement dated 1 January 2004, GB appointed RWB as a procurement agent. RWB 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 GB and all its subsidiaries, related companies and associated companies, including the Group. Items that RWB procured on behalf of the Group include stationery, computer hardware and software. A fixed administrative fee is charged by RWB 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 GB on the Company's behalf shall require the consent of the Company.

##### *Payment settlement services*

RWB provides payment settlement services for purchases made by EGenting and its subsidiaries. In consideration for the services provided by RWB to EGenting and its subsidiaries, RWB charges an administrative fee per transaction. In addition, the Group will reimburse RWB 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 RWB, 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.

### **3. Provision of corporate services**

Pursuant to the agreement dated 20 December 2001 entered into between GB and the Company, GB 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 GB providing such services, the Group pays GB an apportionment of the total manpower costs incurred by GB plus a mark-up of 10% 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 GB for all out of pocket expenses. Further, the Group pays GB rent for premises occupied in proportion to the manpower assigned to the Group. The Group will continue to receive such corporate services from GB 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.

### **4. Lease of premises**

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

Oakwood leases office space on the 7th, 16th, 17th and 19th floor of Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur to ASSB, GISSB, GIKE and EGenting respectively. The tenancy agreements are for three years commencing 1 January 2009 and monthly rental payable by ASSB, GISSB, GIKE and EGenting are RM11,748, RM16,280, RM40,339 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.

The Company's Executive Chairman, Tan Sri Lim Kok Thay, is a director of and controls Rich Hope Limited ("Rich Hope"). Pursuant to a lease agreement dated 28 November 2001 and entered into between Rich Hope and our Company, the Company leased an apartment for the benefit of the Group's executives from Rich Hope at Suite 4608, Convention Plaza Apartment, 1 Harbour Road, Wanchai, Hong Kong. The latest lease was renewed on 15 July 2007 for a rent of HK\$135,000 per month, excluding the rates, management fees and air-conditioning fees which are to be paid in advance. The current agreement expires on 14 July 2009. The lease was entered into on an arm's length basis and in accordance with the prevailing market rates for leases in that area.

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

Prior to the EGenting Acquisition completed in June 2005, EGenting was a subsidiary and an IT arm of GB. As the IT arm of GB, EGenting developed various IT application systems which were then used at the Genting Highlands Resort and the Star Cruises 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 Genting Group, the rights and title to such systems in Malaysia were licenced by GB 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 RWB, for the use of such IT systems at the Genting Highlands Resort. In consideration for the right to sub-licence, EGenting will pay GB 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 Genting 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.

### **6. 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 INTERNATIONAL PUBLIC LIMITED COMPANY**

(Incorporated in the Isle of Man with Limited Liability No. 24706C)

**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 INTERNATIONAL PUBLIC LIMITED COMPANY 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 Friday, 24 April 2009 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\$481,865 (2007: S\$504,308)	Resolution 2		
To re-elect the following persons as Directors of the Company pursuant to Article 102 of the Articles of Association of the Company: (i) Mr Justin Tan Wah Joo (ii) Mr Lim Kok Hoong	Resolution 3 Resolution 4		
To re-appoint Mr Koh Seow Chuan as a Director of the Company pursuant to Article 101 of the Articles of Association of the Company	Resolution 5		
To re-appoint PricewaterhouseCoopers as Auditors 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 \_\_\_\_\_ 2009

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.