

---

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

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**GENTING**  
**HONG KONG**

**Genting Hong Kong Limited**

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

**MAJOR TRANSACTION**

**IN RELATION TO THE DISPOSAL OF INTEREST IN GENTING MACAU**

---

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. INTRODUCTION .....	5
2. THE SALE AND PURCHASE AGREEMENT .....	6
3. REASONS FOR, AND BENEFITS OF, ENTERING INTO THE TRANSACTION .....	9
4. FINANCIAL EFFECT OF THE TRANSACTION .....	10
5. INFORMATION ON THE COMPANY AND THE PARTIES .....	11
6. LISTING RULES IMPLICATIONS .....	12
7. ADDITIONAL INFORMATION .....	13
<b>APPENDIX I – PROPERTY VALUATION REPORT</b> .....	14
<b>APPENDIX II – FINANCIAL INFORMATION OF THE GROUP</b> .....	21
<b>APPENDIX III – GENERAL INFORMATION</b> .....	26

---

## DEFINITIONS

---

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

“Announcement”	the announcement of the Company dated 10 November 2020 in relation to the Transaction
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong
“BVI”	British Virgin Islands
“Call Option”	the call option granted by the Vendor to the Purchaser to purchase from the Vendor the Option Shares under the Sale and Purchase Agreement
“Company”	Genting Hong Kong Limited, an exempted company continued into Bermuda with limited liability, having its Shares listed on the Main Board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Shares and the assignment of the Sale Loan
“Completion Date”	the 3rd Business Day after the date on which the Vendor gives written notice to the Purchaser that the Condition Precedent is fulfilled (or, if applicable, waived), or such other date as the Parties may mutually agree in writing
“Condition Precedent”	has the meaning given to it under the section headed “ <i>LETTER FROM THE BOARD – 2. THE SALE AND PURCHASE AGREEMENT – Condition Precedent</i> ”
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Consideration”	HK\$750,000,000, being the aggregate consideration of the Share Consideration and the Loan Consideration
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares and the assignment of the Sale Loan pursuant to the Sale and Purchase Agreement
“Earnest Money”	the amount of HK\$150,000,000 of earnest money paid by the Purchaser to the Vendor before the date of the Announcement
“EUR”	Euro(s), the lawful currency of the participating states within the European Union

---

## DEFINITIONS

---

“Genting Macau”	Genting Macau Holdings Limited (now known as New G Macau Holding Limited), a company incorporated in the BVI with limited liability
“GHUT”	Golden Hope Unit Trust, a private unit trust which is wholly held directly and indirectly by Summerhill Trust Company (Isle of Man) Limited as trustee of a discretionary trust, the beneficiaries of which are Tan Sri Lim and certain members of Tan Sri Lim’s family
“Golden Hope”	Golden Hope Limited, a company incorporated in the Isle of Man with limited liability and a substantial shareholder of the Company holding directly 5,468,692,124 Shares (representing approximately 64.47% of the Company’s issued share capital as at the date of the Announcement, the date of the written Shareholders’ approval and the Latest Practicable Date) in its capacity as trustee of the GHUT
“Group”	the Company and its subsidiaries
“Guarantor”	Ms. Ao Mio Leong
“HKFRS”	has the meaning given to it under the section headed “ <i>LETTER FROM THE BOARD – 4. FINANCIAL EFFECT OF THE TRANSACTION</i> ”
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joondalup”	Joondalup Limited, a company incorporated in the Isle of Man with limited liability holding directly 546,628,908 Shares (representing approximately 6.44% of the Company’s issued share capital as at the date of the Announcement, the date of the written Shareholders’ approval and the Latest Practicable Date). Joondalup is wholly owned by Golden Hope as trustee of the GHUT
“Land”	a leased land situated in Praça Ferreira do Amaral registered with the Real Estate Registry of Macau
“Latest Practicable Date”	25 January 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

---

## DEFINITIONS

---

“Loan Consideration”	consideration for the assignment of the Sale Loan in the amount of HK\$700,000,000
“Long Stop Date”	11 December 2020 or such other date as the Vendor and the Purchaser may agree in writing
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“MLIC”	Macau Land Investment Corporation, a company incorporated in the BVI with limited liability
“Options”	the Call Option and the Put Option
“Option Notice”	has the meaning given to it under the section headed “ <i>LETTER FROM THE BOARD – 2. THE SALE AND PURCHASE AGREEMENT – Call Option and Put Option</i> ”
“Option Shares”	50 ordinary shares of par value of US\$1 each in the share capital of Genting Macau, representing 50% interest in the entire issued share capital of Genting Macau
“Parties”	has the meaning given to it under the section headed “ <i>LETTER FROM THE BOARD – 2. THE SALE AND PURCHASE AGREEMENT – Completion</i> ”
“Purchaser”	White Supreme Corporation, a company incorporated in the Republic of the Marshall Islands with limited liability
“Put Option”	the put option granted by the Purchaser to the Vendor to require the Purchaser to purchase from the Vendor the Option Shares under the Sale and Purchase Agreement
“RM”	Malaysian Ringgit(s), the lawful currency of Malaysia
“Sale Loan”	the entire amount of the shareholder’s loan and interest owing by Genting Macau to the Vendor, the aggregate amount as at the date of the Sale and Purchase Agreement was not less than HK\$800,000,000
“Sale Shares”	50 ordinary shares of par value of US\$1 each in the share capital of Genting Macau, representing 50% interest in the entire issued share capital of Genting Macau
“Sale and Purchase Agreement”	a sale and purchase Agreement dated 10 November 2020 entered into among the Vendor, the Purchaser and the Guarantor in relation to the sale and purchase of Sale Shares, the assignment of the Sale Loan and the grant of the Options

---

## DEFINITIONS

---

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	ordinary shares with par value of US\$0.10 each in the share capital of the Company
“Share Consideration”	consideration for the sale and purchase of the Sale Shares in the amount of HK\$50,000,000
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“S\$”	Singapore dollar(s), the lawful currency of Singapore
“Tan Sri Lim”	Tan Sri Lim Kok Thay, the Chairman and Chief Executive Officer, an Executive Director and a substantial Shareholder of the Company who directly holds 368,643,353 Shares (representing approximately 4.35% of the issued share capital of the Company as at the date of the Announcement, the date of the written Shareholders’ approval and the Latest Practicable Date)
“Target Group”	Genting Macau and its subsidiaries
“TIECL”	Treasure Island Entertainment Complex Limited, a company incorporated in Macau with limited liability
“Transaction”	the Disposal and the Options
“US\$”	United States dollar(s), the lawful currency of the United States of America
“Vendor”	Star Cruises Asia Holding Ltd., a company incorporated in Bermuda with limited liability and a direct wholly-owned subsidiary of the Company
“%”	per-cent

*For the purpose of this circular, the exchange rate of US\$1.00 = HK\$7.80 has been used, where appropriate, for the purposes of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at the above rate or at any other rates or at all.*

---

LETTER FROM THE BOARD

---



**GENTING**  
**HONG KONG**

**Genting Hong Kong Limited**

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

*Board of Directors:*

Executive Directors:

Tan Sri Lim Kok Thay

*(Chairman and Chief Executive Officer)*

Mr. Au Fook Yew *(alias Mr. Colin Au)*

*(Deputy Chief Executive Officer and Group President)*

Mr. Chan Kam Hing Chris

*(Chief Financial Officer)*

Independent Non-executive Directors:

Mr. Alan Howard Smith

*(Deputy Chairman)*

Mr. Lam Wai Hon, Ambrose

Mr. Justin Tan Wah Joo

*Registered Office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

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

Suite 1501

Ocean Centre

5 Canton Road

Tsimshatsui

Kowloon

Hong Kong SAR

29 January 2021

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION**

**IN RELATION TO THE DISPOSAL OF INTEREST IN GENTING MACAU**

**1. INTRODUCTION**

Reference is made to the Announcement.

---

## LETTER FROM THE BOARD

---

On 10 November 2020, the Vendor, a direct wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Purchaser and the Guarantor, pursuant to which (i) the Vendor agreed to sell and assign, and the Purchaser agreed to purchase and accept the assignment of, the Sale Shares (representing 50% of the then total issued share capital of Genting Macau) and the Sale Loan for the Consideration as set out in this circular; and (ii) the Vendor agreed to grant to the Purchaser the Call Option to purchase the Option Shares and the Purchaser agreed to grant to the Vendor the Put Option to sell the Option Shares.

Completion of the sale and purchase of the Sale Shares and the Sale Loan took place on 2 December 2020.

The purpose of this circular is to provide you with, among other things, (i) further details in relation to the Sale and Purchase Agreement and the Transaction; and (ii) other information in accordance with the Listing Rules.

## 2. THE SALE AND PURCHASE AGREEMENT

### **Date**

10 November 2020

### **Parties**

- (i) The Vendor (a direct wholly-owned subsidiary of the Company)
- (ii) The Purchaser
- (iii) The Guarantor

### **Subject Matter**

The Vendor agreed to sell, and the Purchaser agreed to purchase, the Sale Shares (representing 50% of the then total issued share capital of Genting Macau) at Completion.

The Vendor agreed to sell and assign and the Purchaser agreed to purchase and accept the assignment of all rights, title, benefits and interests of and in the Sale Loan and together with all rights attaching thereto on or after the Completion Date.

Genting Macau and its subsidiaries (being the Target Group) are principally engaged in the development of hospitality facilities. Genting Macau holds 75% interest in MLIC. The remaining 25% interest in MLIC is held by World Arena Corporation (a company incorporated in the BVI in which Mr. Kwan Yan Chi holds certain interest) and Silverland Concept Corporation (a company incorporated in the BVI in which Mr. Kwan Yan Ming holds certain interest). TIECL, an indirect wholly-owned subsidiary of MLIC, is the registered and beneficial owner of the Land.



---

## LETTER FROM THE BOARD

---

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, World Arena Corporation, Silverland Concept Corporation, Mr. Kwan Yan Chi and Mr. Kwan Yan Ming are third parties independent of the Company and connected persons of the Company.

### **Consideration**

The Consideration payable by the Purchaser to the Vendor for the Sale Shares and the Sale Loan is HK\$750,000,000 (equivalent to approximately US\$96,154,000), comprising the Share Consideration of HK\$50,000,000 (equivalent to approximately US\$6,410,000) and the Loan Consideration of HK\$700,000,000 (equivalent to approximately US\$89,744,000).

Under the Sale and Purchase Agreement, the Consideration shall be satisfied by the Purchaser in the following manner:

- (i) an initial non-refundable deposit of HK\$150,000,000 shall be paid by the Purchaser to the Vendor on the date of the Sale and Purchase Agreement by releasing the Earnest Money;
- (ii) a further non-refundable deposit of HK\$100,000,000 shall be paid by the Purchaser to the Vendor on the date of the Sale and Purchase Agreement by way of telegraphic transfer;
- (iii) another further non-refundable deposit of HK\$360,000,000 shall be paid by the Purchaser to the Vendor on or before 30 November 2020 by way of telegraphic transfer; and
- (iv) the balance of the Consideration of HK\$140,000,000 shall be paid upon Completion or by the Long Stop Date (whichever is earlier) by the Purchaser to the Vendor by way of telegraphic transfer.

As at the Latest Practicable Date, the full amount of the Consideration has been paid by the Purchaser to the Vendor.

### **Basis of Determining the Consideration**

The Consideration was arrived at after arm's length negotiations between the Vendor and the Purchaser and are on normal commercial terms, taking into account various factors, including the future prospects of Genting Macau's business and the value of certain of its assets.

The Consideration represents certain discount compared with the valuation of the Land apportioned to the Group's 75% stake in the Target Group. The discount was negotiated on the basis that the Purchaser was willing to close the deal swiftly within 2020. In particular, the Purchaser agreed to take full responsibility to settle all liabilities of the Target Group as from Completion (please see the section headed "*Liabilities in relation to the Land*" below for further details). The Purchaser also acknowledged the tight land development period allowed by the Macau Government, and the uncertainty as to whether any extension would be granted.

---

## LETTER FROM THE BOARD

---

### Condition Precedent

Completion is conditional upon the fulfilment (or, if applicable, waiver) of the approval by the Shareholders in respect of the Transaction in accordance with the requirements of the Listing Rules (“**Condition Precedent**”) on or before the Long Stop Date.

If the Condition Precedent is not fulfilled (or, if applicable, waived) on or before the Long Stop Date, the Vendor shall be entitled to terminate the Sale and Purchase Agreement.

As at the Latest Practicable Date, the Condition Precedent has been fulfilled. Please see the section headed “*LETTER FROM THE BOARD – 6. LISTING RULES IMPLICATIONS*” for further details.

### Completion

Subject to the fulfilment (or, if applicable, waiver) of the Condition Precedent, Completion shall take place at or before 3:00 p.m. on the Completion Date (or such other day as the parties to the Sale and Purchase Agreement (“**Parties**”) may agree in writing).

Completion of the sale and purchase of the Sale Shares and the Sale Loan took place on 2 December 2020.

### Termination

The Sale and Purchase Agreement may be terminated:

- (i) by the Vendor if the Condition Precedent has not been fulfilled (or, if applicable, waived) on or before the Long Stop Date;
- (ii) by either the Vendor or the Purchaser, if the other party fails to comply with its obligations on the Completion Date as required by the Sale and Purchase Agreement.

### Guarantee

The Guarantor agreed to guarantee the performance of the Purchaser of its obligations and liabilities under the Sale and Purchase Agreement in the event the Purchaser fails to perform its obligations or liabilities under the Sale and Purchase Agreement.

---

## LETTER FROM THE BOARD

---

### **Call Option and Put Option**

The Vendor agreed to grant to the Purchaser the Call Option to purchase from the Vendor the Option Shares (i.e. the remaining 50% interest in Genting Macau) and the Purchaser agreed to grant to the Vendor the Put Option to require the Purchaser to purchase from the Vendor the Option Shares. The Call Option is exercisable for a period for 12 months from the Completion Date and the Put Option is exercisable for a period of 12 months following expiry of the exercise period for the Call Option. Since the Completion Date was 2 December 2020, the Call Option may be exercised during the period from 2 December 2020 to 1 December 2021, and the Put Option may be exercised during the period from 2 December 2021 to 1 December 2022. Each of the Options may be exercised by a Party by serving a written notice (the “**Option Notice**”) to the other Party after the relevant approval from the Macau Government has been obtained. The sale and purchase of the Option Shares shall be completed on the date being the third Business Day after the date of the Option Notice.

On Completion, the Vendor only transferred 50% interest in Genting Macau (representing 37.5% effective interest in TIECL and the Land) to the Purchaser. The Company was advised by Macanese legal advisors that the Parties would not be required to obtain approval from the Macau Government before completion of such transfer.

Both Parties considered it beneficial for the transfer of the Sale Shares and the Option Shares to be split into two phases. From the perspective of the Purchaser, it was important to be able to acquire the Sale Shares first without waiting for the relevant approval from the Macau Government. From the perspective of the Vendor, it was important to be able to receive nearly the full consideration for the Transaction upfront upon Completion. Accordingly, the exercise price of the Options (i.e. HK\$1.00 per Option Share) has been determined to be a nominal amount only.

### **Liabilities in relation to the Land**

As from Completion, the Vendor shall not be liable towards any payment for satisfaction of any liabilities of the Target Group and the Purchaser agrees to take full responsibility to settle all liabilities of the Target Group, including but not limited to any construction costs and design costs incurred or to be incurred, due or payable, in connection with the development and construction of the Land (whether occurring before or after the date of the Sale and Purchase Agreement), and that no adjustment shall be made to the Consideration. The Vendor will also not be required to make further investment into the Target Group before the exercise of the Call Option or the Put Option.

### **3. REASONS FOR, AND BENEFITS OF, ENTERING INTO THE TRANSACTION**

TIECL planned to develop and build on the Land a hotel. Due to COVID-19, development of the Land was suspended for 15 days in February 2020. Construction gradually resumed thereafter up to July 2020 when the building structure was topped off, after which construction was suspended in order to conserve the available cash until further funding is secured. Subject to obtaining relevant approval from the Macau Government, the latest target completion date was expected to be around mid-2022.

---

## LETTER FROM THE BOARD

---

Construction cost on the development of the Land accumulated to approximately HK\$1,060,000,000 since the commencement of piling work in July 2017. It was expected that further construction cost would amount to approximately HK\$2,720,000,000. This would no doubt divert the resources of the Group at a time when the Group needs to focus on the cruise and shipyard operations.

The Transaction is aligned with the Group's objective to sell non-core assets and will reduce the Group's financial burden in meeting future funding requirements in relation to Genting Macau's business. Further, the Transaction will increase the liquidity of the Group, with the proceeds being used for general working capital for the Group, thereby enabling layup of the cruise ships in its fleet which are not in operation as well as the ongoing operation of those cruise ships that continue to sail, in addition to funding the Group's cruise-related and other operations. In particular, in November 2020 at the time when the Sale and Purchase Agreement was signed, the Group was recommencing the flagship deployment of World Dream in Singapore. The fund derived from the Transaction provided additional working capital to enhance onboard facilities for infection prevention CruiseSafe certification and re-activation of the vessel, while also catering to the burn rate of other ships under layup.

In view of the above and the reasons set out under the section headed "*THE SALE AND PURCHASE AGREEMENT – Basis of Determining the Consideration*" above, the Directors are of the view that the terms of the Transaction and the Sale and Purchase Agreement are fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

#### 4. FINANCIAL EFFECT OF THE TRANSACTION

The Transaction is estimated to result in a loss of approximately US\$156.7 million, after taking into consideration the Consideration from the Transaction of HK\$750,000,000 (equivalent to approximately US\$96.2 million), the consolidated net liability value of the Target Group of approximately US\$51.8 million, loss on assignment of the Sale Loan and impairment of receivables from the Target Group of approximately US\$304.7 million.

In accordance with the requirements of Hong Kong Financial Reporting Standards ("**HKFRS**"), after considering various factors including but not limited to the likelihood of the Options being exercised and no control or significant influence is retained in Genting Macau by the Group after the Completion, the Disposal shall be accounted for as disposal of 100% equity interest of Genting Macau.

Accordingly, following the completion of the Disposal, Genting Macau has ceased to be a subsidiary of the Company and the financial results (including the earnings) of the Target Group were no longer consolidated into the financial statements of the Group. Upon completion of the Disposal, the total assets of the Group decreased by approximately US\$507.1 million (as a result of (i) the receipt of the Consideration for the Disposal of US\$96.2 million; (ii) the deconsolidation of the total assets of the Target Group of approximately US\$298.6 million; and (iii) the assignment of the Sale Loan of approximately US\$304.7 million) and the total liabilities of the Group decreased by approximately US\$350.4 million as a result of deconsolidation of the total liabilities of the Target Group. Therefore, the net assets of the Group decreased by approximately US\$156.7 million.

---

## LETTER FROM THE BOARD

---

### 5. INFORMATION ON THE COMPANY AND THE PARTIES

#### **The Company and the Vendor**

The Company is an investment holding company and its subsidiaries are principally engaged in the business of cruise and cruise-related operations, shipyard operations and leisure, entertainment and hospitality activities. Golden Hope Limited (“**Golden Hope**”) as trustee of the GHUT, which directly and indirectly holds approximately 70.91% of the issued share capital of the Company as at the date of the Announcement, the date of the written Shareholders’ approval and the Latest Practicable Date, is a substantial shareholder of the Company. Golden Hope as trustee of the GHUT is principally involved in investment holding. The Vendor is an investment holding company and a direct wholly-owned subsidiary of the Company.

#### **The Purchaser**

The Purchaser is an investment holding company standing in the Marshall Islands. Ms. Ao Mio Leong, as a principal shareholder and the current director of the Purchaser, is a Macau located investor, whose activities are concentrated in real estate, leisure, and hospitality investments.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner(s) is a third party independent of the Company and connected persons of the Company.

#### **The Guarantor**

The Guarantor is a Macau businesswoman and the principal shareholder of the Purchaser.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Guarantor is a third party independent of the Company and connected persons of the Company.

---

## LETTER FROM THE BOARD

---

### The Target Group

Genting Macau is a company incorporated in the BVI with limited liability. The Target Group is principally engaged in the development of hospitality facilities. As at 30 September 2020, the unaudited consolidated net liability value of the Target Group was approximately US\$67,800,000 (prepared in accordance with HKFRS). The consolidated net loss of the Target Group for each of the two financial years ended 31 December 2018 and 31 December 2019 (prepared in accordance with HKFRS) are set out below:

	<b>For the year ended 31 December 2018</b>	<b>For the year ended 31 December 2019</b>
	(unaudited)	(unaudited)
	<i>US\$'000</i>	<i>US\$'000</i>
Net loss before taxation	7,885	8,068
Net loss after taxation	7,885	8,068

### MLIC and the Land

In March 2007, the Company (through the Vendor and Genting Macau) acquired 50% interest in MLIC from Mr. José Manuel dos Santos and another 25% interest from World Arena Corporation (which was wholly beneficially owned by Mr. Kwan Yan Chi) and Silverland Concept Corporation (which was wholly beneficially owned by Mr. Kwan Yan Ming).

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, at the time of such acquisition, Mr. José Manuel dos Santos, World Arena Corporation, Silverland Concept Corporation, Mr. Kwan Yan Chi and Mr. Kwan Yan Ming were third parties independent of the Company and connected persons of the Company.

## 6. LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal exceeds 25% but all are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement, circular and shareholders' approval requirements under the Listing Rules.

As the exercise of the Call Option is at the discretion of the Purchaser, according to Rule 14.74(1) of the Listing Rules, on the grant of the Call Option, the premium and the exercise price will be taken into consideration for the purpose of transaction classification. As there is no premium and the exercise price of the Call Option is HK\$1.00 per Option Share, such acceptance of the Call Option will not constitute a notifiable transaction of the Company under the Listing Rules. As the exercise of the Put Option is at the discretion of the Vendor, according to Rule 14.75(1) of the Listing Rules, on the grant of the Put Option, only the premium will be taken into consideration for the purpose of transaction classification. As there is no premium, such acceptance of the Put Option will not constitute a notifiable transaction of the Company under the Listing Rules.

---

## LETTER FROM THE BOARD

---

So far as the Company is aware, as at the Latest Practicable Date, no Shareholder has a material interest in the Transaction which would require it to abstain from voting at the SGM if it were convened to approve the Transaction. In accordance with Rule 14.44 of the Listing Rules, in lieu of holding a SGM for approving the Transaction, the Company obtained written Shareholders' approval in respect of the Transaction from a closely allied group of Shareholders comprising Golden Hope as trustee of the GHUT, Joondalup and Tan Sri Lim, which together hold an aggregate of 6,383,964,385 Shares, representing approximately 75.26% of the issued share capital of the Company as at the date of the written Shareholders' approval and the Latest Practicable Date.

### 7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully  
For and on behalf of the Board of  
**Genting Hong Kong Limited**  
**Tan Sri Lim Kok Thay**  
*Chairman and Chief Executive Officer*

*The following is the text of a letter and valuation certificate dated 27 January 2021 prepared for the purpose of incorporation in this circular received from Ascent Partners Valuation Service Limited, an independent valuer, in connection with its valuation as at 1 November 2020 of the property interests to be disposed of by the Group.*



Suite 2102, Hong Kong Trade Centre  
161-167 Des Voeux Road Central  
Hong Kong  
Tel: 3679-3890  
Fax: 3579-0884

Date: 27 January 2021

The Board of Directors  
**Genting Hong Kong Limited**  
Suite 1501 Ocean Centre  
5 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

Dear Sir/Madam,

**RE: Valuation of A Development Site Adjacent to the South Side of Praça de Ferreira do Amaral in Se, Macau (the “Property”)**

In accordance with the instructions received from Genting Hong Kong Limited (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) for us to carry out a valuation of the Property, we confirm that we have carried out property inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property interests as at 1 November 2020 (referred to as the “**Valuation Date**”) for the purpose of incorporation in the circular of the Group. This letter which forms part of our valuation report explains the basis and methodology of valuation, clarifying assumptions, valuation considerations, title investigation and limiting conditions of this valuation.

**BASIS OF VALUATION**

Our valuation of the property interests represents the market value which we would define as intended to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”. Market Value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.



**VALUATION METHODOLOGY**

In valuing the property interests of the Property, we have adopted the Residual Method of valuation. Based on the development proposal provided, the gross development value of the Property upon completion is derived by income approach through a capitalization process and discounted cash flow analysis, from which the unexpended costs of development including construction costs, professional fees, interest payment and profits are estimated and deducted in order to arrive at the residual value of the Property. In arriving at the market value of the Property, the time of the completion of the proposed development has also been taken into account.

**VALUATION CONSIDERATIONS**

In valuing the property interests, we have complied with all the requirements contained in Chapter 5 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards (2020 Edition) published by The Hong Kong Institute of Surveyors.

**VALUATION ASSUMPTIONS**

Unless otherwise stated, our valuation has been made on the assumption that the seller sells the property interests on the open market in their existing states without the benefit of a deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements, which could serve to affect the value of the property interests. We have also assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of all laws, except only where otherwise stated. We have further assumed that, for any use of the Property upon which this report is based, all required licenses, permit, certificate and authorizations have been obtained.

No allowance has been made in our valuation for any charges, mortgages or amount owing on any property interests nor for any expense or taxation which may be incurred in effecting a sale. We have assumed that the Property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

We have assumed that no unauthorized alternation, extension or addition has been made in the Property and the owners of the Property have free and uninterrupted rights to use and dispose of the Property for the whole of the unexpired term of Land Grant.

Other special assumptions of the property interests, if any, have been stated out in the footnotes of the valuation certificate attached herewith.

**TITLE INVESTIGATION**

We have carried out title searches for the property interests in Macau from Conservatória do Registo Predial. We have been, in some instances, provided with the extracts of title documents relating to the Property. However, we have not verified ownership of the Property or to verify the existence of any amendments which do not appear on the copies handed to us. All documents have been used for reference only.

**LIMITING CONDITIONS**

We are unable to conduct physical inspection of the Property due to the outbreak of the COVID-19 pandemic. We have conducted our valuation on desktop basis and have confirmed with the Company that there have been no material changes to the physical attributes or the surrounding environment of the Property or the nature of the property interests being valued. However, no structural survey has been made and we are therefore unable to report whether the Property is free from rot, infestation or any defects and have assumed the Property condition is in commensurate with its building age. We have not carried out on-site measurements to verify the site area of the Property and have assumed that the site and floor areas prescribed on the documents and floor plans available to us are correct. Dimensions, measurements and areas included in this valuation report are based on information contained in the documents provided to us and are, therefore, only approximates.

We have not carried out any soil investigations to determine the suitability of the soil conditions and the services etc. for any future development. Our valuation is prepared on the assumption that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred during the construction period. We do not make any allowance for contamination or pollution of the land, if any, which may have been caused by past usage.

We have relied to a considerable extent on information provided by the Group and have accepted advice given to us on such matters, in particular, but not limited to, the sales records, tenure, planning approvals, statutory notices, easements, particulars of occupancy, site and floor areas and all other relevant matters in the identification of the property interests.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also been advised by the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

**REMARKS**

We have prepared the valuation based on pertinent information and market data made available to us at the Valuation Date. Nevertheless, we notice that the outbreak of COVID-19 has caused massive global political, social and economic disturbance on top of the recent tension over international trade dispute. The disturbance may cause fluctuations to the property market. Given the pandemic persists and it should therefore be noted that any disturbance or other unexpected circumstances after the Valuation Date may affect the value of the Property.

Unless otherwise stated, all monetary amounts stated in this report are in Hong Kong Dollars (HKD).

Our valuation certificate in respect of the property interests is herewith attached.

Yours faithfully,

For and on behalf of

**Ascent Partners Valuation Service Limited**

**Stephen Y. W. Yeung**

MFin BSc(Hons) Land Adm. MHKIS MCIREA RPS(GP)

*Principal*

*Mr. Stephen Y. W. Yeung is a Registered Professional Surveyor (General Practice Division) and a Professional Member of The Hong Kong Institute of Surveyors with over 10 years' experience in valuation of properties in HKSAR and mainland China. Mr. Yeung is also a valuer on the List of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers published by HKIS.*

## VALUATION CERTIFICATE

## Property interests to be disposed of by the Group in Hong Kong

Property	Description and tenure	Particular of Occupancy	Market Value in existing state as at 1 November 2020
A development site located at Praça de Ferreira do Amaral N <sup>o</sup> S/N <sup>o</sup> in Se, Macau (known as “1 Lago Nam Van, Macau”)	<p>The property comprises a parcel of development land with a site area of approximately 8,100 square metres.</p> <p>According to the government gazette, the property shall be developed into a 21-storey development complex accommodating a five-star hotel, carparking spaces and open space.</p> <p>Pursuant to the development plan (File No. 35/2001/L) and the latest Room Type Schedule provided by the Company, the hotel will accommodate 708 hotel rooms and the total permitted gross construction area of the complex is approximately 82,364 square metres.</p> <p>The land use rights of the property were granted for a term of 25 years commencing from 25 June 2008, being the date of publish of the Government Gazette in relation to the land granted for 5-star hotel development use.</p>	As at the valuation date, construction works of the Property are in progress.	No Commercial Value  (Please refer to Note 3)

*Notes:*

- (1) Pursuant to the Dispatch n.º 20/2008, of 13 June 2008, published in Official Gazette n.º 26, II Series, dated 25 June 2008, Treasure Island Entertainment Complex Limited (“Treasure Island”) has been granted with the Land Concession Contract by the Macau SAR Government on 25 June 2008 for the property with a site area of approximately 8,100 square metres for a term of 25 years commencing from 25 June 2008, renewable thereafter for further 10-year terms up to 19 December 2049 in accordance with the Macau’s Law.
- (2) Pursuant to the relevant government gazette published on 25 June 2008 by the Macau SAR Government, the land use rights of a parcel of land with a site area of approximately 8,100 square metres were granted to the lessee. The salient details of the development conditions are listed below:

<b>Permitted Development</b>	:	A 21-storey building of single-ownership comprising a five-star hotel and car parking facilities.
<b>Term</b>	:	25 years commencing on the date of gazette and renewable for a further term thereafter according to the relevant provisions of Ordinance.
<b>Permitted Gross Construction Area (sq.m.)</b>	:	82,364
Five-star Hotel	:	70,284
Car parking facilities	:	12,080
Open space and landscaping area	:	5,581

<b>Annual Government Rent during the Lease Term</b> (Before completion of subject development)	:	MOP243,000 subject to review per five years
<b>Annual Government Rent during the Lease Term</b> (After completion of subject development)	:	MOP1,230,870 subject to review per five years
<b>Special Obligation</b>	:	Carry out landscaping and infrastructural works, including sewage, public lighting and walks, thoroughfare, elevators and access to square according to plan to be submitted by the lessee and approved by the Macau SAR Government.
<b>Term for completion of development</b>	:	36 months commencing on the gazette date of Land Concession Contract

- (3) In the course of our valuation, we have attributed no commercial value to the property as Treasure Island is not entitled to dispose of the property without the prior approval of the Macau SAR Government which may be granted conditional upon the revision of the premium and any other terms of the Land Concession Contract as at the Valuation Date. For reference purposes, we are of the opinion that the market value of the property in its existing state as at the Valuation Date would be HKD1,560,000,000 based on the following assumptions:
- (i) the lessee, Treasure Island, has settled all requisite land premium, taxes and expenses and is entitled to freely transfer, lease, mortgage or otherwise handle the ownership rights of the property;
  - (ii) the Macau SAR Government and/or the relevant government authorities shall approve proposed development in accordance with the Land Concession Contract;
  - (iii) the term for the completion of the development has been extended by the Government such that there is reasonable time granted for the completion of the development;
  - (iv) the development shall comply with all the terms and conditions of the abovementioned Land Concession Contract; and
  - (v) the relevant permits/approvals for the development will be obtained without any delay and the property is readily for development.

The Gross Development Value (GDV) of the Proposed Development as at the valuation date is HKD4,618,535,030.56. Pursuant to the information provided by the Company, the accumulated incurred construction cost up to the valuation date is HKD1,057,619,739 and the estimated future construction cost of completing the development is HKD2,720,514,944. The estimated completion date of the Property is 30 June 2022.

- (4) Treasure Island is an indirect wholly owned subsidiary of Macau Land Investment Corporation which is owned as to 75% indirectly by the Company.
- (5) Pursuant to a letter relating to the term for completion of development issued by Land Committee of the Macau Special Administrative Region (澳門特別行政區土地委員會) dated 17 July 2017, Treasure Island was granted an extension of building covenant and the development should be completed in 36 months commencing on the date when the letter was received. Pursuant to two letters from the Land, Public Works and Transport Bureau of Macau (14477/DURDEP/2020 and 740/2352.04/DSO/2020) dated 21 September 2020 and 20 October 2020 respectively, the Bureau noticed the current suspension of construction works and urged Treasure Island to comply the completion period which will be expired on 18 April 2021. In the course of our valuation, we assume that neither penalty would be imposed nor materially affect the owner status for any further extension of the completion.

- (6) We have considered the following assumptions in our valuation:
- (i) Treasure Island has good, legal and valid title to the lease of the property;
  - (ii) Treasure Island is not entitled to dispose of the property without the prior approval of the Macau SAR Government which may be granted conditional upon the revision of the premium and any other terms of the Land Concession Contract;
  - (iii) Treasure Island is entitled to mortgage the property;
  - (iv) there is no legal impediment for Treasure Island to obtain relevant planning and construction permits from the government to carry out the development; and
  - (v) there are no material encumbrances affecting the title to the property.
- (7) The Property is located on the southside of Praça de Ferreira do Amaral in Macau. The neighborhood is mainly composed of casinos, luxurious residential developments and office buildings. Nearby attractions include Casino Wynn, Lisboa Casino and Nam Van Lake. The Property can be reached by various transport services including franchised public bus, taxi, and hotel shuttle bus.
- (8) The Group has confirmed as follows:
- (i) No options or rights of pre-emption concerning or affecting the Property;
  - (ii) No environmental issues such as breach of environmental regulations;
  - (iii) No investigations notices, pending litigation, breach of law or title defects affecting the Property;
  - (iv) No plans to change the use of the Property.

**1. FINANCIAL INFORMATION OF THE GROUP FOR THE THREE YEARS ENDED 31 DECEMBER 2017, 2018 AND 2019, AND FOR THE SIX MONTHS ENDED 30 JUNE 2020**

Financial information of the Group for each of the three years ended 31 December 2017, 2018 and 2019, and for the six months ended 30 June 2020 is disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gentinghk.com>) respectively:

- interim report of the Company for the six months ended 30 June 2020 (pages 2 to 30) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0924/2020092400806.pdf>)
- annual report of the Company for the year ended 31 December 2019 (pages 70 to 161) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0424/2020042401831.pdf>)
- annual report of the Company for the year ended 31 December 2018 (pages 81 to 177) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0425/ltn20190425943.pdf>)
- annual report of the Company for the year ended 31 December 2017 (pages 100 to 181) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2018/0426/ltn201804261559.pdf>)

**2. STATEMENT OF INDEBTEDNESS**

As at the close of business on 30 November 2020, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had aggregate outstanding borrowings of approximately US\$3,368.9 million which comprised (i) the outstanding balances of approximately US\$1,837.7 million under secured term loans and approximately US\$294.0 million under secured revolving credit facilities; (ii) approximately US\$349.4 million under unsecured revolving credit facilities; (iii) approximately US\$862.1 million under sale and leaseback transaction; and (iv) approximately US\$25.7 million under unsecured bank overdrafts. The secured term loans, the secured revolving credit facilities and sale and leaseback transaction are secured by legal charges over assets with a carrying amount of approximately US\$5.0 billion as at 30 November 2020. The secured term loans are also guaranteed by companies within the Group.

In accordance with requirements of HKFRS 16 “Leases”, leases have been recognised in the form of an asset (for the right-of-use assets) and a financial liability (for the payment obligations) in the Group’s consolidated statement of financial position. As at 30 November 2020, the Group had lease liabilities amounted to approximately US\$31.3 million.

The Group had provided guarantees to certain banks in respect of mortgage loan facilities granted by such banks to certain purchasers of residential property units developed by the Group. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be responsible to repay the outstanding mortgage principals together with any accrued interests and penalties owed by the default purchasers to the banks and the Group is entitled to retain the legal title and take over the possession of the related properties. The guarantees will be gradually discharged along with the settlement of the mortgage loans granted by the banks to the purchasers. Such guarantees will also be discharged upon the earlier of (i) the issuance of the real estate ownership certificates of the relevant residential property units to the purchasers and (ii) the full repayment of the mortgage loans by the purchasers. As at the close of business on 30 November 2020, the contingent liabilities of the Group in respect of these guarantees are approximately US\$16.4 million.

Save as aforesaid or as otherwise disclosed herein and apart from intra-group liabilities, the Group did not have any loan capital or debt securities issued or to be issued, outstanding bank overdrafts and liabilities under acceptances or other similar indebtedness, debentures, mortgages, charges or loans or acceptance credits, any other recognised lease liabilities or material lease commitments, or any guarantees or material contingent liabilities as of 30 November 2020.

### 3. WORKING CAPITAL

As disclosed in the Group's interim report for the financial period ended 30 June 2020, the Group reported a net loss of US\$742.6 million and had net operating cash outflows of US\$252.4 million as the Group's operations were adversely affected by the effects of COVID-19 that caused the Group to cancel many sailings and temporarily suspended almost all of its cruise operations since February 2020 and shipyard operations since March 2020. The Group has resumed domestic cruises in Taiwan with Explorer Dream with good response since July 2020, followed by "cruises to nowhere" in Singapore with World Dream since November 2020. The shipyard operations of the Group have also recommenced in October 2020.

The Directors are of the opinion that, after taking into consideration the on-going mitigating plans and measures, the financial resources available to the Group, including cash and cash equivalents on hand, cash flows from operating activities and available facilities, and based on the assumption that the following events will materialise, there is a reasonable prospect that the Group will have sufficient working capital for its present operating requirements and for at least twelve months from the date of this circular, in the absence of unforeseeable circumstances. However, if any of the following matters does not materialise, it will have a significant adverse impact on the sufficiency of working capital of the Group for the twelve months from the date of this circular.

#### (i) Implementing a consensual solvent restructuring solution

The Group engaged PJT Partners and Linklaters to work with the Group's financial creditors to agree and implement a consensual solvent restructuring solution through an "Ad Hoc Group" represented by the Group's financial creditors. The restructuring plan includes (i) obtaining an extended debt holiday for the Group's borrowings in addition to the existing approved debt holiday, (ii) obtaining waivers from compliance with bank covenants throughout the extended debt holiday period to address any potential non-compliance with the bank covenants imposed by the financial creditors in the next 12 months, (iii) obtaining a mid-term bridging loan of up to US\$225 million to fund the Group's operations and (iv) formalising the forbearance from enforcement currently observed by the Group's financial creditors in relation to the Company's announcement made on 19 August 2020 into formal waivers.



**(ii) No demand for immediate repayment of the Group's borrowings**

As mentioned in paragraph (i) above, the formalisation of the forbearance from enforcement currently observed by the Group's financial creditors into waivers has been discussed with the Ad Hoc Group as part of the holistic restructuring exercise. As at the Latest Practicable Date, despite the Group only having the benefit of forbearance observed by the Group's financial creditors, the Ad Hoc Group, key financial partners/banks have been supportive to the Group and none of them has taken any legal action under any of the Group's facilities. The Ad Hoc Group is also finalising their term sheet for formalising the waivers and the debt holiday extensions. As a result, the Directors are of the opinion that there are reasonable prospects that none of the financial partners/banks would request for immediate or early repayment.

**(iii) Securing additional funding from the Group's existing business partner or other investors**

The Group is in the process of securing short-term funding of approximately US\$100 million from existing business partner or other investors. The approval of the short-term funding is conditional on the outcome of the consensual solvent restructuring solution with the Ad Hoc Group, which the Directors are confident will be concluded.

**(iv) Securing a medium-term bridge loan of up to EUR446 million from the Economic Stabilisation Fund (the "WSF") of the German Federal Government**

The WSF was set up with the objective of reducing the damage caused to the German economy by COVID-19 and stabilising companies whose existence is of significant importance to the economy or for the labour market in Germany.

The shipyard operations resumed in October 2020, following the release of a short-term bridging loan of approximately EUR193 million from the WSF. The short-term bridging loan is utilised to complete the construction of the Group's new vessel, Crystal Endeavor and for working capital purposes. Upon completion of Crystal Endeavor, the Group will be able to obtain additional collateralised financing of up to EUR280 million from other lenders to repay the bridging loan from the WSF. Crystal Endeavor is targeted to be completed by May 2021.

The Group is also in the process of applying for medium-term bridge loan of up to EUR446 million from the WSF to finance the shipyard operations and the completion of Global Dream cruise ship. Upon completion of Global Dream, further liquidity will be released from the existing post-delivery financing to repay the loan from the WSF.

The approval of the medium-term bridge loan from the WSF is conditional on the outcome of the consensual solvent restructuring solution with the Ad Hoc Group, which the Directors are confident will be concluded. The Directors are also confident that the WSF application requirements can be met and the additional financing will become available.

**(v) Resumption of the cruise operations**

The Group has resumed cruise operation in Taiwan with Explorer Dream since July 2020, followed by World Dream in Singapore since November 2020. There has been significant reduction in operation costs and breakeven occupancy point as a result of the reduced manpower structure and simplified operation. Positive contribution from both vessels have reduced the burn rate of the Dream Cruises and have improved cash flows. Genting Dream and Star Pisces target to start cruising in July 2021. Crystal Cruises also targets to resume cruising in the third quarter in 2021.

**(vi) Deferment or cancellation of the Group's capital commitments**

The Group also has certain contractual and other arrangements to settle its financial obligations and various capital expenditures, of which the majority are in relation to the construction of cruise ships. The Group has deferred the construction of the Global II cruise ship and has suspended the construction of the Endeavor II and the Universal Class cruise ships. We will revisit our plan when the cruise industry has fully recovered from the COVID-19 outbreak. The Group is confident that the capital commitments due and payable within the next twelve months will be substantially reduced.

**4. MATERIAL ADVERSE CHANGE**

On 28 August 2020, the Company announced its interim results for the six months ended 30 June 2020. As disclosed in the interim results announcement, the Group recorded an unaudited loss of approximately US\$742.6 million and a net cash outflow from operating activities of approximately US\$252.4 million for the six months ended 30 June 2020 as compared to the unaudited loss of approximately US\$56.5 million and the net cash inflow from operating activities of approximately US\$106.4 million for the six months ended 30 June 2019. Save as aforesaid, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the trading position and resultant financial position of the Group since 31 December 2019, being the date to which the latest published audited accounts of the Company have been made up.

**5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

As the world moves towards the recovery phase of the COVID-19 pandemic, our focus in 2021 is on setting sail again with passengers and adapting to the new normal in cruise travel:

- By continuing to provide a sufficiently safe environment for guests to sail amid the COVID-19 pandemic;
- By offering Domestic cruises/Cruises-to-nowhere and providing a fully controlled environment in a phased approach for the safe and responsible resumption of passenger cruises and to regain consumer confidence.

In 2021, attractive and flat-rate pricing of cruise products will encourage more consumers to cruise again. The cost structure has been reduced to produce a lower breakeven occupancy and thereby reducing burn rate and improving cash flow accordingly.

Taiwan emerged from the COVID-19 crisis relatively unscathed and played a vital role in initiating the revival of domestic tourism in the region. Dream Cruises was one of the first cruise brands to resume cruise operations in the world with domestic cruises in Taiwan beginning in July 2020 and the market response to Explorer Dream's "Island-Hopping" domestic cruise itineraries in Taiwan has been encouraging.

With the exemplary safety record of Explorer Dream's operations in Taiwan and the charter of Superstar Gemini and Superstar Aquarius in Singapore as floating accommodations for migrant workers who recovered from COVID-19, World Dream successfully completed its CruiseSafe certification by the Singapore Tourism Board to operate "cruises-to-nowhere" for Singaporean residents. World Dream embarked on her inaugural 2-night Super Seacation voyage from Singapore on 6 November 2020 – demand has been overwhelming albeit at an adjusted capacity. This is a positive indication of an early recovery in consumer sentiment and confidence in a post pandemic landscape of cruise travel.

In Germany, MV Werften managed to secure a loan of EUR193 million which enabled the shipyard to resume operations in fourth quarter of 2020 to complete construction of Crystal Endeavor for delivery in 2021 and is working to secure further support to complete construction of Global Dream for delivery in 2022.

The Group has been making progress in working on a holistic solution toward debt restructuring with the support of various stakeholders from Germany, strategic partners and financing partners such that there is a reasonable prospect of concluding the deal in the near future.

Given the ongoing uncertainty, the Group foresees its overall performance will take time to recover to pre-COVID-19 levels. The Group will continue to navigate its business cautiously through a highly fluid environment in 2021. In 2022 and beyond, the Group is poised to recover its profitability and cash flow:

- Assuming mass vaccine distribution is successful, cruises can offer safe vacations with minimal or no social distancing required.
- Once international tourism returns, the increase in demand will enhance revenues accordingly.
- The cruise industry will also benefit from the increasing demand from millennials adding to the existing Baby Boomer demographic that has continued to drive growth in the pre-pandemic era.

## **6. FORWARD-LOOKING STATEMENTS**

This circular contains forward-looking statements that involve risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on the current beliefs, assumptions, expectations, estimates and projections of the Company about the industry and markets in which the Group is operating or will operate in the future. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the control of the Group, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Factors that could cause actual results to differ materially from those reflected in the forward-looking statements include general economic, political and business conditions, changes in cruise industry competition, weather, force majeure events and/or other factors. Reliance should not be placed on these forward-looking statements, which merely reflect the view of the Company as of the date of this circular only. The Company is under no obligation to revise or update publicly these forward-looking statements or any part thereof to reflect events or circumstances resulting from any new information, future events or otherwise on which any such statement was based.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests and short positions of the Directors and the Chief Executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) to be entered into the register pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”), or in accordance with information received by the Company, were as follows:

### 2.1 Interests in the issued Shares

<u>Name of Director (Notes)</u>	<u>Nature of interests/capacity in which such interests were held</u>				<u>Total</u>	<u>Percentage of issued voting Shares</u>
	<u>Beneficial owner</u>	<u>Interests of spouse</u>	<u>Interests of controlled corporation</u>	<u>Founder/ Beneficiary of discretionary trusts</u>		
	<u>Number of issued Shares (Notes)</u>					
Tan Sri Lim	368,643,353	36,298,108 (1)	36,298,108 (2)	6,015,321,032 (3) and (4)	6,420,262,493 (5)	75.69
Mr. Alan Howard Smith	8,000,000	-	-	-	8,000,000	0.09
Mr. Justin Tan Wah Joo	968,697 (6)	968,697 (6)	-	-	968,697 (5)	0.01

Notes:

As at the Latest Practicable Date:

- (1) Tan Sri Lim had a family interest in the same block of 36,298,108 Shares directly held by Goldsfine Investments Ltd. (“**Goldsfine**”) in which his wife, Puan Sri Wong Hon Yee (“**Puan Sri Wong**”) had a corporate interest.
- (2) Tan Sri Lim was also deemed to have a corporate interest in the same block of 36,298,108 Shares directly held by Goldsfine in which each of Tan Sri Lim and Puan Sri Wong held 50% equity interests.

- (3) Tan Sri Lim as founder and a beneficiary of a discretionary trust (trustee of which is Summerhill Trust Company (Isle of Man) Limited) had a deemed interest in 6,015,321,032 Shares.
- (4) Out of the same block of 6,015,321,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT, 6,003,571,032 Shares were pledged Shares.
- (5) There was no duplication in arriving at the total interest.
- (6) These Shares were jointly held by Mr. Justin Tan Wah Joo and his wife.
- (7) The Company had one class of issued Shares, each of which carried equal voting right.
- (8) All the above interests represented long positions in the Shares.

## 2.2 Interests in the shares of associated corporations of the Company

Name of associated corporation (Notes)	Name of Director	Nature of interests/capacity in which such interests were held				Percentage of issued voting shares
		Beneficial owner	Interests of controlled corporation	Founder/Beneficiary of discretionary trusts	Total	
Number of ordinary/common shares (Notes)						
Grand Banks Yachts Limited ("Grand Banks") (1)	Tan Sri Lim	3,056,497	–	49,553,497 (2)	52,609,994 (12) and (13)	28.49
Starlet Investments Pte. Ltd. ("Starlet") (3)	Tan Sri Lim	–	250,000 (4)	250,000 (5)	500,000 (12) and (13)	100
SC Alliance VIP World Philippines, Inc. ("SC Alliance") (6)	Tan Sri Lim	–	2,000 (7)	2,000 (8)	2,000 (12) and (13)	40
Star Cruises Hong Kong Management Services Philippines, Inc. ("SCHKMS") (9)	Tan Sri Lim	–	5,000 (10)	5,000 (11)	5,000 (12) and (13)	100

### Notes:

As at the Latest Practicable Date:

- (1) Grand Banks had one class of issued shares, namely 184,634,649 ordinary shares, each of which carried equal voting right. A subsidiary of the Company had a 26.84% interest in Grand Banks.
- (2) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 49,553,497 ordinary shares of Grand Banks.
- (3) Starlet had one class of issued shares, namely 500,000 ordinary shares, each of which carried equal voting right. Each of a subsidiary of the Company and International Resort Management Services Pte. Ltd. ("IRMS") had a 50% interest in Starlet. IRMS was wholly owned by Tan Sri Lim.
- (4) Tan Sri Lim was deemed to have a corporate interest in 250,000 ordinary shares of Starlet directly held by IRMS.
- (5) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 250,000 ordinary shares of Starlet.

- (6) SC Alliance had two classes of issued shares, namely 2,000 common shares and 3,000 series A preferred shares, each of which carried equal voting right. All the issued common shares in SC Alliance were held by Starlet.
- (7) Tan Sri Lim was deemed to have a corporate interest in 2,000 common shares of SC Alliance directly held by Starlet in which IRMS had a 50% interest.
- (8) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 2,000 common shares of SC Alliance.
- (9) SCHKMS had one class of issued shares, namely 5,000 common shares, each of which carried equal voting right. SCHKMS was owned as to (i) 60% by SC Alliance; and (ii) 40% by Starlet.
- (10) Tan Sri Lim was deemed to have a corporate interest in 5,000 common shares of SCHKMS comprising (i) 3,000 common shares directly held by SC Alliance; and (ii) 2,000 common shares directly held by Starlet.
- (11) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 5,000 common shares of SCHKMS.
- (12) There was no duplication in arriving at the total interest.
- (13) These interests represented long positions in the shares of the relevant associated corporations of the Company.
- (14) Tan Sri Lim held qualifying shares in certain associated corporations of the Company on trust for a subsidiary of the Company.

Save as disclosed above and in the section headed “Interests of Substantial Shareholders” below, as at the Latest Practicable Date, none of the Directors or the Chief Executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, or in accordance with information received by the Company.

### 3. INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as the Directors or the Chief Executive of the Company were aware or could ascertain after reasonable enquiry, the following persons, not being a Director or the Chief Executive of the Company, had interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or had any options in respect of such capital:

## 3.1 Interests in the issued Shares

Name of Shareholder <i>(Notes)</i>	Nature of interests/capacity in which such interests were held						Percentage of issued voting Shares
	Beneficial owner	Interests of spouse	Interests of controlled corporation	Trustee	Beneficiary of trust	Total	
	Number of issued Shares <i>(Notes)</i>						
Summerhill Trust Company (Isle of Man) Limited (as trustee of a discretionary trust) <i>(1)</i>	-	-	6,015,321,032 <i>(5)</i>	6,015,321,032 <i>(7)</i>	6,015,321,032 <i>(9)</i>	6,015,321,032 <i>(13)</i>	70.91
Cove Investments Limited <i>(2)</i>	-	-	-	-	6,015,321,032 <i>(10)</i>	6,015,321,032	70.91
Golden Hope (as trustee of the GHUT) <i>(3)</i>	-	-	546,628,908 <i>(6)</i>	6,015,321,032 <i>(8) and (12)</i>	-	6,015,321,032 <i>(13)</i>	70.91
Joondalup <i>(4)</i>	546,628,908	-	-	-	-	546,628,908	6.44
Puan Sri Wong Hon Yee ("Puan Sri Wong")	-	6,420,262,493 <i>(11(a))</i>	36,298,108 <i>(11(b))</i>	-	-	6,420,262,493 <i>(13)</i>	75.69

*Notes:*

As at the Latest Practicable Date:

- (1) Summerhill Trust Company (Isle of Man) Limited ("**Summerhill**") was the trustee of a discretionary trust (the "**Discretionary Trust**"), the beneficiaries of which were Tan Sri Lim and certain members of his family. Summerhill as trustee of the Discretionary Trust held 99.99% of the units in the GHUT, a private unit trust directly and 0.01% of the units in the GHUT indirectly through Cove (as defined below).
- (2) Cove Investments Limited ("**Cove**") was wholly owned by Summerhill as trustee of the Discretionary Trust.
- (3) Golden Hope was the trustee of the GHUT.
- (4) Joondalup was wholly owned by Golden Hope as trustee of the GHUT.
- (5) Summerhill as trustee of the Discretionary Trust had a corporate interest in the same block of 6,015,321,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT (comprising 5,468,692,124 Shares held directly by Golden Hope as trustee of the GHUT and 546,628,908 Shares held indirectly through Joondalup).
- (6) Golden Hope as trustee of the GHUT had a corporate interest in the same block of 546,628,908 Shares held directly by Joondalup.
- (7) Summerhill in its capacity as trustee of the Discretionary Trust had a deemed interest in the same block of 6,015,321,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT (comprising 5,468,692,124 Shares held directly by Golden Hope as trustee of the GHUT and 546,628,908 Shares held indirectly through Joondalup).

- (8) The interest in 6,015,321,032 Shares was held directly and indirectly by Golden Hope in its capacity as trustee of the GHUT (comprising 5,468,692,124 Shares held directly by Golden Hope as trustee of the GHUT and 546,628,908 Shares held indirectly through Joondalup).
- (9) Summerhill as trustee of the Discretionary Trust was deemed to have interest in the same block of 6,015,321,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT in its capacity as beneficiary of the GHUT.
- (10) Cove which held 0.01% of the units in the GHUT was deemed to have interest in the same block of 6,015,321,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT in its capacity as beneficiary of the GHUT.
- (11) (a) Puan Sri Wong as the spouse of Tan Sri Lim, had a family interest in the same block of 6,420,262,493 Shares in which Tan Sri Lim had a deemed interest.
- (b) Puan Sri Wong also had a corporate interest in 36,298,108 Shares held directly by Goldsfine by holding 50% of its equity interest.
- (12) Out of the same block of 6,015,321,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT, 6,003,571,032 Shares were pledged Shares.
- (13) There was no duplication in arriving at the total interest.
- (14) The Company had one class of issued Shares, each of which carried equal voting right.
- (15) All the above interests represented long positions in the Shares.

### 3.2 Interest in other members of the Group

<u>Name of subsidiary</u>	<u>Name of Shareholder</u>	<u>Number of shares held</u>	<u>Holding percentage</u>
Dream Cruises Holding Limited	Darting Investment Holdings Ltd.	353.70 common shares	32.60%

Save as disclosed in this circular and so far as the Directors or the Chief Executive of the Company were aware, as at the Latest Practicable Date, there were no other persons who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or had any option in respect of such capital.

Save as disclosed below, as at the Latest Practicable Date, no other Directors are directors or employees of substantial shareholders listed in the section headed “Interests of Substantial Shareholders” above:

<u>Name of Director</u>	<u>Title</u>	<u>Company</u>
Tan Sri Lim	Director	Cove
	Director	Golden Hope
	Director	Joondalup



#### 4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors entered, or proposed to enter, into any service contract with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

#### 5. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

- (1) On 1 December 2015, Crystal Cruises, LLC (“**Crystal Cruises**”, an indirect wholly-owned subsidiary of the Company) as tenant entered into a lease agreement with Resorts World Omni LLC (an indirect wholly-owned subsidiary of Genting Malaysia Berhad (“**GENM**”, being an associate of Tan Sri Lim)) as landlord in respect of a lease of an office premises at Miami, Florida, the United States for a period of 2 years commencing from 1 December 2015 to 30 November 2017 at the monthly basic rent of US\$15,000. Upon expiry of the lease agreement, it has been renewed by operation of law on monthly basis at the same rent. The amount paid by the Group under the lease agreement amounted to approximately US\$436,678 for the six months ended 30 June 2020;
- (2) On 1 April 2019, Langkawi Cruise Centre Sdn. Bhd. (an indirect wholly-owned subsidiary of the Company) as tenant entered into a tenancy agreement with Papago Sdn Bhd (an indirect wholly-owned subsidiary of GENM) as landlord in respect of certain portion of a multipurpose hall for a period of 3 years commencing from 1 February 2019 to 31 January 2022 at a monthly rental of approximately RM2,316.25. The amount paid by the Group in respect of the tenancy agreement amounted to approximately US\$3,477 for the six months ended 30 June 2020;
- (3) On 17 December 2019, Crystal Cruises as seller entered into a sale and purchase agreement with Resorts World Miami LLC (an indirect wholly-owned subsidiary of GENM) as buyer in relation to the disposal of all building improvements of a building at Miami, Florida, the United States at the consideration of US\$5,576,365;
- (4) On 23 December 2019, Genting Corporate Services (HK) Limited (an indirect wholly-owned subsidiary of the Company) as tenant entered into a tenancy agreement with Rich Hope Limited (a company in which Tan Sri Lim and his wife each has an attributable interest as to 50%) as landlord in respect of a lease of an apartment in Hong Kong for a period of 3 years commencing from 1 January 2020 to 31 December 2022 at the monthly rent of HK\$178,000. The amount paid by the Group in respect of the tenancy agreement amounted to approximately HK\$1,068,000 for the six months ended 30 June 2020;
- (5) On 7 July 2020, Genting Cruises Lines Ship Management Sdn. Bhd. (an indirect wholly-owned subsidiary of the Company) as tenant entered into seven tenancy agreements with Oakwood Sdn. Bhd. (a direct wholly-owned subsidiary of GENM) as landlord in respect of a lease of certain office premises at Kuala Lumpur, Malaysia for a period of 3 years commencing from 1 January 2020 to 31 December 2022 at an aggregate monthly rental of approximately RM187,325. The amount paid by the Group under these tenancy agreements was approximately US\$215,097 for the six months ended 30 June 2020; and
- (6) On 1 September 2020, Glitter Lane Limited (an indirect wholly-owned subsidiary of the Company) as seller entered into a sale and purchase agreement with Tulipa Limited (being an associate of Tan Sri Lim) as buyer in relation to the disposal of entire issued share capital of Zouk Consulting Pte. Ltd. at the consideration of S\$14,000,000 (subject to post-completion adjustment set out in the announcement of the Company dated 1 September 2020).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors has any direct or indirect interests in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any members of the Group since 31 December 2019, the date to which the latest published audited consolidated financial statements of the Group were made up.

None of the Directors is materially interested in any contract or arrangement entered into by any member of the Group subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group.

## 6. EXPERT AND CONSENT

The following is the qualification of the expert who has given its opinion or advice which is contained in this circular:

<u>Name</u>	<u>Qualification</u>
Ascent Partners Valuation Service Limited	Mr. Stephen Y. W. Yeung, Property Valuation Principal of Ascent Partners Valuation Service Limited, is a Registered Professional Surveyor (General Practice Division) and a Professional Member of The Hong Kong Institute of Surveyors with over 10 years' experience in valuation of properties in Hong Kong, Macau and mainland China. Mr. Yeung is also a valuer on the List of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers published by the Hong Kong Institute of Surveyors.

As at the Latest Practicable Date, Ascent Partners Valuation Service Limited:

- (1) did not have any shareholding, direct or indirect, in any member of the Group or any rights (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group;
- (2) did not have any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any members of the Group, or were proposed to be acquired or disposed of by or leased to any members of the Group since 31 December 2019, being the date up to which the latest published audited financial statements of the Group were made; and
- (3) has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which they are included.

## 7. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this circular and ending on the Latest Practicable Date, and are or may be material:

- (1) A share purchase agreement dated 6 August 2019 entered into among (i) Ocean World Limited (a direct wholly-owned subsidiary of the Company), (ii) Darting Investment Holdings Ltd. and (iii) the Company under which Ocean World Limited agreed to sell to Darting Investment Holdings Ltd. up to 350 common shares in Dream Cruises Holding Limited (an indirect wholly-owned subsidiary of the Company) at the total consideration of up to approximately US\$488.6 million and certain earnout consideration which may be payable in accordance with the terms of such share purchase agreement.
- (2) A memorandum of agreement dated 25 September 2019 (as amended by an amendment and restatement deed dated 19 December 2019) between Genting Dream Limited (an indirect subsidiary of the Company) as seller and (i) Xiang CR18 HK International Ship Lease Co., Limited, (ii) Compass Shipping 32 Corporation Limited, (iii) Sea 172 Leasing Co. Limited and (iv) Cyber Wave Limited as purchasers (together the “**Genting Dream Purchasers**”) in relation to the sale and purchase of the “Genting Dream” cruise ship at the total consideration of US\$900 million in accordance with the terms of such memorandum of agreement.
- (3) A bareboat charter agreement dated 25 September 2019 (as amended by an amendment and restatement deed dated 19 December 2019 and second amendment and restatement deed dated 28 September 2020) between Genting Dream Limited as charterer and the Genting Dream Purchasers as owners in relation to the bareboat chartering of the “Genting Dream” cruise ship. The charter hire under such bareboat charter agreement consists of a fixed hire of up to approximately US\$13,125,000 plus a variable hire for each hire period. Further details of the charter hire were disclosed in the circular of the Company dated 28 November 2019.
- (4) A shareholders’ agreement dated 31 October 2019 between (i) Ocean World Limited, (ii) the Company, (iii) Darting Investment Holdings Ltd. and (iv) Dream Cruises Holding Limited under which Ocean World Limited and Darting Investment Holdings Ltd. agreed to hold their respective shares and regulate their respective rights in Dream Cruises Holding Limited in accordance with the terms of such shareholders’ agreement.
- (5) An option deed dated 31 October 2019 between (i) MV Werften Wismar GmbH (“**MVWW**”, an indirect wholly-owned subsidiary of the Company), (ii) Dream Cruises Holding Limited, (iii) Darting Investment Holdings Ltd. and (iv) the Company under which MVWW granted to Dream Cruises Holding Limited the right to order and purchase up to two luxury passenger cruise ships.
- (6) A master agreement, together with supplemental confirmation agreements, all dated 12 December 2019 between MVWW and ABB Oy, Marine & Ports in respect of the purchase and provisions of power and propulsion systems for the construction of six new vessels by MVWW at the total consideration of approximately EUR157 million.

- (7) An acquisition contract dated 23 December 2019 between Crystal Endeavor SAS (an indirect wholly-owned subsidiary of the Company) as seller and SNC Endeavor Leasing as purchaser in respect of the sale and purchase of the “Crystal Endeavor” cruise ship which was expected to be built at the shipyard of MVWW at the total consideration of up to EUR350 million in accordance with the terms of such acquisition contract (the “**Acquisition Contract**”).
- (8) A subordinated loan agreement dated 23 December 2019 (the “**Subordinated Loan Agreement**”) between Crystal Endeavor SAS (an indirect wholly-owned subsidiary of the Company) as lender and SNC Endeavor Leasing as borrower in relation to an unsecured subordinated loan granted by Crystal Endeavor SAS to SNC Endeavor Leasing to finance, among other things, the first instalment of EUR280 million under the Acquisition Contract.
- (9) the Sale and Purchase Agreement.
- (10) A termination agreement dated 22 December 2020 between Crystal Endeavor SAS (an indirect wholly-owned subsidiary of the Company) and SNC Endeavor Leasing to terminate the Acquisition Contract and the Subordinated Loan Agreement.

## 8. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, there is no litigation or claim of material importance pending or threatened against any member of the Group.

## 9. DIRECTORS’ INTERESTS IN COMPETING BUSINESS

Tan Sri Lim, the Chairman and Chief Executive Officer and a substantial Shareholder of the Company, is the Chairman and Chief Executive and a substantial shareholder of Genting Berhad (“**GENT**”) as well as the Deputy Chairman and Chief Executive, a substantial shareholder and a holder of the rights to participate in the performance shares of Genting Malaysia Berhad (“**GENM**”). GENT and GENM are listed on the Main Market of Bursa Malaysia Securities Berhad. Tan Sri Lim is also the Executive Chairman, a substantial shareholder and a holder of the rights to participate in the performance share scheme of Genting Singapore Limited (“**GENS**”), a company listed on the Main Board of the Singapore Exchange Securities Trading Limited.

GENM is involved in an integrated resort business at Genting Highlands and its principal activities cover leisure and hospitality services, which comprise gaming, hotels, food and beverage, theme parks, retail and entertainment attractions. The principal activities of GENM's subsidiaries include operation of casinos, leisure and hospitality services, property investment and management, investments, tours and travel related services and provision of sales and marketing services. The principal activity of GENS is that of an investment holding company. The principal activities of GENS's subsidiaries include the development and operation of integrated resort, operation of casinos, provision of sales and marketing support services to leisure and hospitality related businesses and investments. GENS owns Resorts World Sentosa in Singapore. As at the Latest Practicable Date, GENT held approximately 49.45% and 52.66% equity interests in GENM and GENS respectively. GENM indirectly owns 49% of the common stock in Empire Resorts, Inc. ("**Empire**"), a company with various subsidiaries engaged in the hospitality and gaming industries. GENM also indirectly owns 100% of both Series G and Series L Convertible Preferred Stocks and 49% of the Series H Convertible Preferred Stock in Empire.

Tan Sri Lim and certain members of his family are beneficiaries of a discretionary trust which ultimately owns the GHUT, of which Golden Hope is the trustee. Golden Hope as trustee of the GHUT, a substantial Shareholder of the Company, indirectly owns 51% of the common stock in Empire. Golden Hope as trustee of the GHUT also indirectly owns 100% of the Series F Convertible Preferred Stock and 51% of the Series H Convertible Preferred Stock in Empire.

The Group is principally engaged in the business of cruise and cruise-related operations, shipyard operations and leisure, entertainment and hospitality activities.

Tan Sri Lim is therefore considered as having interests in business (the "**Deemed Competing Business**") apart from the Group's business, which may compete indirectly with the Group's business under Rule 8.10 of the Listing Rules. The Company's management team is separate and independent from GENT, GENM, GENS and Empire. Coupled with the appointment of three Independent Non-executive Directors to the Board, the Group is capable of carrying on its business independent of and at arm's length from the Deemed Competing Business.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or, so far as is known to them, their respective close associates (as defined in the Listing Rules) had any interest in any business (apart from the Group's business) which competes or is likely to compete, either directly or indirectly, with the Group's business which would be required to be disclosed under Rule 8.10 of the Listing Rules.

**10. MISCELLANEOUS**

- (a) The Company Secretary of the Company is Ms. Yung Mei Yee, a fellow member of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute in the United Kingdom. The assistant secretary is Ocorian Services (Bermuda) Limited.
- (b) The registered office of the Company is situated at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.
- (c) The corporate headquarters and principal place of business in Hong Kong of the Company is at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR.
- (d) The Bermuda Principal Registrar of the Company is MUFG Fund Services (Bermuda) Limited located at 4th floor North Cedar House, 41 Cedar Avenue, Hamilton HM 12, Bermuda.
- (e) The Hong Kong Branch Registrar of the Company is Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR.
- (f) The English text of this circular shall prevail over the Chinese text.

**11. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the corporate headquarters and principal place of business in Hong Kong of the Company for a period of 14 days from the date of this circular:

- (a) the Memorandum of Continuance and Bye-laws of the Company;
- (b) the annual reports of the Company for the years ended 31 December 2018 and 31 December 2019, and the interim report of the Company for the six months ended 30 June 2020;
- (c) the material contracts referred to in paragraph 7 of this appendix;
- (d) the property valuation report, the text of which is set out in Appendix I;
- (e) the letter of consent from Ascent Partners Valuation Service Limited referred to in paragraph 6 of this appendix;
- (f) the circular of the Company dated 21 February 2020 in relation to the sale and leaseback of Crystal Endeavor and the provision of a subordinated loan;
- (g) the circular of the Company dated 21 February 2020 in relation to the purchase of the systems from ABB Oy, Marine & Ports; and
- (h) this circular.