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

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

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GENTING

HONG KONG

Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSALS FOR

- 1. RE-ELECTION OF DIRECTORS; AND**
 - 2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**
- #### **NOTICE OF ANNUAL GENERAL MEETING**

The notice of the Twenty-seventh Annual General Meeting of Genting Hong Kong Limited to be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Wednesday, 30 June 2021 at 2:00 p.m. is set out in this circular. The form of proxy enclosed with this circular, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR or at the office of the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof and in default, the form of proxy shall not be treated as valid.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of this circular for the precautionary measures to be taken by the Company at and for the purpose of the Annual General Meeting to safeguard the health and safety of Shareholders and other attendees in regard to the COVID-19 epidemic, including:

- **compulsory body temperature checks and health declarations**
- **mandatory wearing of surgical face mask**
- **no provision of refreshments and corporate gifts**

Any person who does not comply with the precautionary measures may be denied entry into the Meeting venue. The Company reminds Shareholders that they may appoint the Chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting as an alternative to attending the Meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures for the Annual General Meeting to ensure the safety of our Shareholders, staff and stakeholders, while at the same time upholding our Shareholders' rights and complying with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the "Regulation"):

- (i) Seating at the Meeting will be arranged so as to comply with relevant Regulation. As a result, there will be limited seating capacity. The Company may limit the number of attendees at the Annual General Meeting for compliance with the Regulation.
- (ii) Compulsory body temperature checks will be conducted on every Shareholder, proxy or other attendee at each entrance of the Meeting venue. Any person with a body temperature higher than 37.5 degrees Celsius or is exhibiting flu-like symptoms or refuses to undergo body temperature check will be denied entry into the Meeting venue or be required to leave the Meeting venue, to the extent permitted by law.
- (iii) All attendees are required to wear surgical face masks at all times before they are permitted to attend the Meeting. While inside the Meeting venue, all attendees are required to maintain social distancing at all times when attending the Annual General Meeting. Please note that no masks will be provided at the venue of the Meeting and attendees are advised to wear their own masks.
- (iv) No refreshment will be served, and there will be no corporate gift.
- (v) Each attendee is required to provide health declaration confirming, inter alia, that whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately prior to the Annual General Meeting; and (b) he/she is subject to any Hong Kong SAR Government prescribed quarantine requirement.

All the attendees are advised to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry to those suspected of infection into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue so as to safeguard the safety of the attendees at the Annual General Meeting.

In addition, the Company reminds all Shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. In light of the evolving risks posed by the COVID-19 and in the best interest of Shareholders, the Company advises Shareholders to consider appointing the Chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting according to their indicated voting instructions by completing and returning the proxy form attached to this circular instead of attending the Meeting in person.

If any Shareholder chooses not to attend the Meeting in person but has any question about any resolution prepared for consideration at the Meeting, he/she is welcome to send such question in writing to the Company's officer in charge of investor relations at andy.poon@gentinghk.com.

If any Shareholder has any question relating to the Meeting arrangements, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Branch Registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong SAR
Website: www.computershare.com/hk/contact
Tel: (852) 2862 8555
Fax: (852) 2865 0990

The Company will monitor the development of COVID-19 situation and related guidance released by the Hong Kong SAR Government from time to time, and may revise or implement additional precautionary measures for the Meeting as it sees fit. The Company will issue announcement(s) should there be any material changes to the Annual General Meeting arrangements, as and when appropriate.

DEFINITIONS

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

“Annual General Meeting” or “Meeting”	the twenty-seventh annual general meeting of the Company to be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Wednesday, 30 June 2021 at 2:00 p.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	Genting Hong Kong Limited, an exempted company continued into Bermuda with limited liability and having its Shares listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong SAR
“Hong Kong” or “Hong Kong SAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 May 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
“Notice”	the notice dated 31 May 2021 for convening the Annual General Meeting as set out on pages 18 to 24 of this circular
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to repurchase Shares of up to a maximum of 10% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares of up to a maximum of 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Share(s)”	ordinary share(s), currently with par value of US\$0.10 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America

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

31 May 2021

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**

INTRODUCTION

The purpose of this circular is to provide you with the information on the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Directors; (ii) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; and (iii) the extension of the Share Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Ordinary resolutions as set out under item 3 in the Notice will be proposed at the Annual General Meeting to re-elect Directors. In accordance with Bye-law 99 of the Bye-laws, Mr. Alan Howard Smith and Mr. Justin Tan Wah Joo will retire by rotation at the Annual General Meeting, whereas Mr. Au Fook Yew (*alias Mr. Colin Au*) and Mr. Chan Kam Hing Chris who were appointed by the Board as additional Directors will, in accordance with Bye-law 102(B) of the Bye-laws, hold office until the Annual General Meeting, and each of them will then be eligible for re-election at such meeting.

The retiring Directors, being eligible, will offer themselves for re-election and they will be elected individually. Subject to the approval of their re-election by the Shareholders at the Annual General Meeting, each of Mr. Au Fook Yew and Mr. Chan Kam Hing Chris will continue to act as an Executive Director of the Company while each of Mr. Alan Howard Smith (who has served on the Board for more than nine years) and Mr. Justin Tan Wah Joo will continue to act as an Independent Non-executive Director of the Company.

The Board, through the Nomination Committee, having reviewed the structure, size and composition of the Board with due regard to the factors (including but not limited to, education, cultural background, nationality, skills, knowledge, business experience, professional expertise, length of service, age and/or gender (where appropriate)) and for the benefits of business scope and nature of the Group and Board diversity as set out under the Director Nomination and Board Diversity Policy of the Company, recommended to the Shareholders for the re-election of each of Mr. Au Fook Yew, Mr. Chan Kam Hing Chris, Mr. Alan Howard Smith and Mr. Justin Tan Wah Joo as Director of the Company at the Annual General Meeting. The Director who is a member of the Nomination Committee had abstained from voting on the relevant resolution at the Nomination Committee meeting regarding his own nomination.

While reviewing the qualifications of Mr. Alan Howard Smith for re-election as an Independent Non-executive Director of the Company, the Nomination Committee has assessed the independence of Mr. Alan Howard Smith taking into account, inter alia, his annual confirmation of independence provided to the Company and considered that Mr. Alan Howard Smith, notwithstanding his minor interest in the shares of the Company, remains to be independent as he and his immediate family members (as defined under Rule 14A.12(1)(a) of the Listing Rules) are independent from management and any major shareholder group of the Company and are free from any business or other relationship which might interfere with the exercise of his independent judgment and he has satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Nomination Committee has paid particular attention in reviewing the independence of Mr. Alan Howard Smith, who has served on the Board for more than nine years and considered that Mr. Alan Howard Smith has satisfied the requirements of independence guidelines set out in Rule 3.13 of the Listing Rules, his long service on the Board would not affect his integrity in exercising impartial and independent judgement on Board matters and his rich experience and professional knowledge can continue to bring valuable contribution to the Board and the growth of the Company.

While reviewing the qualifications of Mr. Justin Tan Wah Joo for re-election as an Independent Non-executive Director of the Company, the Nomination Committee has assessed the independence of Mr. Justin Tan Wah Joo taking into account, inter alia, his annual confirmation of independence provided to the Company and considered that Mr. Justin Tan Wah Joo, notwithstanding the minor interest of his own or jointly held with his spouse in the shares of the Company and of certain core connected persons of the Company (namely, Genting Berhad, Genting Malaysia Berhad and Genting Singapore Limited, each being a close associate of Tan Sri Lim Kok Thay, Director of the Company, for the purpose of the Listing Rules), remains to be independent as he and his immediate family members (as defined under Rule 14A.12(1)(a) of the Listing Rules) are independent from management and any major shareholder group of the Company and are free from any business or other relationship which might interfere with the exercise of his independent judgment, and therefore is regarded as having satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Board, through the Nomination Committee had also taken into account the respective contribution of each of Mr. Au Fook Yew, Mr. Chan Kam Hing Chris, Mr. Alan Howard Smith and Mr. Justin Tan Wah Joo to the Board and their commitment to their roles; and is of the view that the extensive experience of Mr. Au Fook Yew in cruise, leisure and hospitality business and his knowledge about the business of the Group; the extensive experience of Mr. Chan Kam Hing Chris in hotel and casino businesses and his knowledge about the business of the Group; the extensive experience of Mr. Alan Howard Smith in investment banking, legal profession and corporate governance (especially in serving as Independent Non-executive Director of companies listed on Hong Kong and overseas exchanges); and the extensive experience of Mr. Justin Tan Wah Joo in corporate finance and management especially in leisure and hospitality business and his accounting professional background, all are valuable assets to the Board in respect of a wide range of relevant diversity aspects requisite for the business and growth of the Company.

The biographical details of each of the retiring Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO DIRECTORS TO REPURCHASE SHARES AND TO ISSUE SHARES

At the twenty-sixth annual general meeting of the Company held on 2 June 2020, the Directors were given a general mandate to exercise the powers of the Company to repurchase Shares and a general mandate to issue new Shares in the share capital of the Company. Such mandates will lapse at the conclusion of the Annual General Meeting. The Directors therefore propose to seek your approval of the ordinary resolutions to be proposed at the Annual General Meeting to give new general mandates to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares in the share capital of the Company.

Resolution No. 6(A) as set out in the Notice will be proposed at the Annual General Meeting as an ordinary resolution to grant to the Directors the Repurchase Mandate. An explanatory statement, as required by the Listing Rules, is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable you as Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate to the Directors at the Annual General Meeting.

Resolutions Nos. 6(B) and 6(C) as set out in the Notice will also be proposed at the Annual General Meeting as ordinary resolutions to grant to the Directors the Share Issue Mandate and the Share Issue Mandate as extended by adding the number of any Shares repurchased by the Company under the Repurchase Mandate.

GENERAL INFORMATION

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form or other instrument of proxy and return it to the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR or to the office of the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR, and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form or other instrument of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should they so wish.

The Company would like to inform the Shareholders that the Listing Rules require any vote of the Shareholders at a general meeting be taken by poll and the Chairman of the Annual General Meeting will, pursuant to Bye-law 70 of the Bye-laws, demand a poll vote on all the resolutions to be proposed at the Annual General Meeting accordingly.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is pleased to recommend the retiring Directors for re-election as set out in Appendix I for Shareholders' consideration. Subject to the approval of their re-election respectively by the Shareholders at the Annual General Meeting, each of Mr. Au Fook Yew and Mr. Chan Kam Hing Chris will continue to act as an Executive Director of the Company while each of Mr. Alan Howard Smith and Mr. Justin Tan Wah Joo will continue to act as an Independent Non-executive Director of the Company. The Board, through the Nomination Committee, has assessed the independence of each of Mr. Alan Howard Smith and Mr. Justin Tan Wah Joo and, taking into account the factors set out in the section headed "Re-election of Directors" above, considered that each of them remains to be independent. The Board, through the Nomination Committee, has also considered and is of the view that each of the retiring Directors has contributed and will continue to contribute his valuable knowledge, skills, experience and a range of other diversity aspects requisite for the business and development of the Company and it is in the interests of the Company and its Shareholders as a whole for each of the retiring Directors to be re-elected.

The Board also considers that the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors and the extension of the Share Issue Mandate by the number of Shares repurchased under the Repurchase Mandate are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

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

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of each of the retiring Directors are set out below for Shareholders' information.

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

Executive Director, Deputy Chief Executive Officer and Group President

Mr. Au Fook Yew, aged 71, was appointed an Executive Director and the Deputy Chief Executive Officer of the Company in August 2020. Mr. Au serves as the Group President of the Company since March 2017. He was the founding President and CEO of the Company, which pioneered the Asian cruise business 27 years ago. He is a director of a number of subsidiaries of the Company.

Mr. Au is responsible for Genting Cruise Lines of the Company, a collection of three cruise brands – Dream Cruises, Star Cruises and Crystal Cruises. He is also responsible for MV Werften Holdings Limited, the Company's wholly-owned subsidiary, which owns four German shipyards principally involved in building new cruise and passenger ships.

Mr. Au joined Genting Berhad, Malaysia, 40 years ago and served in different positions globally with affiliates of the Genting Group. Prior to joining the Genting Group, Mr. Au worked for Exxon Corporation for five years in Hong Kong and Malaysia from 1974 to 1979. Mr. Au graduated with a B. Sc. (Hons) in Chemical Engineering degree from the University of Birmingham, UK in 1972 and a MBA from the Harvard Graduate School of Business in 1974.

Mr. Au has entered into a formal letter of appointment with the Company in respect of his appointment as an Executive Director, pursuant to which his term of office as an Executive Director of the Company is subject to the requirements for retirement by rotation at least once every three years at an annual general meeting of the Company in accordance with the Bye-laws and applicable rules and regulations.

For the year ended 31 December 2020, Mr. Au was entitled to a Director's fee of US\$79,972 (comprising the base Director's fee and the fees for attending the regular Board meetings and other weekly and ad hoc Board meetings held during the year ended 31 December 2020) which had been recommended by the Remuneration Committee and determined with reference to the Group's remuneration policy after taking into account, inter alia, the duties and responsibilities, time commitment of Mr. Au and the director's fees paid by other comparable companies. In line with the commitment of the Directors to waive the fees and compensation as disclosed in the Company's announcement dated 13 March 2020, Mr. Au, who was appointed as a Director and the Deputy Chief Executive Officer of the Company on 28 August 2020, had agreed to waive his Director's fees in the amount of US\$60,267 for attending all the ad hoc Board meetings held during the period from the date of his appointment as Director of the Company to 31 December 2020, and he received the Director's fee in the amount of US\$19,705 for the year ended 31 December 2020 as recommended by the Remuneration Committee to the Board. Payment of such Director's fee to Mr. Au has been approved by the Board at a meeting of the Board at which Mr. Au had abstained from deliberation and voting for his own remuneration, and made in December 2020.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Au did not have any interests in the Shares within the meaning of Part XV of the SFO nor does he have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Au has not held any directorship in other listed public companies in the last three years.

Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

Mr. Chan Kam Hing Chris **Executive Director and Chief Financial Officer**

Mr. Chan Kam Hing Chris, aged 55, was appointed an Executive Director of the Company in August 2020. Mr. Chan serves as the Chief Financial Officer of the Company since December 2017. He is responsible for the internal control, accounting, corporate finance, treasury management and other financial and corporate services functions of the Group. He is a director of a number of subsidiaries of the Company.

Prior to joining the Group, Mr. Chan has over 27 years of experience in hotel and casino businesses with the last 9 years at Greater China Corporate Office of Marriott International. He worked for Chow Tai Fook Group (including Grand Hyatt Hong Kong and Hyatt Hotel & Casino Manila) and Marco Polo Hotel Group (Wharf Group).

Mr. Chan graduated with B. Soc. Sc. from University of Hong Kong in 1989, MBA from University of Sheffield, UK in 1991 and M. Sc. from Chinese University of Hong Kong in 2002. He is a member of the Royal Institution of Chartered Surveyors, the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants.

Mr. Chan has entered into a formal letter of appointment with the Company in respect of his appointment as an Executive Director, pursuant to which his term of office as an Executive Director of the Company is subject to the requirements for retirement by rotation at least once every three years at an annual general meeting of the Company in accordance with the Bye-laws and applicable rules and regulations.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

For the year ended 31 December 2020, Mr. Chan was entitled to a Director's fee of US\$79,972 (comprising the base Director's fee and the fees for attending the regular Board meetings and other weekly and ad hoc Board meetings held during the year ended 31 December 2020) which had been recommended by the Remuneration Committee and determined with reference to the Group's remuneration policy after taking into account, inter alia, the duties and responsibilities, time commitment of Mr. Chan and the director's fees paid by other comparable companies. In line with the commitment of the Directors to waive the fees and compensation as disclosed in the Company's announcement dated 13 March 2020, Mr. Chan, who was appointed as a Director of the Company on 28 August 2020, had agreed to waive his Director's fees in the amount of US\$60,267 for attending all the ad hoc Board meetings held during the period from the date of his appointment as Director of the Company to 31 December 2020, and he received the Director's fee in the amount of US\$19,705 for the year ended 31 December 2020 as recommended by the Remuneration Committee to the Board. Payment of such Director's fee to Mr. Chan has been approved by the Board at a meeting of the Board at which Mr. Chan had abstained from deliberation and voting for his own remuneration, and made in December 2020.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares within the meaning of Part XV of the SFO nor does he have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chan has not held any directorship in other listed public companies in the last three years.

Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

Mr. Alan Howard Smith **Deputy Chairman and Independent Non-executive Director**

Mr. Alan Howard Smith, aged 77, has been an Independent Non-executive Director of the Company since August 2000 and is the Chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee of the Company.

Mr. Smith was the Vice Chairman, Pacific Region, of Credit Suisse First Boston ("CSFB"), a leading global investment bank from 1997 until he retired in December 2001. Prior to joining CSFB, he was Chief Executive of the Jardine Fleming Group from 1983 to 1994 and was Chairman of the Jardine Fleming Group from 1994 to 1996. Mr. Smith has over 27 years of investment banking experience in Asia. He was elected a council member of the Stock Exchange on two occasions. He was a member of the Hong Kong Special Administrative Region Government's Economic Advisory Committee, and was for 10 years a member of the Hong Kong Government's Standing Committee on Company Law Reform. Mr. Smith has been appointed a member of the Advisory Council of Wheelock Properties Limited in March 2021.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Smith graduated with an LL.B. (Honours) degree from Bristol University, England in 1964, and was admitted as a solicitor in England in 1967 and in Hong Kong in 1970. Mr. Smith is also a director of Guangdong Land Holdings Limited, which is listed on the Stock Exchange; and a director of ICBC Credit Suisse Asset Management Co., Ltd.. During the period from July 2012 to July 2020, Mr. Smith had been a director of Wheelock and Company Limited, which was a listed company on the Stock Exchange until its voluntary delisting in July 2020.

Mr. Smith has entered into a formal letter of appointment with the Company in respect of his appointment as an Independent Non-executive Director, pursuant to which his term of office is fixed for a term of not more than approximately two years expiring at the conclusion of the annual general meeting of the Company held in the second year following the year of his last re-election by Shareholders, subject to the requirements for retirement by rotation at an annual general meeting of the Company in accordance with the Bye-laws and applicable rules and regulations.

For the year ended 31 December 2020, Mr. Smith was entitled to a Director's fee of US\$207,440 (comprising the base Director's fee and the fees for attending the regular Board meetings and other weekly and ad hoc Board meetings and attending and/or chairing the meetings of the Audit Committee, Nomination Committee and Remuneration Committee held during the year ended 31 December 2020) which had been recommended by the Remuneration Committee (with Mr. Smith abstained from voting and approval for his own remuneration) and determined with reference to the Group's remuneration policy after taking into account, inter alia, the duties and responsibilities, time commitment of Mr. Smith and the director's fees paid by other comparable companies. In line with the commitment of the Directors to waive the fees and compensation as disclosed in the Company's announcement dated 13 March 2020, Mr. Smith had agreed to waive his Director's fees in the amount of US\$108,000 for all his base Director's fee and the fees for attending certain ad hoc Board meetings held during the year ended 31 December 2020, and he received the Director's fee in the amount of US\$99,440 for the year ended 31 December 2020 as recommended by the Remuneration Committee to the Board. Payment of such Director's fee to Mr. Smith has been approved by the Board at a meeting of the Board at which Mr. Smith had abstained from deliberation and voting for his own remuneration, and made in December 2020.

As at the Latest Practicable Date, Mr. Smith was interested in 8,000,000 Shares within the meaning of Part XV of the SFO, and he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Smith has not held any directorship in other listed public companies in the last three years.

Mr. Smith was a director of the Jardine Fleming Group from 1975 to 1996. During that time, in 1984, the Monetary Authority of Singapore withdrew the approval for a subsidiary, Jardine Fleming (Singapore) Pte Ltd, to operate as a merchant bank and, in 1996, the Securities and Futures Commission ("SFC") of Hong Kong issued a public reprimand to a subsidiary, Jardine Fleming Investment Management Ltd, for breaches of the SFC Code of Conduct. Mr. Smith was not personally reprimanded.

Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

Mr. Justin Tan Wah Joo
Independent Non-executive Director

Mr. Justin Tan Wah Joo, aged 71, was first appointed a Non-executive Director of the Company in August 2014 and was subsequently re-designated as an Independent Non-executive Director and appointed as a member and the Chairman of the Audit Committee of the Company with effect from 22 April 2015.

Mr. Tan has extensive experience in corporate finance and management especially in leisure and hospitality business. He had also served on the boards of a number of listed and public companies. Mr. Tan had been a Non-Executive Director of Genting Singapore Limited (“GENS”) from November 1991 to October 2000 and was appointed as its Managing Director from November 2000 to February 2010. Mr. Tan was previously a Non-Independent Non-Executive Director of Genting Malaysia Berhad (“GENM”) from September 2005 to December 2005 (prior to that, he held the position of Executive Director from April 1999 up to August 2005). GENS is a public company listed on the Main Board of the Singapore Exchange Securities Trading Limited since December 2005 (GENS had also been listed on the Luxembourg Stock Exchange from April 1990 until March 2007 following its application for de-listing). GENM is a public company listed on the Main Market of Bursa Malaysia Securities Berhad since December 1989.

Mr. Tan was also a director of Genting UK Plc from October 2006 to May 2010. He was the President of Resorts World Inc Pte. Ltd. from February 2010 until he retired in April 2013.

Mr. Tan was awarded with a Bachelor of Economics (Honours) degree from the University of Malaya in 1973 and is a Fellow of the Australian Society of Certified Practising Accountants and an Associate Member of the Chartered Institute of Management Accountants, United Kingdom.

Mr. Tan has entered into a formal letter of appointment with the Company in respect of his appointment as an Independent Non-executive Director, pursuant to which his term of office is fixed for a term of not more than approximately two years expiring at the conclusion of the annual general meeting of the Company held in the second year following the year of his last re-election by Shareholders, subject to the requirements for retirement by rotation at an annual general meeting of the Company in accordance with the Bye-laws and applicable rules and regulations.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

For the year ended 31 December 2020, Mr. Tan was entitled to a Director's fee of US\$194,267 (comprising the base Director's fee and the fees for attending the regular Board meetings and other weekly and ad hoc Board meetings and attending the meetings of the Audit Committee held during the year ended 31 December 2020) which had been recommended by the Remuneration Committee and determined with reference to the Group's remuneration policy after taking into account, inter alia, the duties and responsibilities, time commitment of Mr. Tan and the director's fees paid by other comparable companies. In line with the commitment of the Directors to waive the fees and compensation as disclosed in the Company's announcement dated 13 March 2020, Mr. Tan had agreed to waive his Director's fees in the amount of US\$108,000 for all his base Director's fee and the fees for attending certain ad hoc Board meetings held during the year ended 31 December 2020, and he received the Director's fee in the amount of US\$86,267 for the year ended 31 December 2020 as recommended by the Remuneration Committee to the Board. Payment of such Director's fee to Mr. Tan has been approved by the Board at a meeting of the Board at which Mr. Tan had abstained from deliberation and voting for his own remuneration, and made in December 2020.

As at the Latest Practicable Date, Mr. Tan was interested in 968,697 Shares within the meaning of Part XV of the SFO, which shares were jointly held with his spouse.

Save as disclosed above, Mr. Tan has not held any directorship in other listed public companies in the last three years and apart from owning (by himself or jointly with his spouse) less than a 1 per cent interest in shares of each of Genting Berhad, GENM and GENS, he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, (i) there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (including but not limited to Rules 13.51(2)(h) to 13.51(2)(v)) of the Listing Rules; and (ii) there are no other matters that need to be brought to the attention of Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement given to the Shareholders, as required under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,482,490,202 Shares.

Subject to the passing of Resolution No. 6(A) as set out in the Notice as an ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 848,249,020 Shares representing not more than 10% of the number of issued Shares as at the Latest Practicable Date.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

FUNDING FOR REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate will be financed by the Company's internal resources and/or available banking facilities. In repurchasing the Shares, the Company may only apply funds legally available for such purchase in accordance with its Memorandum of Continuance and Bye-laws, the Listing Rules and the laws of Bermuda. Further, the Companies Act 1981 of Bermuda (as amended) provides that a company may not repurchase its shares if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2020 contained in the 2020 annual report of the Company in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company or its subsidiaries (within the meaning under Section 15 of Division 4 of Part 1 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules and the laws of Bermuda.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could, depending on the level of increase in the Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Tan Sri Lim Kok Thay, an Executive Director, the Chairman and Chief Executive Officer, and a substantial shareholder of the Company, together with parties presumed to be acting in concert with him under the Takeovers Code ("Tan Sri Lim Concert Group") beneficially held 6,420,262,493 Shares, representing approximately 75.69% of the issued share capital of the Company. To the best of the knowledge of the Company, no other person, together with any of his or its close associates, was beneficially interested in Shares representing 10% or more of the entire issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, then (if the present Shareholders' interests in Shares remain the same) the attributable aggregate shareholding of the Tan Sri Lim Concert Group in the Company would be increased to approximately 84.10% of the issued share capital of the Company. Such increase will not give rise to an obligation on any member of the Tan Sri Lim Concert Group to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that the Repurchase Mandate is implemented in full, the number of Shares held by the public would not fall below the minimum threshold for public float of the Company of 10%.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases of Shares pursuant to the Repurchase Mandate.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event the Repurchase Mandate is approved by the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months and the period up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
May 2020	0.630	0.475
June 2020	0.640	0.480
July 2020	0.610	0.485
August 2020	0.495	0.290
September 2020	0.335	0.247
October 2020	0.275	0.247
November 2020	0.380	0.247
December 2020	0.310	0.265
January 2021	0.300	0.260
February 2021	0.600	0.270
March 2021	0.730	0.435
April 2021	0.640	0.530
1 May 2021 up to the Latest Practicable Date	0.570	0.430

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



GENTING HONG KONG

Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

NOTICE IS HEREBY GIVEN THAT the Twenty-seventh Annual General Meeting of Genting Hong Kong Limited (the “Company”) will be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Wednesday, 30 June 2021 at 2:00 p.m. (the “AGM”) for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

As ordinary business:

1. to receive and adopt the audited financial statements for the year ended 31 December 2020 and the Directors’ and Auditor’s Reports thereon;
2. to approve, ratify and confirm the fees paid to the Directors for the year ended 31 December 2020 as set out in the annual report of the Company for the year ended 31 December 2020;
3. to re-elect the following Directors:
 - (i) Mr. Au Fook Yew (*alias Mr. Colin Au*)
 - (ii) Mr. Chan Kam Hing Chris
 - (iii) Mr. Alan Howard Smith
 - (iv) Mr. Justin Tan Wah Joo
4. to re-appoint Messrs PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix the Auditor’s remuneration;

As special business:

5. to fix the maximum number of Directors at 12 until otherwise determined by an ordinary resolution of the Company in a general meeting;

NOTICE OF ANNUAL GENERAL MEETING

6. to consider, and if thought fit, pass the following resolutions as ordinary resolutions of the Company with or without amendments:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares may be listed or traded and recognised or permitted by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors of the Company;
- (c) the aggregate number of shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”;

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (a) subject to paragraph (c) of this resolution and subject to and in compliance with all applicable laws and/or applicable requirements of any recognised regulatory body or any stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any rights of subscription or conversion under the terms of any existing warrants, options, bonds, notes, debentures, and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
 - (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement or rights to acquire shares of the Company; or
 - (iv) an issue of shares pursuant to any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued and allotted under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an offer of options, warrants or other securities of the Company giving rights to subscribe for shares, open for acceptance for a period fixed by the Directors of the Company to the holders of shares of the Company whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations, or the expense and delay in determining the extent of any restrictions or obligations, under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever applicable to the Company).”; and

NOTICE OF ANNUAL GENERAL MEETING

(C) “**THAT** conditional upon the passing of Resolutions Nos. 6(A) and 6(B) set out in the notice convening this meeting, the general mandate granted under Resolution No. 6(B) be and is hereby extended by adding the aggregate number of shares repurchased by the Company pursuant to Resolution No. 6(A) to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company under Resolution No. 6(B).”; and

7. to transact any other ordinary business of the Company.

By Order of the Board
Yung Mei Yee
Company Secretary

Hong Kong, 31 May 2021

Notes:

1. A shareholder entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. In view of the ongoing COVID-19 epidemic and recent guidelines for prevention and control of its spread, the Company advises shareholders to consider appointing the Chairman of this meeting as their proxy to vote on the relevant resolution(s) at the meeting according to their indicated voting instructions by completing and returning the proxy form attached to this circular instead of attending this meeting in person.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
5. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of this meeting will act as your proxy.

NOTICE OF ANNUAL GENERAL MEETING

6. The form of proxy, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR or at the office of the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at this meeting (or any adjourned meeting thereof) should they so wish.
7. With respect to Resolution No. 6(A), approval is being sought from the shareholders of the Company for a general mandate to repurchase shares to be given to the Directors.
8. With respect to Resolution No. 6(B), approval is being sought from the shareholders of the Company for a general mandate to issue shares to be given to the Directors.
9. With respect to Resolution No. 6(C), approval is being sought from the shareholders of the Company for an extension of the general mandate to be granted to the Directors pursuant to Resolution No. 6(B) to allot and issue shares by adding to it the number of shares repurchased by the Company under the authority granted to the Directors pursuant to Resolution No. 6(A).
10. In accordance with the Rules Governing the Listing of Securities on the Stock Exchange, an explanatory statement setting out the terms and conditions upon which the powers to be granted under Resolution No. 6(A) will be exercised accompanies this notice.
11. Please refer to the section headed "Precautionary Measures for the Annual General Meeting" set out in this circular for a summary of the precautionary measures to be taken by the Company in regard to the COVID-19 epidemic at this meeting.

NOTICE OF ANNUAL GENERAL MEETING

12. Personal Information Collection Statement:

Your supply of your and your proxy's Personal Data to the Company and/or the Company's Registrars in the form of proxy is on a voluntary basis. If you fail to provide sufficient information, we may not be able to process your appointment of proxy and instructions. "Personal Data" in this statement has the meaning defined under the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, which may include but is not limited to your and your proxy's name and address that you supplied to us in the form of proxy. Your and your proxy's Personal Data is collected for the purposes of processing and administration by the Company of proxies appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof). The Personal Data may be retained for such period as may be necessary for our verification and record purposes. If you have provided Personal Data of individuals other than yourself in the form of proxy, you confirm that you have informed and sought the requisite consent from those individuals to the collection, use and disclosure of their Personal Data for the stated purposes. Your and your proxy's Personal Data will be disclosed or transferred to other companies or bodies for the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request. You and your proxy have the right to request for access to and/or correction of the relevant personal data and any such request should be made in writing by mail to the relevant Registrar's address as appearing in Note 7 of the form of proxy.

Notice of Book Close Period and Record Date for AGM

The Registers of Members of the Company (both the Principal Register in Bermuda and Hong Kong Branch Register) will be closed from 25 June 2021 to 30 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, shareholders of the Company are reminded to ensure that all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Bermuda Principal Registrar, MUFG Fund Services (Bermuda) Limited c/o Suntera Corporate Services Limited at 18/F, On Building, 162 Queen's Road Central, Central, Hong Kong SAR; or Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR, by no later than 4:30 p.m. on 24 June 2021.



GENTING HONG KONG

Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

Form of Proxy

I/We _____
being a shareholder/shareholders of Genting Hong Kong Limited (the "Company") hereby appoint *the CHAIRMAN OF THE MEETING
or _____ (Note 6)
as my/our proxy to attend and vote for me/us on my/our behalf at the Twenty-seventh Annual General Meeting of the Company (the "Meeting") to be
held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Wednesday, 30 June 2021 at 2:00 p.m. and at any
adjournment thereof and to vote as indicated below. (* Delete if inapplicable)

Dated: _____ Signed: _____

Full Name(s)

IN BLOCK CAPITAL

Address

Number of shares held

	ORDINARY RESOLUTIONS	Proxy	
		For	Against
1.	To receive and adopt the audited financial statements for the year ended 31 December 2020 and the Directors' and Auditor's Reports thereon.		
2.	To approve, ratify and confirm the fees paid to the Directors for the year ended 31 December 2020 as set out in the annual report of the Company for the year ended 31 December 2020.		
3.	To re-elect the following Directors: (i) Mr. Au Fook Yew (<i>alias Mr. Colin Au</i>) (ii) Mr. Chan Kam Hing Chris (iii) Mr. Alan Howard Smith (iv) Mr. Justin Tan Wah Joo		
4.	To re-appoint Messrs PricewaterhouseCoopers as the Auditor and authorise the Directors to fix the Auditor's remuneration.		
5.	To fix the maximum number of Directors at 12 until otherwise determined by an ordinary resolution of the Company in a general meeting.		
6.	(A) To grant general mandate to the Directors to repurchase shares of the Company (Note 8). (B) To grant general mandate to the Directors to issue shares of the Company (Note 8). (C) To extend the general mandate to issue shares of the Company under Resolution No. 6(B) by the number of shares repurchased under Resolution No. 6(A) (Note 8).		

Please indicate with an "X" in the appropriate box provided above how you wish your vote to be cast on the resolutions specified in the notice of the Meeting.

NOTES:

- A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- 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.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 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.
- Please insert the number of shares of US\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. 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.
- The form of proxy, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR or at the office of the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong SAR not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the Meeting (or any adjourned meeting thereof) should they so wish.
- The full text of the respective resolutions appears in the notice of the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

By submitting an instrument appointing a proxy(ies), the shareholder accepts and agrees to the terms of the Personal Information Collection Statement set out in Note 12 to the notice of the Meeting.