



# GENTING

MALAYSIA

GENTING MALAYSIA BERHAD

198001004236 (58019-U)

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Genting Malaysia Berhad (the “**Company**”) will be held on a virtual basis through live streaming and online remote voting at the Broadcast Venue, 25th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia via TIIH Online website at <https://tiih.online> on Thursday, 15 June 2023 at 2.30 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

### ORDINARY RESOLUTION

**PROPOSED DISPOSAL OF FOUR PARCELS OF LAND IN MIAMI MEASURING AN AGGREGATE LAND AREA OF APPROXIMATELY 673,691 SQUARE FEET OR 15.47 ACRES (COLLECTIVELY KNOWN AS “MIAMI HERALD LAND”) FOR A TOTAL CASH CONSIDERATION OF UNITED STATES DOLLARS 1.225 BILLION (EQUIVALENT TO APPROXIMATELY RM5.482 BILLION) (“DISPOSAL CONSIDERATION”) EITHER BY (1) GENTING FLORIDA LLC (“GENTING FLORIDA”) (AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF THE COMPANY) TO SMART CITY MIAMI, LLC (“PURCHASER”) OF 100% OF THE ISSUED AND OUTSTANDING MEMBERSHIP INTERESTS IN RESORTS WORLD MIAMI LLC (“RW MIAMI”) WHICH HOLDS THE MIAMI HERALD LAND OR; (2) RW MIAMI OF THE MIAMI HERALD LAND TO THE PURCHASER (“PROPOSED DISPOSAL”)**

“**THAT** contingent upon the fulfilment of all other conditions precedent under the conditional purchase and sale agreement dated 26 April 2023 (United States Eastern date/time) between the Purchaser and RW Miami (“**Initial SPA**”) as amended by an amendment agreement dated 17 May 2023 (United States Eastern date/time) entered into by RW Miami, Genting Florida and the Purchaser (“**Amendment SPA**”) and the Initial SPA, as amended by the Amendment SPA, shall hereinafter be referred to as the “**SPA**”), and subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given to Genting Florida to dispose of 100% of the issued and outstanding membership interests in RW Miami (“**Membership Interests**”) (which at the time of Closing of the Proposed Disposal, will hold only the Miami Herald Land) for the Disposal Consideration to the Purchaser, to be satisfied entirely in cash in accordance with the terms of the SPA;

**THAT** in the event that the transaction reverts to a direct sale of the Miami Herald Land by RW Miami in accordance with the SPA (such as if Amendment SPA is terminated (without terminating the Initial SPA) or if Genting Florida, RW Miami and the Purchaser cannot agree on the terms on any remaining outstanding matters relating to the purchase of the Membership Interests contemplated by the Amendment SPA resulting in the Amendment SPA becoming void), approval be and is hereby given for RW Miami to dispose of the Miami Herald Land to the Purchaser in accordance with the terms of the Initial SPA for the Disposal Consideration;

**THAT** the proceeds arising from the Proposed Disposal be utilised for the purposes as set out in Section 2.6 of the Company's circular to shareholders dated 31 May 2023, and the Directors of the Company ("**Directors**") be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/or expedient in the best interest of the Company;

**THAT** the Directors be and are hereby authorised to do all such acts and things, take steps, acts and to deal with all matters incidental, ancillary to and/or relating thereto (including to execute such documents, agreements, undertakings and confirmations as may be required), as they may consider necessary or expedient in the best interest of the Company with full power to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities and/or as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Disposal;

**AND THAT** all previous acts made and/or done by the Board of Directors of the Company in connection with the Proposed Disposal be and are hereby approved, confirmed and ratified."

By Order of the Board

**LOH BEE HONG**

MAICSA 7001361

SSM Practising Certificate No. 202008000906

Secretary

Kuala Lumpur

31 May 2023

**Notes:-**

- 1. The Extraordinary General Meeting ("EGM") will be held on a virtual basis through live streaming and online remote voting at the Broadcast Venue using Remote Participating and Voting Facilities ("RPV") to be provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via TIIH Online website at <https://tiih.online>. All the EGM related documents of the Company can be viewed and downloaded from the Company's website at <https://www.gentingmalaysia.com/egm/>. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company's website at <https://www.gentingmalaysia.com/egm/> to register, participate, speak and vote remotely via the RPV.*
- 2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the EGM. Members will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.*
- 3. A member who is entitled to attend, participate, speak and vote at the EGM via the RPV is entitled to appoint a proxy or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her/its place. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his/her/its shareholding to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. In the case of a corporation, the proxy form must be either under seal or signed by a duly authorised officer or attorney.*

4. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
5. *The appointment of a proxy may be made in a hard copy form or by electronic means. Proxy forms must be submitted in the following manner, not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:*
  - (i) *In hard copy form*

*The original signed proxy form must be deposited with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.*
  - (ii) *By Tricor Online System (TIIH Online)*

*The proxy form can be electronically submitted via TIIH Online at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide.*
6. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the ordinary resolution set out in the Notice of EGM will be put to vote by poll.*
7. *For the purposes of determining members who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 7 June 2023. Only depositors whose names appear on the Record of Depositors as at 7 June 2023 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.*