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GENTING
HONG KONG

Genting Hong Kong Limited
(Continued into Bermuda with limited liability)
(Stock Code: 678)

CONNECTED TRANSACTION
EXERCISE OF THE CALL OPTION
FOR ACQUISITION OF A 50% EQUITY INTEREST IN LLOYD
INVESTITIONS- UND VERWALTUNGS GMBH AND A 30% EQUITY
INTEREST IN LLOYD WERFT BREMERHAVEN AG

Reference is made to the announcements of the Company dated 18 September 2015 and 24 November 2015 in relation to (1) the Share Purchase Agreement entered into between the Purchaser (Star Cruises Singapore Investment Holding Pte. Ltd., an indirectly wholly-owned subsidiary of the Company) and the Sellers (Petram Beteiligungs GmbH, Ehlerding Beteiligungs GmbH and BLG Logistics Group AG & Co. KG) in respect of the Initial Acquisition and (2) the Option Agreement entered into between the Purchaser and Petram in connection with the Share Purchase Agreement.

EXERCISE OF THE CALL OPTION

In accordance with the Option Agreement, the Purchaser has a Call Option, until the end of 31 December 2017, to purchase from Petram the Remaining Petram LIV Shares (representing approximately 50% of the total share capital in LIV) and the Remaining Petram LWB Shares (representing approximately 30% of the total issued shares in LWB) for a total consideration of EUR16,469,000 (equivalent to approximately HK\$140,912,000).

The Board is pleased to announce that on 31 December 2015 (German time), the Purchaser issued the Exercise Notice to Petram for the exercise of the Call Option in accordance with the terms and conditions of the Option Agreement. The Purchaser and Petram shall, without any undue delay, enter into the Call Option SPA in relation to the transfer of the Remaining Petram LIV Shares and the Remaining Petram LWB Shares in a form as stipulated under the Option Agreement.

LISTING RULES IMPLICATIONS

Prior to the exercise of the Call Option, LWB is held as to 70% by the Purchaser and 30% by Petram, LIV is owned by the Purchaser and Petram in equal share, and both LWB and LIV are indirect non-wholly-owned subsidiaries of the Company. Since Petram is a substantial shareholder of LWB and LIV, Petram is a connected person of the Company at the subsidiary level for the purpose of the Listing Rules. The transaction contemplated under the exercise of the Call Option constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the connected transaction contemplated under the exercise of the Call Option is made between the Company and a connected person at a subsidiary level on normal commercial terms, it is only subject to the reporting and announcement, but is exempt from the circular, independent financial advice and Shareholders' approval requirements by virtue of Rule 14A.101 of the Listing Rules.

As set out in the announcement of the Company dated 18 September 2015, since the revenue ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the exercise of the Call Option, when aggregated with the Initial Acquisition, produces an anomalous result, the calculation of the revenue ratio has been disregarded under Rule 14.20 of the Listing Rules. Since the other applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) are all less than 5%, the exercise of the Call Option does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

INTRODUCTION

Reference is made to the announcements of the Company dated 18 September 2015 and 24 November 2015 in relation to (1) the Share Purchase Agreement entered into between the Purchaser (Star Cruises Singapore Investment Holding Pte. Ltd., an indirectly wholly-owned subsidiary of the Company) and the Sellers (Petram Beteiligungs GmbH, Ehlerding Beteiligungs GmbH and BLG Logistics Group AG & Co. KG) in respect of the Initial Acquisition and (2) the Option Agreement entered into between the Purchaser and Petram in connection with the Share Purchase Agreement. Following completion of the Initial Acquisition, as at the date of this announcement, LWB and LIV are owned as to 70% and 50% by the Group respectively.

EXERCISE OF THE CALL OPTION

In accordance with the Option Agreement, the Purchaser has a Call Option, until the end of 31 December 2017, to purchase from Petram the Remaining Petram LIV Shares (representing approximately 50% of the total share capital in LIV) and the Remaining Petram LWB Shares (representing approximately 30% of the total issued shares in LWB) for a total consideration of EUR16,469,000 (equivalent to approximately HK\$140,912,000).

The Board is pleased to announce that on 31 December 2015 (German time), the Purchaser issued the Exercise Notice to Petram for the exercise of the Call Option in accordance with the terms and conditions of the Option Agreement. The Purchaser and Petram shall, without any undue delay, enter into the Call Option SPA in relation to the transfer of the Remaining Petram LIV Shares and the Remaining Petram LWB Shares in a form as stipulated under the Option Agreement.

The Consideration will be payable by the Purchaser upon Completion and is expected to be funded by internal resources of the Group. It is expected that Completion will take place within ten business days after the exercise of the Call Option.

REASONS FOR THE EXERCISE OF THE CALL OPTION

The Board is of the view that the exercise of the Call Option will enable the Company to acquire the entire interests in LIV and LWB, and will place the Company in a better position to leverage on the technical know-how and expertise of the shipyard, thus allowing the Company to expedite its business plans through timely and priority access to newbuilding slots at competitive pricing.

The terms of the exercise of the Call Option under the Option Agreement were determined after arm's length negotiations between the Purchaser and Petram and are on normal commercial terms, taking into account various factors, including the attributable consolidated net asset value, the technical know-how and expertise and strategic and commercial value of LIV, LWB and the other principal operating Target Group Company.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the transactions contemplated under the exercise of the Call Option and the terms of the Call Option SPA are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and the independent non-executive Directors have confirmed that the transactions contemplated under the exercise of the Call Option are on normal commercial terms and in the ordinary and usual course of business of the Group.

No Director has any material interest in connection with the exercise of the Call Option which prohibits him from voting on the resolution of the Board to approve the exercise of the Call Option and no Director has abstained from approving such Board resolution.

INFORMATION ON THE COMPANY, THE PARTIES AND THE TARGET GROUP COMPANIES

The Company

The principal activity of the Company is investment holding. The Company's subsidiaries are principally engaged in the business of cruise and cruise related operations as well as leisure, entertainment and hospitality activities.

The Parties

The Purchaser

The Purchaser is an investment holding company and an indirect wholly-owned subsidiary of the Company.

Petram

Petram is a limited liability company incorporated under the laws of Germany. It is principally engaged in holding participations in industrial companies, in particular engine and facility manufacturers, as well as acquiring, constructing, modernising, renting and leasing of undeveloped and developed real estate. Petram is a substantial shareholder of LWB and LIV and therefore a connected person of the Company at the subsidiary level for the purpose of the Listing Rules.

The Target Group Companies

LIV

LIV is a limited liability company incorporated under the laws of Germany. LIV is principally engaged in letting and leasing real estate and operating facilities. Upon Completion, LIV will be wholly owned by the Purchaser, and will become an indirect wholly-owned subsidiary of the Company.

LWB

LWB is a stock corporation incorporated under the laws of Germany. LWB is principally engaged in operating a shipyard for the construction of prefabricated ships, the conversion of ships and the repair of ships, having, holding and maintaining mobile and fixed docks. Upon Completion, LWB will be wholly owned by the Purchaser, and will become an indirect wholly-owned subsidiary of the Company.

Other Principal Operating Target Group Company

Lloyd Design Bremerhaven GmbH, a limited liability company incorporated under the laws of Germany, is wholly-owned by LIV and principally engaged in providing engineering and other services, in particular in the field of construction, research, development, construction supervision, construction realisation, as well as personnel leasing.

FINANCIAL INFORMATION OF LIV AND LWB

The following is the audited consolidated financial information of LIV for each of the two financial years ended 31 December 2013 and 31 December 2014 prepared in accordance with German GAAP:

| | For the year ended 31 December 2013 | | For the year ended 31 December 2014 | |
|---|--|----------|--|----------|
| | EUR'000 | HK\$'000 | EUR'000 | HK\$'000 |
| Net (loss) / profit before taxation and extraordinary items | (1,317) | (11,269) | 2,165 | 18,524 |
| Net (loss) / profit after taxation and extraordinary items | (1,801) | (15,410) | 1,945 | 16,642 |

As at 31 October 2015, the unaudited consolidated net asset value of LIV is approximately EUR18,829,000 (equivalent to approximately HK\$161,105,000).

The following is the audited consolidated financial information of LWB for each of the two financial years ended 31 December 2013 and 31 December 2014 prepared in accordance with German GAAP:

| | For the year ended 31 December 2013 | | For the year ended 31 December 2014 | |
|--|--|----------|--|----------|
| | EUR'000 | HK\$'000 | EUR'000 | HK\$'000 |
| Net profit before taxation and extraordinary items | 1,155 | 9,882 | 7,083 | 60,604 |
| Net profit after taxation and extraordinary items | 1,132 | 9,686 | 4,821 | 41,249 |

As at 31 October 2015, the unaudited consolidated net asset value of LWB is approximately EUR8,159,000 (equivalent to approximately HK\$69,810,000).

LISTING RULES IMPLICATIONS

Prior to the exercise of the Call Option, LWB is held as to 70% by the Purchaser and 30% by Petram, LIV is owned by the Purchaser and Petram in equal share, and both LWB and LIV are indirect non-wholly-owned subsidiaries of the Company. Since Petram is a substantial shareholder of LWB and LIV, Petram is a connected person of the Company at the subsidiary level for the purpose of the Listing Rules. The transaction contemplated under the exercise of the Call Option constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the connected transaction contemplated under the exercise of the Call Option is made between the Company and a connected person at a subsidiary level on normal commercial terms, it is only subject to the reporting and announcement, but is exempt from the circular, independent financial advice and Shareholders' approval requirements by virtue of Rule 14A.101 of the Listing Rules.

As set out in the announcement of the Company dated 18 September 2015, since the revenue ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the exercise of Call Option, when aggregated with the Initial Acquisition, produces an anomalous result, the calculation of the revenue ratio has been disregarded under Rule 14.20 of the Listing Rules. Since the other applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) are all less than 5%, the exercise of the Call Option does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

Unless the context otherwise require, the following expressions have the following meanings in this announcement:

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| “BLG” | BLG Logistics Group AG & Co. KG, a limited partnership established under the laws of Germany. |
| “Board” | the board of directors of the Company. |
| “Call Option” | the call option granted by Petram to the Purchaser for the latter to acquire the Remaining Petram LIV Shares and the Remaining Petram LWB Shares in accordance with the terms and conditions of the Option Agreement. |
| “Call Option SPA” | the share purchase agreement to be entered into between the Purchaser and Petram in relation to the transfer of the Remaining Petram LIV Shares and the Remaining Petram LWB Shares in a form as stipulated under the Option Agreement. |
| “Company” | Genting Hong Kong Limited, an exempted company continued into Bermuda with limited liability, having its Shares primary listed on the Main Board of the Stock Exchange and secondary listed on the Main Board of the Singapore Exchange Securities Trading Limited. |
| “Completion” | completion of the transfer of the Remaining Petram LIV Shares and the Remaining Petram LWB Shares pursuant to the Call Option SPA. |
| “connected person(s)” | has the meaning as ascribed to it under the Listing Rules. |
| “Consideration” | the consideration for the acquisition of the Remaining Petram LIV Shares and the Remaining Petram LWB Shares under the Option Agreement. |
| “Director(s)” | the director(s) of the Company. |
| “Ehlerding” | Ehlerding Beteiligungs GmbH, a limited liability company incorporated under the laws of Germany. |
| “EUR” | the lawful currency of such sovereigns which as members of the European Union belong to the monetary union pursuant to the “Treaty of Lisbon amending the Treaty on European Union and the Treaty establishing the European Community” dated 13 December 2007 (OJ 2007/C 306/01). |
| “Exercise Notice” | the exercise notice issued by the Purchaser to Petram dated 31 December 2015 for the exercise of the Call Option in accordance with the terms and conditions of the Option Agreement. |
| “German GAAP” | Generally Accepted Accounting Principles in Germany. |

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| “Group” | the Company and its subsidiaries. |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong. |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China. |
| “Initial Acquisition” | the acquisition of approximately 50% of the total share capital in LIV and approximately 70% of the total issued shares in LWB by the Purchaser from the Sellers pursuant to the terms and conditions of the Share Purchase Agreement. |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange. |
| “LIV” | Lloyd Investitions- und Verwaltungs GmbH, a limited liability company incorporated under the laws of Germany. |
| “LWB” | Lloyd Werft Bremerhaven AG, a stock corporation incorporated under the laws of Germany. |
| “Option Agreement” | the call and put option agreement entered into between the Purchaser and Petram on 17 September 2015 (German time) (as amended by the amendment agreement to the Option Agreement dated 23 November 2015), pursuant to which the Purchaser shall, upon completion of the Initial Acquisition, have the option to purchase the Remaining Petram LIV Shares and the Remaining Petram LWB Shares, and Petram shall, upon completion of the Initial Acquisition, have the option to demand the Purchaser to purchase the Remaining Petram LIV Shares and the Remaining Petram LWB Shares. |
| “Petram” | Petram Beteiligungs GmbH, a limited liability company incorporated under the laws of Germany. |
| “Purchaser” | Star Cruises Singapore Investment Holding Pte. Ltd., a limited liability company incorporated in Singapore and an indirect wholly-owned subsidiary of the Company. |
| “Remaining Petram LIV Shares” | shares in the nominal amount of EUR9,000,000 in LIV held by Petram, representing approximately 50% of the total share capital in LIV, which will be transferred to the Purchaser upon Completion. |
| “Remaining Petram LWB Shares” | 2,025,000 shares in LWB held by Petram, representing approximately 30% of the total issued shares in LWB, which will be transferred to the Purchaser upon Completion. |
| “Sellers” | Petram, Ehlerding and BLG. |

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|----------------------------|--|
| “Share Purchase Agreement” | the share purchase agreement dated 17 September 2015 by and among the Purchaser and the Sellers (as amended by the amendment agreement to the Share Purchase Agreement dated 23 November 2015) in relation to the Initial Acquisition. |
| “Shares” | ordinary shares with par value of US\$0.10 each in the share capital of the Company. |
| “Shareholder(s)” | holder(s) of the Share(s). |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited. |
| “Target Group Companies” | LIV, LWB, Lloyd Design Bremerhaven GmbH, Lloyd Wind Projektgesellschaft GmbH, Lloyd Offshore Bremerhaven GmbH, SK Athlet III GmbH and Lloyd Werft Al Duqom LLC. |
| “%” | per cent. |

For the purposes of this announcement, the exchange rate of EUR1.00 = HK\$8.5562 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.

By Order of the Board

TAN SRI LIM KOK THAY

Chairman and Chief Executive Officer

Hong Kong, 31 December 2015

As at the date of this announcement, the Board of Directors of the Company comprises two Executive Directors, namely Tan Sri Lim Kok Thay and Mr. Lim Keong Hui, and three Independent Non-executive Directors, namely Mr. Alan Howard Smith, Mr. Lam Wai Hon, Ambrose and Mr. Justin Tan Wah Joo.