

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

GENTING BERHAD

(Registration)\_\_\_\_\_

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on May 4, 2016, and before the Nevada Gaming Commission (“Commission”) on May 19, 2016, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
  - a. The applications of Genting Berhad for (i) registration as a publicly traded corporation, and (ii) a finding of suitability as the sole shareholder of Genting Intellectual Property Pte Ltd,
  - b. The applications of Kok Thay Lim for a finding of suitability as a beneficial owner and controlling beneficial owner of Genting Berhad,

c. The applications of Genting Intellectual Property Pte Ltd for (i) registration as an intermediary company, and (ii) a finding of suitability as a shareholder of Resorts World Inc Pte Ltd,

d. The applications of KHRV Limited for (i) registration as a holding company, and (ii) a finding of suitability as a shareholder of Resorts World Inc Pte Ltd,

e. The applications of Resorts World Inc Pte Ltd for (i) registration as an intermediary company, and (ii) a finding of suitability as the sole shareholder of Genting US Interactive Gaming Inc.,

f. The applications of Genting US Interactive Gaming Inc. for (i) registration as an intermediary company, and (ii) licensure as sole member of Genting Nevada Interactive Gaming LLC, and

g. The applications of Genting Nevada Interactive Gaming LLC for licensure as a manufacturer and distributor.

2. THAT Genting Berhad is registered as a publicly traded corporation and is found suitable as the sole shareholder of Genting Intellectual Property Pte Ltd.

3. THAT Kok Thay Lim is found suitable as a beneficial owner and controlling beneficial owner of Genting Berhad.

4. THAT Genting Intellectual Property Pte Ltd is registered as an intermediary company and is found suitable as a shareholder of Resorts World Inc Pte Ltd.

5. THAT KHRV Limited is registered as a holding company and is found suitable as a shareholder of Resorts World Inc Pte Ltd.

6. THAT Resorts World Inc Pte Ltd is registered as an intermediary company and is found suitable as the sole shareholder of Genting US Interactive Gaming Inc.

7. THAT Genting US Interactive Gaming Inc. is registered as an intermediary company and is licensed as the sole member of Genting Nevada Interactive Gaming LLC.

8. THAT Genting Nevada Interactive Gaming LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT in addition to the requirements imposed by NRS 463.639(2), Genting Berhad shall, pursuant to NRS 463.639(2), provide the Board, within 10 days of receipt, a true copy of all substantial shareholding notifications of Genting Berhad securities filed pursuant to the Malaysian Companies Act, 1965, as amended or re-enacted.

10. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Genting Berhad shall provide to the Board the following:

a. A copy of all material documents filed by Genting Berhad with the Securities Commission Malaysia, the Bursa Malaysia Securities Berhad (“Bursa Malaysia”), and any other foreign governmental agency which regulates the sale of its securities. These material documents include, but are not limited to, filings which are similar in nature and purpose to those filed by a domestic publicly traded corporation with the Securities and Exchange Commission (“SEC”), such as registration statements, proxy statements, information statements, annual and quarterly reports to stockholders, statements reflecting beneficial ownership, or any report involving insider trading, self-dealing, related third party transactions, fraud, market manipulations, short-swing profits, or margin accounts, which such documents may be filed pursuant to the Securities Commission Act 1993, the Capital Market and Services Act, 2007, (“CMSA”) as amended, the Bursa Malaysia Listing Requirements, or other applicable statutes or regulations;

b. A copy of all press releases issued by Genting Berhad or a licensed subsidiary thereof which are filed with Securities Commission Malaysia, Bursa Malaysia, and any other foreign governmental agency which regulates the sale of its securities, e-mailed to the Investigations Division - Corporate Securities Section in Carson City, Nevada, at or immediately after the time of release;

c. Within 10 business days of receipt, a true copy of all material documents received by Genting Berhad from any national or regional securities exchange. In addition, Genting Berhad shall immediately advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sales of Genting Berhad's securities; and

d. Any additional information which may be required to effectively and adequately investigate, monitor and regulate Genting Berhad, its subsidiaries and its business and gaming activities, within 5 business days of receipt of a request (oral or written) by the Board and/or the Investigations Division - Corporate Securities Section.

11. THAT if Genting Berhad conducts an offering of securities that is a "public offering" pursuant to Part VI (Division 1) of the CMSA or pursuant to Part IV (Division 1) of the Companies Act, 1965, as amended or re-enacted, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC Regulation 16.110(2), then Genting Berhad shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130, and 16.140, which are hereby deemed applicable to Genting Berhad as if it were a domestic publicly traded corporation.

12. THAT before any notice or proxy form or information statement subject to Part V (Division 3) of the Companies Act, 1965, as amended or re-enacted, is sent to the holders of the voting securities of Genting Berhad, which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act") and the Commission Regulations (the "Regulations"), such notice or proxy form or information statement must be approved by the Board. A notice or proxy form or information statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

13. THAT Genting Berhad shall not issue securities in the form of Bearer Bonds that are convertible into voting securities if as a result of the exercise of all conversions of such

bonds, the holders thereof would own greater than 10% of the then outstanding voting securities of Genting Berhad, without the prior approval of the Commission upon the recommendation of the Board.

14. THAT, pursuant to NRS 463.643(5), Genting Berhad shall, within 12 months of the effective date of this Order of Registration, and at least annually thereafter, notify its security holders that any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5% or more of any class of Genting Berhad voting securities, shall notify the Board in writing, within 10 days of knowledge of such acquisition. If Genting Berhad becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5% or more of any class of its voting securities, Genting Berhad shall notify the Board in writing, within 10 days of knowledge of such acquisition.

15. THAT, pursuant to NRS 463.643(5), any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 10% or more of any class of voting securities of Genting Berhad, must apply to the Commission for a finding of suitability within 30 days after the Chairman of the Board mails written notice.

16. THAT Genting Berhad shall, within 12 months of the effective date of this Order of Registration, and at least annually thereafter, notify its security holders of the nature and scope of, and procedures under, the Act and Regulations, in a written form approved by the Chairman of the Board or his designee.

17. THAT Genting Berhad shall, to the extent permitted by Malaysian laws and listing rules, comply with the provisions of NGC Regulation 16.440(2)(a)-(d). If Malaysian law or listing rules prohibit Genting Berhad from complying with any of the provisions of NGC Regulation 16.440(2)(a)-(d), Genting Berhad shall promptly contact the Chief Executive Officer of the Companies Commission of Malaysia and the Chief Regulatory Officer or Head of Listing Division of Bursa Malaysia, or their respective equivalent or designees (collectively, "Malaysian

Regulators”), to present such matter and solicit means to address the provisions of NGC Reg. 16.440(2)(a)-(d). Genting Berhad shall report the results of such meetings to the Board and will thereafter, cooperate with the Board to engage directly with the Malaysian Regulators for a mutually acceptable solution consistent with Malaysian law and listing rules.

18. THAT Genting Berhad shall establish and maintain a gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Genting Berhad and those subsidiaries and affiliated entities identified in the written gaming compliance program (collectively “Genting Group”) with the Act, as amended, the Regulations, as amended, and the laws and regulations of any other jurisdictions in which Genting Group may conduct gaming operations. The gaming compliance program, and any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Genting Berhad shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee, relating to a review of activities relevant to the continuing qualifications of Genting Berhad under the provisions of the Act and Regulations.

19. THAT Genting Berhad or an affiliated company, shall fund and maintain with the Board a revolving fund in the amount of \$100,000.00 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Genting Berhad and its affiliated companies.

20. THAT, pursuant to NRS 463.625, Genting Berhad is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635, 463.637, 463.639(1)(a) and (2), and NRS 463.641 through 463.645, inclusive, and all other provisions of the Act that apply to publicly traded corporations registered with the Commission.

21. THAT Genting Berhad is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, and all other Regulations that apply to publicly traded corporations registered with the Commission.

22. THAT the Commission hereby expressly finds that: (i) pursuant to NRS 463.627(2), the business activities of Genting Berhad are regulated in a manner which will prevent those activities from posing any threat to the control of gaming in the State of Nevada, and (ii) Genting Berhad is regulated in a manner which protects the investors and the State of Nevada and that the Malaysian regulatory system complies with the factors set forth in NRS 463.633.

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23. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Las Vegas, Nevada, this 19<sup>th</sup> day of May 2016.