

PRICING SUPPLEMENT dated 1 June 2012



GENTING CAPITAL BERHAD
(Company No. 987591-X)

**RM2.0 Billion Medium Term Notes Programme by
Genting Capital Berhad, guaranteed by
Genting Berhad**

Tranche No: 2

Issue of

RM1,500.0 Million Nominal Amount of Medium Term Notes due 8 June 2027

Joint Principal Advisers



Joint Lead Arrangers/Joint Book Runners/Joint Lead Managers



This document ("**Pricing Supplement**") is issued to give details of an issue of Medium Term Notes ("**MTNs**") by **GENTING CAPITAL BERHAD** (Company No. 987591-X) (the "**Issuer**") under its Ringgit Malaysia Two Billion (RM2,000,000,000.00) Nominal Amount Medium Term Note Programme (the "**MTN Programme**").

This Pricing Supplement is to be read in conjunction with the terms and conditions of the MTNs (the "**Conditions**") set out in the Trust Deed dated 31 May 2012 made between the Issuer, Genting Berhad as the Guarantor, CIMB Investment Bank Berhad as the Security Agent and CIMB Commerce Trustee Berhad (formerly known as BHLB Trustee Berhad) as the trustee (the "**Trustee**"), which is made a part hereof as if set forth herein and all documents incorporated by reference therein (collectively, the "**Trust Deed**"). Unless otherwise defined in this Pricing Supplement, capitalised terms used herein have the same meaning as in the Conditions.

The establishment of the MTN Programme and the issuance of the MTNs under the MTN Programme has been duly authorised by a resolution of the Board of Directors' of the Issuer dated 17 May 2012.

The Issuer and the Guarantor hereby acknowledge that they have authorised the Joint Lead Managers and/or their affiliates to circulate or distribute this Pricing Supplement on their behalf in respect of or in connection with the proposed offer or invitation to subscribe for and issue of the MTNs to prospective investors who fall within the ambit of the Selling Restrictions for the purpose of the sale of this tranche of MTNs described herein pursuant to the MTN Programme and that no further evidence of authorisation is required.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the MTNs or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

This Pricing Supplement and its contents are strictly confidential and are made strictly on the basis that the recipient shall ensure that they will remain confidential. Accordingly, this Pricing Supplement and its contents, or any information, which is made available in connection with any further enquiries, must be held in complete confidence.

This Pricing Supplement is sent to selected persons who fall within the ambit of the Selling Restrictions. Any person who receives this Pricing Supplement who does not fall within the ambit of the Selling Restrictions must immediately notify the Joint Lead Managers and return this Pricing Supplement to the Joint Lead Managers or the Issuer.

In the event that there is any contravention of this confidentiality undertaking or there is reasonable likelihood that this confidentiality undertaking may be contravened, the Issuer and the Guarantor may, at their discretion, apply for any remedy available to the Issuer and the Guarantor whether at law, equity, including without limitation, injunctions. The Issuer and the Guarantor are entitled to fully recover from the contravening party all costs, expenses and losses incurred and/or suffered, in this regard. For the avoidance of doubt, the recipient, the recipient's professional advisers, directors, employees and any other persons who may receive this Pricing Supplement or any part of it from the recipient shall be deemed to have agreed to abide by this confidentiality undertaking.



The recipient must return this Pricing Supplement and any other information in connection therewith to the Joint Lead Managers promptly upon the JLMs' request.

THE DISTRIBUTION OF THIS PRICING SUPPLEMENT AND THE OFFERING OR SALE OF THE MTNS IN JURISDICTIONS OTHER THAN MALAYSIA IS RESTRICTED. PERSONS INTO WHOSE POSSESSION THIS PRICING SUPPLEMENT COMES INTO ARE REQUIRED BY THE ISSUER, THE JOINT LEAD ARRANGERS AND THE JOINT LEAD MANAGERS TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTION. FOR A DESCRIPTION OF CERTAIN RESTRICTIONS ON OFFERS AND SALES OF THE MTNS AND ON DISTRIBUTION OF THIS PRICING SUPPLEMENT, SEE "SELLING RESTRICTIONS" IN THE INFORMATION MEMORANDUM.

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Specific Final Terms

The following items under this heading “**Specific Final Terms**” are the particular terms which relate to the MTNs to which this Pricing Supplement relate. In case of any conflict between such terms and the terms and conditions set forth in the Trust Deed, the terms set forth in this Pricing Supplement shall govern.

1. **Issuer** : **GENTING CAPITAL BERHAD**
2. **Tranche Number** : One (1)
3. **Aggregate Nominal Amount** : RM1,500.0 million
4. **Issue Price** : RM1,500.0 million (issued at par)
5. **Issue Date** : 8 June 2012
6. **Tenure** : 15 years from Issue Date
7. **Maturity Date** : 8 June 2027
8. **Interest Payment Date(s)** : 8 December and 8 June in each year up to and including the Maturity Date
9. **Interest Rate** : 4.86% per annum payable semi-annually in arrear
10. **Redemption Basis** : Redemption at par
11. **Rating** : AAA(s)
12. **Utilisation of Proceeds** : The net proceeds from the MTN Programme shall be utilised for the Guarantor and/or any of the Guarantor’s subsidiaries (“**Group**”)’s operating expenses, capital expenditure, investment, refinancing, working capital requirements, general funding requirements and/or other general corporate purposes of the Group.



13. Redemption

- (i) **Maturity Date** : 8 June 2027
- (ii) **Redemption Amount** : RM1,500.0 million
- (iii) **Mandatory Redemption Right** : Applicable
- (iv) **Early Redemption Right** : Applicable

14. **Form of MTNs** : Bearer MTNs represented by a Global Certificate deposited with Bank Negara Malaysia as Central Depository

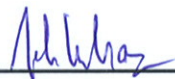

15. **Other terms or special conditions** : Nil

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for the issue of the tranche of MTNs described herein pursuant to the MTN Programme.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. The Issuer confirms that having made all enquiries as were reasonable, the information contained in this Pricing Supplement is in accordance with the facts and is not false, misleading and there is no omission of any material information.

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| Signed on behalf of the Issuer: | Signed on behalf of the Guarantor: |
| By:  _____ | By:  _____ |
| Duly authorised signatory | Duly authorised signatory |