



STAR CRUISES LIMITED

(Continued into Bermuda with limited liability)

GENERAL DISCLOSURE UNDER PRACTICE NOTE 19 TO THE LISTING RULES

This announcement is made in compliance with the disclosure requirement under paragraph 3.7.1 of Practice Note 19 to the Listing Rules with respect to the Loans containing specific performance covenants on the Lim Family and Resorts World Bhd.

Loans

On 4 April 2003, SHLLC, an indirect wholly-owned subsidiary of the Company, as borrower entered into the Loan Agreements with the Bank Syndicate for part financing the estimated total cost of approximately US\$350 million (which is equivalent to approximately HK\$2.73 billion) for the Vessel.

Pursuant to paragraph 3.7.1 of Practice Note 19 to the Listing Rules, the Company discloses the following information in connection with the Loans which contain specific performance covenants on the Lim Family and Resorts World Bhd:

- (1) Specific performance covenants on the Lim Family and Resorts World Bhd:
Each of the Loans, which are significant to the operations of the Group, incorporate by reference a specific performance covenant requiring the Lim Family and/or the Lim Family through its indirect shareholding in Resorts World Bhd will together or individually, directly or indirectly own at least 51% of the issued shares in the Company. A breach of such covenant could constitute an event of default under each of the Loan Agreements if the agent for the lenders under either facility in its sole discretion considers that the breach is or could reasonably be expected to become materially prejudicial to the interests, rights or position of the respective lenders. Upon the occurrence of an event of default and at any time thereafter whilst it is continuing, the agent for the lenders may pursuant to each of the Loan Agreements, inter alia, by notice to the borrower declare all or any part of the outstanding sum under the respective Loans immediately due and payable and cancel any undrawn balances. If a notice of acceleration for repayment of all or part of the Loans is received, such acceleration would trigger cross-default provisions under certain other loan facilities of the Group, whereupon the respective lenders or their agents may by notice demand immediate payment of the outstanding indebtedness thereunder. As of 31 December 2002, the aggregate outstanding principal amount under such other loan facilities was approximately US\$1.46 billion (which is equivalent to approximately HK\$11.39 billion)
- (2) Aggregate amount of the Loans subject to the abovesaid covenants:
Equivalent amount in United States Dollars of up to two hundred and ninety eight million euro (€298,000,000, which is equivalent to approximately HK\$2,500,220,000)
- (3) Repayment period of each of the Loans:
12 years from the Termination Date. If any part of the respective Loans remains undrawn at the close of business in London on the Termination Date, it shall be capable of cancellation by the lenders (and in the case of the Hermes Loan, with the consent of Hermes).
- (4) Security/guarantee for the Loans:
The Commercial Loan is secured by (i) the Star Guarantee; (ii) a mortgage to be registered over the Vessel following its redelivery from the Builder; and (iii) assignments over the earnings and insurances of the Vessel as well as certain other assignments of interests in relation to the management of the Vessel.
The Hermes Loan is secured by (i) a mortgage over the Vessel during the period prior to completion of its construction under the Building Contract and an abstract acknowledgement of debt being a standard form German law acknowledgement of a borrower's indebtedness to the mortgagees; (ii) a mortgage over the Vessel following its redelivery from the Builder; (iii) assignments of interests over the Building Contract, the earnings and insurances of the Vessel and certain other assignments of interests in relation to the management of the Vessel; (iv) the Hermes Cover and (v) the Star Guarantee.

General

As at the date hereof, the Lim Family and/or the Lim Family through its indirect shareholding in Resorts World Bhd together or individually, directly or indirectly own approximately 85.33% of the issued share capital of the Company, as follows:

	Number of ordinary shares	Approximate % of the existing issued share capital
Golden Hope Limited (as trustee of the Golden Hope Unit Trust) (Note 1)	2,456,513,973	49.66%
Resorts World Limited (Note 2)	1,730,858,772	34.99%
Tan Sri Lim Kok Thay (together with Goldsfine Investments Ltd., a company equally owned by Tan Sri Lim Kok Thay and his spouse)	33,473,808	0.68%
Total	4,220,846,553	85.33%

Notes:

1. Golden Hope Unit Trust is a private unit trust held by various discretionary trusts established for the benefit of certain members of the Lim Family.
2. Resorts World Limited is an indirect wholly-owned subsidiary of Resorts World Bhd which is at present a 56.15% subsidiary of Genting Berhad. Resorts World Bhd and Genting Berhad are both companies listed on the Kuala Lumpur Stock Exchange in Malaysia. A discretionary trust, the beneficiaries of which include certain members of the Lim Family, indirectly controls more than one-third of the equity interest carrying voting power in Genting Berhad.

This announcement is made in compliance with the disclosure requirement under paragraph 3.7.1 of Practice Note 19 to the Listing Rules. In accordance with the requirements thereunder, disclosure will further be included in the interim and annual reports of the Company for so long as the said specific performance covenants continue to exist.

Definitions

Bank Syndicate A bank syndicate comprising three banks as lenders for both of the Hermes Loan and the Commercial Loan, each member of which is an Independent Third Party

Builder	Lloyd Werft Bremerhaven GmbH, the shipbuilder completing the Vessel pursuant to the Building Contract, which is an Independent Third Party
Building Contract	An amended and restated shipbuilding contract dated 5 February 2003 between SHLLC and the Builder (as further amended by two addenda dated 7 March 2003 and 14 March 2003) for the completion of the construction of and redelivery of the Vessel
Commercial Loan	A secured term loan of the equivalent amount in United States Dollars of up to forty million euro (€40,000,000) (which is equivalent to approximately HK\$335,600,000 made available to SHLLC under a loan agreement dated 4 April 2003 entered into between, inter alia, SHLLC as borrower and the Bank Syndicate as lenders for part financing the construction of the Vessel during the period prior to completion of its construction and following redelivery of the Vessel from the Builder
Company	Star Cruises Limited, a company continued into Bermuda with limited liability and having its shares listed on the Stock Exchange and traded on the Central Limit Order Book International of the Singapore Exchange Securities Trading Limited
Euro or €	The common European currency pursuant to laws and resolutions implementing the European Economic and Monetary Union and/or the lawful currency of the Federal Republic of Germany
Group	The Company and its subsidiaries
Hermes	Hermes Kreditversicherungs-AG, an Independent Third Party
Hermes Cover	A guarantee from the Federal Republic of Germany acting through Hermes for up to 95% of the Hermes Loan and interest thereunder
Hermes Loan	A secured term loan of the equivalent amount in United States Dollars of up to two hundred and fifty eight million euro (€258,000,000) (which is equivalent to approximately HK\$2,164,620,000 made available to SHLLC under a loan agreement dated 4 April 2003 entered into between, inter alia, SHLLC as borrower and the Bank Syndicate as lenders for part financing the construction of the Vessel during the period prior to completion of its construction and following redelivery of the Vessel from the Builder
HK\$	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People's Republic of China
Independent Third Party	Each of the party concerned and its ultimate beneficial owner is independent of and not connected with the Company, the directors, the chief executives or substantial shareholders of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules)
Lim Family	Tan Sri Lim Goh Tong and his family. Tan Sri Lim Goh Tong is the father of Tan Sri Lim Kok Thay, the Chairman, President and Chief Executive Officer of the Company
Listing Rules	The Rules Governing the Listing of Securities on the Stock Exchange
Loan Agreements	The agreements relating to the Commercial Loan and the Hermes Loan
Loans	The Commercial Loan and the Hermes Loan, each of them is a non-revolving term loan. All conditions precedent to drawdown of the Hermes Loan shall have been satisfied for the drawdown of the Commercial Loan and vice versa
Resorts World Bhd	Resorts World Bhd, a company incorporated in Malaysia and listed on the Kuala Lumpur Stock Exchange
SHLLC	Ship Holding LLC, a company incorporated under the laws of Delaware, United States of America and an indirect wholly-owned subsidiary of the Company
Star Guarantee	A guarantee executed by the Company in favour of the Hermes Loan trustee and the Commercial Loan trustee for up to the respective amounts of the Loans plus interest and other expenses pursuant to the respective Loan Agreements as security for the performance of the obligations of SHLLC as borrower and other obligors (who are wholly-owned subsidiaries of the Group including the manager of the Vessel) under the Loan Agreements and related security documents
Stock Exchange	The Stock Exchange of Hong Kong Limited
Termination Date	The earlier of the date on which the Vessel is redelivered to and accepted by SHLLC pursuant to the Building Contract and 29 October 2004 (or such later date as agreed between SHLLC as borrower, the Bank Syndicate and Hermes pursuant to the Loan Agreements)
US\$	U.S. dollars, the lawful currency of the United States of America
Vessel	The hull of the first "Project America" vessel acquired in 2002 by SHLLC to be completed as a 1,075 cabin luxury cruise vessel identified with No. 7671 at the yard of the Builder which will be redelivered to SHLLC pursuant to the Building Contract

By order of the Board
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 8 April 2003

In this announcement, the Hong Kong dollar amounts have been translated from U.S. dollars at the rate of US\$1.00 to HK\$7.80 and from euro at the rate of €1 to HK\$8.39. Such translations are for the convenience of the readers only. No representation is made that the U.S. dollars and/or the euro amounts have been, could have been or could be, converted into Hong Kong dollars, or vice versa, at such rates or at any other rates on any relevant dates.