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## STAR CRUISES LIMITED

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

### GENERAL DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES

This announcement is made in compliance with the disclosure requirement under Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") with respect to the proposed senior notes offering ("**Proposed Notes Offering**") and the issue of an offering memorandum ("**Offering Memorandum**") by NCL Corporation Ltd. ("**NCLC**"), a direct wholly-owned subsidiary of Star Cruises Limited ("**Company**").

#### **Background**

NCLC proposes to offer senior notes of principal amounts within the range of US\$350 million (approximately HK\$2.73 billion) to US\$450 million (approximately HK\$3.51 billion) ("**Senior Notes**") to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S of the US Securities Act of 1933 (as amended). Net proceeds from the issue of the Senior Notes are intended to be used by NCLC for repayment of bank loans and for general corporate purposes of NCLC and its subsidiaries ("**NCLC Group**"), including the potential construction of new cruise ships. No application will be made for the listing of the Senior Notes at any securities exchange but the Senior Notes are expected to be eligible for trading in the PORTAL Market of NASD, Inc.

Roadshows in relation to the Proposed Notes Offering is expected to be conducted from 26 April 2004 to 5 May 2004 in the United States. Material terms thereof including but not limited to the pricing and coupon rates will be determined by NCLC (as issuer) and J.P. Morgan Securities Inc. (as sole book running manager) upon completion of the roadshows.

#### **Financial information of the NCLC Group in the Offering Memorandum**

The Offering Memorandum to be issued by NCLC in relation to the Proposed Notes Offering for distribution to the prospective investors will contain financial and business information of the NCLC Group including an indication of the revenues and expenses of the NCLC Group for the first quarter and second quarter of 2004 based on preliminary internal financial information. Since such information has not been previously furnished to the shareholders of the Company ("**Shareholders**") and the public, extracts of which from the Offering Memorandum are set out below for the general information of the Shareholders and the public:

"For the quarter ended March 31, 2004, based on preliminary internal financial information, our net revenues declined by approximately 5.0% compared to the first quarter of 2003 due to decreased capacity days resulting primarily from the Norway being removed from service in May 2003. In the first quarter of 2004, our net revenue yields increased by approximately 4.0% per capacity day and operating expenses decreased by approximately 7% per capacity day compared to the first quarter of 2003. However, our selling, general and administrative expenses increased significantly during the first quarter of 2004 compared to the first quarter of 2003 primarily as a result of increased advertising expenses and start-up costs related to the planned introduction of the Pride of Aloha under the NCL America brand in Hawaii. As a result of these factors, we anticipate that EBITDA for the first quarter of 2004 will be lower than the EBITDA for the first quarter of 2003 by approximately US\$6.4 million. In addition, due to the scheduled drydockings of the Norwegian Star, Norwegian Sun and Pride of Aloha, which are higher earning vessels, we expect EBITDA for the quarter ended June 30, 2004 to be lower compared to the corresponding quarter of 2003."

As of the date hereof, no legally binding agreements have been signed in relation to the Proposed Notes Offering and it may or may not proceed. Further announcement will be issued by the Company upon signing of the purchase agreement(s) in relation to the Proposed Notes Offering and the fixing of the material terms.

**Meanwhile, Shareholders and prospective investors are advised to exercise caution in dealing in the securities of the Company.**

#### **General**

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Tan Sri Lim Kok Thay, Mr. Chong Chee Tut, Mr. William Ng Ko Seng and Mr. David Colin Sinclair Veitch and three independent non-executive directors, namely Mr. Alan Howard Smith J.P., Mr. Tan Boon Seng and Mr. Lim Lay Leng.

By Order of the Board  
**Tan Sri Lim Kok Thay**

*Chairman, President and Chief Executive Officer*

Hong Kong, 23 April 2004

*In this announcement, the Hong Kong dollar amounts have been translated from US dollars at the rate of US\$1.00 to HK\$7.80. Such translations are for the convenience of the readers only. No representation is made that the US dollars 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.*