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STAR CRUISES LIMITED
(Continued into Bermuda with limited liability)
(Stock Code: 678)

GENERAL DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

This announcement is made in compliance with the disclosure requirement under Rule 13.18 of the Listing Rules with respect to a new credit facility of the Group which contains a specific performance obligation on the Lim Family.

BACKGROUND

Reference is made to the announcements of the Company dated 21 April 2004 and 26 April 2004 ("Announcements") in relation to the restructuring of various loans of the Group pertaining to the ship operations in Asia and the United States. Pursuant to Rule 13.18 of the Listing Rules, the Company discloses the following information in connection with a new credit facility of the Group which contains a specific performance obligation on the Lim Family.

Terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified.

US\$800 MILLION CREDIT FACILITY

(1) General

On 25 June 2004, NCL Corporation Ltd. ("NCLC") (a direct wholly-owned subsidiary of the Company, as borrower) entered into a secured facility letter ("Credit Facility Letter") with Nordea Bank Norge ASA and DnB NOR Bank ASA as lead arrangers for a credit facility in the aggregate principal amount of US\$800 million (approximately HK\$6.24 billion) comprising a term loan facility in the aggregate principal amount of US\$300 million (approximately HK\$2.34 billion) and a revolving credit facility of US\$500 million (approximately HK\$3.9 billion) ("NCLC Credit Facility"). The NCLC Credit Facility will be used to (1) to re-finance the existing debt on two passenger ships, "Norwegian Star" and "Pride of Aloha", (2) to finance the purchase of a passenger ship currently named "Norwegian Spirit" (formerly known as "SuperStar Leo") from a Group member, and (3) for NCL Group's general corporate and working capital purposes. It is expected that definitive documentation for the NCLC Credit Facility will be entered into around 1 July 2004 ("Closing Date") subject to finalization of the detailed terms and conditions. The final maturity of the NCLC Credit Facility shall be on the sixth anniversary of the Closing Date. The US\$500 million (approximately HK\$3.9 billion) NCLC Revolving Credit Facility entered into on 23 April 2004 and announced by the Company on 26 April 2004 intended for the re-financing of "Norwegian Star", part acquisition of "Norwegian Spirit" and for NCL Group's general corporate purposes has not been drawn down and has now been cancelled in conjunction with the creation of the new NCLC Credit Facility.

(2) Specific Performance Obligation on the Lim Family

Pursuant to the Credit Facility Letter, the definitive loan documentation will contain a specific performance obligation on the Lim Family requiring it to own (legally and/or beneficially and either directly or indirectly) at least 51% of the issued share capital of NCLC at any time when the shares of NCLC is not publicly listed on an approved stock exchange or at any time when a dividend is to be paid to the existing shareholders of NCLC by way of a share issue pursuant to a public offering on an approved stock exchange. In the event that the shares of NCLC are listed on an approved stock exchange, if: (i) two or more persons acting in concert or any individual person acquires (a) legally and/or beneficially and either directly or indirectly at least 33% of the issued share capital of NCLC or (b) the right or ability to control, either directly or indirectly, the affairs or composition of the majority of the board of directors (or its equivalent) of NCLC; and the Lim Family ceases to own (legally and/or beneficially and either directly or indirectly) at least 51% of the issued share capital of NCLC; or (ii) NCLC ceases to be listed on an approved stock exchange, this will constitute an event of default under the NCLC Credit Facility.

(3) Impact of Breach of a Specific Performance Obligation on the Lim Family

A breach of such specific performance obligation on the Lim Family would constitute an event of default under the NCLC Credit Facility and might trigger cross-default provisions under other loan facilities of the Group, whereupon the respective lenders may by notice demand immediate payment of the outstanding indebtedness thereunder.

GENERAL

As at the date hereof, the Lim Family (legally and/or beneficially and either directly or indirectly) owns approximately 86.75% of the issued share capital of the Company.

This announcement is made in compliance with the disclosure requirement under Rule 13.18 of the Listing Rules. In accordance with the requirements thereunder, disclosure will be included in the interim and annual reports of the Company for so long as the said specific performance obligation continue to exist.

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
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 30 June 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 rate or at any other rates on any relevant dates.