
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Genting Hong Kong Limited, you should at once hand this circular to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



GENTING
HONG KONG

Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

MAJOR TRANSACTION

**THE SECONDARY PUBLIC OFFERING OF ORDINARY SHARES IN
NORWEGIAN CRUISE LINE HOLDINGS LTD.**

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
INTRODUCTION	4
THE DISPOSAL	5
INFORMATION ABOUT THE GROUP	7
INFORMATION ABOUT THE OTHER PARTIES	7
REASONS AND BENEFITS FOR THE DISPOSAL	8
FINANCIAL EFFECTS OF THE DISPOSAL ON THE GROUP	8
LISTING RULES IMPLICATIONS	9
ADDITIONAL INFORMATION	9
APPENDIX I — FINANCIAL INFORMATION OF THE GROUP	10
APPENDIX II — GENERAL INFORMATION	13

DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context otherwise requires:

“Apollo”	Apollo Global Management, LLC, its subsidiaries and the affiliated funds it manages
“Apollo Funds”	NCL Athene LLC, AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P., Apollo Overseas Partners (Germany) VI, L.P., AAA Guarantor – Co-Invest VII, L.P., AIF VI Euro Holdings, L.P., AIF VII Euro Holdings, L.P., Apollo Alternative Assets, L.P., Apollo Management VI, L.P. and Apollo Management VII, L.P., and which are affiliates of Apollo
“August Disposal”	the disposal of an aggregate of 7,500,000 NCLH Shares by Star NCLC pursuant to an underwriting agreement dated 10 August 2017, details of which were disclosed in the announcement of the Company made on 13 August 2017
“Board”	the board of Directors
“Company”	Genting Hong Kong Limited, an exempted company continued into Bermuda with limited liability having its Shares primary listed on the Main Board of the Stock Exchange and secondary listed on the Main Board of the Singapore Exchange Securities Trading Limited
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Genting Disposal Shares pursuant to the Offering
“Disposal Shares”	an aggregate of 10,000,000 NCLH Shares sold by the Selling Shareholders pursuant to the Offering
“EUR”	Euro(s), the lawful currency of the European Union
“Genting Disposal Shares”	5,000,000 NCLH Shares sold by Star NCLC pursuant to the Offering
“GHUT”	Golden Hope Unit Trust, a private unit trust which is held directly and indirectly by First Names Trust Company (Isle of Man) Limited as trustee of a discretionary trust, the beneficiaries of which are Tan Sri Lim, Mr. Lim Keong Hui and certain other members of Tan Sri Lim’s family

DEFINITIONS

“Golden Hope”	Golden Hope Limited, a company incorporated in the Isle of Man with limited liability and a substantial shareholder of the Company holding directly 5,456,942,124 Shares (representing approximately 64.33% of the Company’s issued share capital as at the date of the Written Shareholders’ Approval and the Latest Practicable Date) in its capacity as trustee of the GHUT
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joondalup”	Joondalup Limited, a company incorporated in the Isle of Man with limited liability holding directly 546,628,908 Shares (representing approximately 6.44% of the issued share capital of the Company as at the date of the Written Shareholders’ Approval and the Latest Practicable Date). Joondalup is wholly-owned by Golden Hope as trustee of the GHUT
“Latest Practicable Date”	15 December 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules
“NCLH”	Norwegian Cruise Line Holdings Ltd., a company incorporated under the laws of Bermuda having its NCLH Shares listed on the NASDAQ Global Select Market under the symbol “NCLH”. The Company’s interest in NCLH is accounted for as available-for-sale investment
“NCLH Shares”	the ordinary shares of NCLH with a par value US\$0.001 per share
“Offering”	the secondary public offering of the Disposal Shares
“Registration Statement”	the registration statement on Form S-3 (File No.: 333-216441) in respect of the Offering
“RM”	Malaysian Ringgit, the lawful currency of Malaysia

DEFINITIONS

“S\$”	Singapore dollar(s), the lawful currency of Singapore
“SEC”	The U.S. Securities and Exchange Commission
“Selling Shareholder(s)”	Apollo Funds and Star NCLC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company
“Share(s)”	the ordinary share(s) with a par value of US\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Star NCLC”	Star NCLC Holdings Ltd., a limited liability company incorporated under the laws of Bermuda and a wholly-owned subsidiary of the Company and one of the Selling Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tan Sri Lim”	Tan Sri Lim Kok Thay, the Chairman and Chief Executive Officer, an Executive Director and a substantial shareholder of the Company who directly holds 368,643,353 Shares (representing approximately 4.35% of the issued share capital of the Company as at the date of the Written Shareholders’ Approval and the Latest Practicable Date)
“Underwriter”	Morgan Stanley & Co. LLC
“Underwriting Agreement”	the underwriting agreement dated 15 November 2017 (New York time) entered into among NCLH, the Selling Shareholders and the Underwriter in respect of the Disposal Shares
“US\$” or “USD”	United States dollar(s), the lawful currency of the United States of America
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Written Shareholders’ Approval”	the written shareholders’ approval dated 10 November 2017 in respect of the Disposal given by Golden Hope (as trustee of the GHUT), Joondalup and Tan Sri Lim
“%”	per cent.

LETTER FROM THE BOARD



GENTING
HONG KONG

Genting Hong Kong Limited

(Continued into Bermuda with limited liability)

(Stock Code: 678)

Board of Directors:

Executive Directors:

Tan Sri Lim Kok Thay

(Chairman and Chief Executive Officer)

Mr. Lim Keong Hui

*(Executive Director – Chairman’s Office and
Chief Information Officer)*

Independent Non-executive Directors:

Mr. Alan Howard Smith

(Deputy Chairman)

Mr. Lam Wai Hon, Ambrose

Mr. Justin Tan Wah Joo

Registered office:

Canon’s Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Corporate headquarters and principal
place of business in Hong Kong:*

Suite 1501

Ocean Centre

5 Canton Road

Tsimshatsui

Kowloon

Hong Kong

22 December 2017

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION

**THE SECONDARY PUBLIC OFFERING OF ORDINARY SHARES IN
NORWEGIAN CRUISE LINE HOLDINGS LTD.**

INTRODUCTION

Reference is made to the announcement of the Company dated 17 November 2017 relating to the entering into of the Underwriting Agreement.

The purpose of this circular is to provide you with further details in relation to the Disposal and other information in accordance with the Listing Rules.

LETTER FROM THE BOARD

THE DISPOSAL

On 15 November 2017 (New York time), Star NCLC, a wholly-owned subsidiary of the Company, entered into the Underwriting Agreement with NCLH, the other Selling Shareholder and the Underwriter, pursuant to which, amongst others, the Selling Shareholders, severally and not jointly, conditionally agreed to sell an aggregate of 10,000,000 NCLH Shares, among which 5,000,000 NCLH Shares were sold by Star NCLC, to the Underwriter.

Underwriting Agreement

The Underwriting Agreement is legally binding and its terms and conditions are described below:

Date: 15 November 2017 (New York time)

The Parties:

- (1) Selling Shareholders
- (2) Underwriter
- (3) NCLH

Disposal Shares: An aggregate of 10,000,000 NCLH Shares sold by the Selling Shareholders.

In the Offering, Star NCLC sold 5,000,000 NCLH Shares representing approximately 2.19% of the total issued and outstanding NCLH Shares.

Principal Conditions
Precedent in respect of
the Offering:

1. The delivery to the Underwriter of legal opinions and related letters of various counsels for each of the Selling Shareholders, NCLH and the Underwriter;
2. The delivery of certain comfort letters from PricewaterhouseCoopers LLP, being the independent registered certified public accounting firm, to the Underwriter, covering, among others, various financial disclosures contained in or incorporated by reference in the Registration Statement and any prospectus supplement related to the Offering filed with the SEC by NCLH;
3. The Registration Statement having been filed and become effective under the U.S. Securities Act and no stop order with respect to the effectiveness of such Registration Statement having been issued or proceedings initiated under the U.S. Securities Act;
4. The delivery of certain closing certificates by NCLH and each of the Selling Shareholders to the Underwriter;

LETTER FROM THE BOARD

5. The Underwriter having received the executed lock-up agreements from the Selling Shareholders in which the Selling Shareholders have undertaken, subject to certain exceptions, not to sell or dispose of, directly or indirectly, any NCLH Shares (other than the Disposal Shares) held by the respective Selling Shareholders for a period of 30 days after the date of the Underwriting Agreement without the Underwriter's written consent; and
6. No objections having been raised by the Financial Industry Regulatory Authority, Inc. of the United States of America with respect to the underwriting or other arrangements of the transactions contemplated in the Underwriting Agreement.

Completion: 20 November 2017 (New York time).

Consideration

The consideration for the Disposal was determined based on arm's length negotiation among the Selling Shareholders and the Underwriter and through a bidding process with reference to the trading price of the NCLH Shares and market conditions. The total consideration for the Genting Disposal Shares after deduction of the relevant estimated expenses amounted to approximately US\$270.1 million, or US\$54.11 per Genting Disposal Share, representing a discount of approximately 1.74% to the closing price of US\$55.07 per NCLH Share as quoted on the NASDAQ Global Select Market on the date of the Underwriting Agreement.

Sale Proceeds

The sale proceeds for the Disposal has been paid by the Underwriter in cash to Star NCLC on 20 November 2017 (New York time).

The sale proceeds for the Disposal will be used (i) as capital expenditure of the Group, which includes but is not limited to the purchase of property, plant and equipment such as construction of ships; (ii) to fund new investments of the Group should suitable opportunities arise; as well as (iii) for general working capital purposes based on the needs of the Group.

As at the Latest Practicable Date, the Company (i) had not used and had no plan of utilization of any of the sale proceeds as general working capital or capital expenditure given its sufficient cash flows; (ii) had not identified any investment opportunity and has not entered into any agreement, arrangement, understanding, intention or negotiation (concluded or otherwise) regarding the same.

A gain in an amount of approximately US\$57.4 million is expected to accrue to the Group as a result of the Disposal, representing the difference between the expected net sale proceeds from the Disposal and the carrying value of the Genting Disposal Shares as at 30 June 2017, together with the reclassification of the related available-for-sale investments reserve.

LETTER FROM THE BOARD

In addition, upon completion of the Offering, the percentage of the NCLH Shares held by Star NCLC has decreased from approximately 7.83% to approximately 5.64% and the Company's interest in NCLH remains to be accounted for as "available-for-sale investment". As at the Latest Practicable Date, the Company did not have intention to further dispose any NCLH Shares held by the Company. Depending on the prevailing market conditions and the trading price of NCLH Shares, the Company does not rule out the possibility to make further disposals of its NCLH Shares to realize its investments in NCLH.

Market Value of the Genting Disposal Shares

Based on the closing price of US\$55.07 per NCLH Share on the NASDAQ Global Select Market on the date of the Underwriting Agreement (being 15 November 2017 (New York time)), the aggregate market value of the Genting Disposal Shares was approximately US\$275.4 million.

INFORMATION ABOUT THE GROUP

The principal activity of the Company is investment holding. The Company's subsidiaries are principally engaged in the business of cruise and cruise-related operations as well as leisure, entertainment and hospitality activities.

INFORMATION ABOUT THE OTHER PARTIES

Apollo

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, Chicago, St. Louis, Bethesda, Toronto, London, Frankfurt, Madrid, Luxembourg, Mumbai, Delhi, Singapore, Hong Kong and Shanghai. As of 30 September 2017, Apollo had assets under management of approximately US\$242 billion in its private equity, credit and real estate funds. Investment funds managed by Apollo also have current and past investments in other travel and leisure companies, including Caesars Entertainment, Great Wolf Resorts, Vail Resorts, AMC Entertainment, Wyndham International and other hotel properties. Apollo Funds are affiliates of Apollo.

Underwriter

The Underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities.

LETTER FROM THE BOARD

NCLH

NCLH is a leading global cruise company which operates the Norwegian Cruise Line, Oceania Cruises and Regent Seven Seas Cruises brands. NCLH has a net asset value of approximately US\$4,537.7 million as at 31 December 2016. The following information is a summary of the consolidated financial statements of NCLH for each of the two financial years ended 31 December 2015 and 31 December 2016, respectively:

	For the year ended 31 December 2015	For the year ended 31 December 2016
	<i>US\$'000</i>	<i>US\$'000</i>
Net income before taxes	433,909	640,303
Net income	427,137	633,085
Net income attributable to NCLH	427,137	633,085

REASONS AND BENEFITS FOR THE DISPOSAL

The Board considers the Offering as a good opportunity for the Group to realize profits with cash inflow from partial realization of its investment in NCLH. The Directors believe that the terms of the Offering are fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

To the best of the Board's knowledge, information and belief, having made all reasonable enquiries, the counterparties to the Underwriting Agreement and their ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

FINANCIAL EFFECTS OF THE DISPOSAL ON THE GROUP

The disposal of a total of 5,000,000 Genting Disposal Shares realized a total estimated book gain of approximately US\$57.4 million. The estimated book gain is based on the excess of sales proceeds (after deduction of the relevant estimated expenses) of approximately US\$270.1 million over the carrying value of the Genting Disposal Shares as at the date of Disposal of approximately US\$270.6 million, together with the reclassification of the related available-for-sale investments reserve to profit or loss upon the Disposal of approximately US\$57.9 million. The Group's cash and cash equivalents as a result of the Disposal increased by approximately US\$270.1 million and its available-for-sale investments reduced by approximately US\$270.6 million. Accordingly, the Group's total assets decreased by approximately US\$0.5 million and there was no change in the total liabilities of the Group.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

The Disposal was completed within a 12 month period of the August Disposal. Accordingly, the Disposal and the August Disposal were aggregated for the purposes of calculating the percentage ratios as set out under Rule 14.07 of the Listing Rules.

As one or more of the applicable percentage ratios (as set out and calculated under Rule 14.07 of the Listing Rules) in respect of the Disposal (in aggregate with the August Disposal) exceeds 25% but were all less than 75%, the Disposal (in aggregate with the August Disposal) constituted a major transaction of the Company under Rule 14.06(3) of the Listing Rules and was subject to the reporting, announcement and shareholders' approval requirements under the Listing Rules.

So far as the Company is aware, as at the date of the Written Shareholders' Approval, no Shareholder had a material interest in the Disposal which would require it to abstain from voting at the SGM if it were convened to approve the Disposal, written Shareholders' approval was accepted in lieu of holding the SGM pursuant to Rule 14.44 of the Listing Rules. As at the date of the Written Shareholders' Approval, Golden Hope as trustee of the GHUT, Joondalup and Tan Sri Lim, who held 5,456,942,124 Shares, 546,628,908 Shares and 368,643,353 Shares, respectively (representing approximately 64.33%, 6.44% and 4.35% of the issued capital of the Company, respectively), together constituting a closely allied group of Shareholders and interested in an aggregate of 6,372,214,385 Shares, representing approximately 75.12% of the issued share capital of the Company, had given their written approval and consent in respect of the Disposal. Accordingly, no SGM was convened for the purpose of approving the Disposal and the Disposal was completed on 20 November 2017.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Genting Hong Kong Limited
Tan Sri Lim Kok Thay
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP FOR THE THREE YEARS ENDED 31 DECEMBER 2014, 2015 AND 2016 AND FOR THE SIX MONTHS ENDED 30 JUNE 2017

Financial information of the Group for each of the three years ended 31 December 2014, 2015 and 2016 and for the six months ended 30 June 2017 is disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gentinghk.com>) respectively:

- interim report of the Company for the six months ended 30 June 2017 (pages 2 to 28) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0926/LTN20170926466.pdf>)
- annual report of the Company for the year ended 31 December 2016 (pages 95 to 184) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0426/LTN201704261550.pdf>)
- annual report of the Company for the year ended 31 December 2015 (pages 94 to 177) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0426/LTN20160426988.pdf>)
- annual report of the Company for the year ended 31 December 2014 (pages 93 to 173) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0427/LTN201504271089.pdf>)

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 October 2017, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had aggregate outstanding borrowings of approximately US\$1,993.8 million which comprised (i) the outstanding balances of approximately US\$1,787.8 million under secured term loans and approximately US\$100.0 million under a secured revolving credit facility; (ii) approximately US\$98.8 million under an unsecured revolving credit facility; and (iii) secured entrustment loans of approximately US\$7.2 million. The secured term loans and the secured revolving credit facility are secured by legal charges over assets with a carrying amount of approximately US\$3.2 billion as at 31 October 2017. The secured term loans are also guaranteed by companies within the Group. The US\$7.2 million entrustment loans are secured by equivalent amount of cash deposits.

The Group had provided guarantees to certain banks in respect of mortgage loan facilities granted by such banks to certain purchasers of property units developed by the Group. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be responsible to repay the outstanding mortgage principals together with any accrued interests and penalties owed by the default purchasers to the banks and the Group is entitled to retain the legal title and take over the possession of the related properties. The guarantees will be gradually discharged along with the settlement of the mortgage loans granted by the banks to the purchasers. Such guarantees will also be discharged upon the earlier of (i) the issuance of the real estate ownership certificates of the relevant properties; and (ii) the full repayment of the mortgage loans by the purchasers. As at the close of business on 31 October 2017, the contingent liabilities of the Group in respect of these guarantees are approximately US\$25.4 million.

Save as aforesaid or as otherwise disclosed herein and apart from intra-group liabilities, the Group did not have any loan capital or debt securities issued or to be issued, outstanding bank overdrafts and liabilities under acceptances or other similar indebtedness, debentures, mortgages, charges or loans or acceptance credits, finance leases or hire purchase commitments or guarantees or material contingent liabilities as of 31 October 2017.

3. WORKING CAPITAL

Taking into account the proceeds from the Disposal, the available credit facilities and the internal resources available to the Group and in the absence of unforeseeable circumstances, the Directors are of the opinion that the Group has available sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

4. FINANCIAL AND TRADING PROSPECTS

The Group continues to lead the charge in transforming itself into a global cruise player. To focus on the growth of the Group, the Company announced the formation of Genting Cruise Lines, a new division of Genting Hong Kong comprising of the three cruise brands, Star Cruises – “The Most Popular Cruise Line in Asia”, Dream Cruises – “Asia’s Luxury Cruise Line” and Crystal Cruises “The World’s Most Awarded Luxury Cruise Line”.

Star Cruises continues to expand and reaffirm its leading position in the contemporary Asian market segment, introducing new homeports and destinations in Asia. In June 2017, Star Cruises was recognized as “Asia’s Leading Cruise Line 2017” at the 24th Annual World Travel Awards Asia & Australasia Gala Ceremony. SuperStar Virgo created another first in the North Asian market by introducing a seven night Golden Sea Route itinerary with multiple homeports in Shanghai, Osaka, Tokyo (Yokohama), and Mount Fuji (Shimizu) with an additional port of call in Kagoshima. SuperStar Gemini, currently homeporting in Bangkok, Thailand, offers two and three night cruises to Koh Kong and Sihanoukville in Cambodia and Koh Samui and Ko Kut in Thailand, attracting both the local Thai market as well as regional fly-cruise clientele into Bangkok. SuperStar Aquarius continues her year-round deployment in Taiwan, and introduces new destinations in Taiwan and Japan as well as offering longer cruises to the growing market. SuperStar Libra started her new itinerary on 3 September 2017 encompassing multiple homeports in Port Klang, Penang and Phuket with an additional stop in Langkawi. Star Pisces and The Taipan also remain at their respective homeports of Hong Kong and Penang offering beautiful overnight cruises.

Dream Cruises represents Genting Hong Kong’s high-end cruise concept tailored specifically to the luxury Asian market. Since her debut, Genting Dream has received great acclaim, including a Star Performer Top Ten rating in the Large Resort category of the highly-revered Berlitz Cruising and Cruise Guide 2018 along with ‘Best New Ship’ and ‘Best Cruise Line – Entertainment’ recognitions at the Travel Weekly Asia Reader’s Choice Awards 2017. In April 2017, Genting Dream embarked on five-night cruises to Okinawa, Japan. Dream Cruises’ second ship, World Dream, started service in November this year at her dual homeports of Hong Kong and Guangzhou, China, offering two-night weekend cruises and five-night weekday journeys to Manila and Boracay in the Philippines and Ho Chi Minh and Nha Trang in Vietnam. Genting Dream made her debut at her new homeport in Singapore in November 2017 where she will operate two-night weekend cruises as well as five-night weekday journeys to Kuala Lumpur and Penang in Malaysia, Phuket in Thailand as well as Surabaya and Bali in Indonesia.

Crystal Cruises remains “The World’s Most Awarded Luxury Cruise Line” by continuing to earn top accolades from consumer and travel industry experts around the world. Most recently, the readers of Travel + Leisure awarded “World’s Best” status to Crystal River Cruises and Crystal Yacht Expedition Cruises, with Crystal Cruises named one of the best in its category for the magazine’s prestigious 2017 World’s Best Awards. Crystal continues to expand its portfolio of groundbreaking luxury travel experiences, with Crystal River Cruises welcoming Crystal Bach, the first of four “Rhine Class” river ships in August. Crystal Mahler joined the fleet in September of this year, with Crystal Debussy and Crystal Ravel launching in the first half of 2018. The four sister ships will enter service as the first and only all-balcony, all-suite vessels on Europe’s rivers with all accommodation categories located above the water line (exceedingly rare industry-wide). The new Crystal Expedition Yacht, Crystal Endeavor, will launch in late 2019, joining the award-winning Crystal Esprit in the Crystal Yacht Expedition Cruises fleet. This specialized brand offers travelers seeking more intimate, active and exclusive experiences more options, often in global locales not accessible by larger vessels. Crystal Skye, Crystal AirCruises’ fully customized Boeing 777-200LR entered the market in September this year with a special itinerary for China’s “Golden Week” celebrations. In January and February 2018, the extraordinarily outfitted aircraft travels to Sydney, Australia, Hawaii, United States and Kenya to celebrate both New Year’s and Chinese New Year. Across all of its luxury brand experiences, Crystal continues to deliver unforgettable adventures and discoveries around the world, from Arctic scuba diving and ice camping to high-speed, high-adrenaline access to Abu Dhabi’s Formula 1 Grand Prix. Catering to virtually every type of traveller seeking new ways to explore the world in luxury, Crystal provides a dream vacation experience that consistently meets – and exceeds – guests’ wishes.

Since the formation of MV Werften, the Group continues to invest for the future and build up the capabilities of its yards. Since the summer of 2017, MV Werften has delivered two river vessels and held the keel laying ceremony for Crystal Debussy and Crystal Ravel, which will be delivered to Crystal River Cruises in 2018. In addition to the four river cruise vessels, the production schedule of MV Werften includes three Crystal Endeavor megayachts for Crystal Yacht Expedition Cruises and two Global Class cruise ships.

5. MATERIAL ADVERSE CHANGE

On 31 July 2017, the Company announced a profit warning for its interim results for the six months ended 30 June 2017. As disclosed in the Company’s interim report for the six months ended 30 June 2017 dated 17 August 2017, the Group recorded an unaudited loss of approximately US\$203 million for the six months ended 30 June 2017 as compared to the unaudited loss of approximately US\$55 million for the six months ended 30 June 2016. As stated in the profit warning for its interim results for the six months ended 30 June 2017, the decline in the consolidated net results was mainly attributable to a number of factors, including: (i) operating loss in Crystal Cruises due to a more competitive environment, higher marketing costs and startup costs of new Crystal river ships and AirCruises operations; (ii) full half year startup losses in 2017 versus two months in 2016 in our German new building shipyards; (iii) additional depreciation and amortisation of new Genting Dream and shipyards; and (iv) additional interest of new Genting Dream ship. Save as aforesaid, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2016, being the date to which the latest published audited accounts of the Company have been made up.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests and short positions of the Directors and the Chief Executive of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) to be entered into the register pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, or in accordance with information received by the Company, were as follows:

2.1 Interests in the issued Shares

Name of Director	Nature of interests/capacity in which such interests were held					Percentage of issued voting Shares
	Beneficial owner	Interests of spouse	Interests of controlled corporation	Founder/Beneficiary of discretionary trusts	Total	
	Number of issued Shares (<i>Notes</i>)					
Tan Sri Lim	368,643,353	36,298,108 (1)	36,298,108 (2)	6,003,571,032 (3) and (4)	6,408,512,493 (5)	75.55
Mr. Lim Keong Hui (6)	–	–	–	6,003,571,032 (3) and (4)	6,003,571,032	70.78
Mr. Justin Tan Wah Joo	968,697 (7)	968,697 (7)	–	–	968,697 (5)	0.01

Notes:

As at the Latest Practicable Date:

- (1) Tan Sri Lim had a family interest in the same block of 36,298,108 Shares directly held by Goldsfine Investments Ltd. (“Goldsfine”) in which his wife, Puan Sri Wong Hon Yee (“Puan Sri Wong”) had a corporate interest.
- (2) Tan Sri Lim was also deemed to have a corporate interest in the same block of 36,298,108 Shares directly held by Goldsfine in which each of Tan Sri Lim and Puan Sri Wong held 50% equity interests.

- (3) Tan Sri Lim as founder and a beneficiary of a discretionary trust (trustee of which is First Names Trust Company (Isle of Man) Limited) and Mr. Lim Keong Hui also as a beneficiary of the discretionary trust, had a deemed interest in the same block of 6,003,571,032 Shares.
- (4) Out of the same block of 6,003,571,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT, 5,035,000,000 Shares were pledged Shares.
- (5) There was no duplication in arriving at the total interest.
- (6) Mr. Lim Keong Hui is a son of Tan Sri Lim.
- (7) These shares were jointly held by Mr. Justin Tan Wah Joo and his wife.
- (8) The Company had one class of issued Shares, each of which carried equal voting right.
- (9) All the above interests represented long positions in the Shares and excluded those in the underlying Shares held through share options, convertible bonds or other equity derivatives, if any. Interests of the Director, Tan Sri Lim, set out in this subsection 2.1 shall be aggregated with his interests in the underlying Shares held through share options, convertible bonds or other equity derivatives of the Company set out in subsection 2.2 below in order to give the total interests of the Director in the Company pursuant to the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

2.2 Interests in the underlying Shares held through share options, convertible bonds or other equity derivatives

Share options were granted to a Director under the share option scheme adopted by the Company on 23 August 2000 (as effected on 30 November 2000 and amended on 22 May 2002) (the “Post-listing Employee Share Option Scheme”).

As at the Latest Practicable Date, the Director had personal interests in the following underlying Shares held through share options granted under the Post-listing Employee Share Option Scheme:

<u>Name of Director</u>	<u>Number of underlying Shares</u>	<u>Percentage of issued voting Shares</u>	<u>Capacity in which such interests were held</u>
Tan Sri Lim	7,000,000	0.083	Beneficial owner

Further details of share options granted to the Director under the Post-listing Employee Share Option Scheme are set out in subsection 2.4 below.

These interests in share options represented long positions in the underlying Shares in respect of physically settled derivatives of the Company. Interests of the Director, Tan Sri Lim, set out in this subsection 2.2, shall be aggregated with his interests in the Shares set out in subsection 2.1 above in order to give the total interests of the Director in the Company pursuant to the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

2.3 Interests in the shares of associated corporations of the Company

Name of associated corporation	Name of Director	Nature of interests/capacity in which such interests were held					Total	Percentage of issued voting shares
		Beneficial Owner	Interests of spouse	Interests of controlled corporation	Founder/Beneficiary of discretionary trusts			
			Number of ordinary/common shares <i>(Notes)</i>					
Starlet Investments Pte. Ltd. ("Starlet") (1)	Tan Sri Lim	–	250,000 (2)	250,000 (3)	250,000 (4)	500,000 (15) and (16)	100	
SC Alliance VIP World Philippines, Inc. ("SC Alliance") (5)	Tan Sri Lim	–	2,000 (6)	2,000 (7)	2,000 (8)	2,000 (15) and (16)	40	
Star Cruises Hong Kong Management Services Philippines, Inc. ("SCHKMS") (9)	Tan Sri Lim	–	5,000 (10)	5,000 (11)	5,000 (12)	5,000 (15) and (16)	100	
Travellers International Hotel Group, Inc. ("Travellers") (13)	Mr. Lim Keong Hui	1,910,000	–	–	9,203,350,000 (14)	9,205,260,000 (16)	35.74	

Notes:

As at the Latest Practicable Date:

- (1) Starlet had one class of issued shares, namely the ordinary shares, each of which carried equal voting right. Each of a subsidiary of the Company and International Resort Management Services Pte. Ltd. ("IRMS") had a 50% interest in Starlet. IRMS was owned as to 80% by Tan Sri Lim and 20% by his spouse, Puan Sri Wong.
- (2) As the spouse of Puan Sri Wong, Tan Sri Lim had a family interest in 250,000 ordinary shares of Starlet directly held by IRMS in which Puan Sri Wong had a 20% interest.
- (3) Tan Sri Lim was deemed to have a corporate interest in 250,000 ordinary shares of Starlet directly held by IRMS.
- (4) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 250,000 ordinary shares of Starlet.
- (5) SC Alliance had two classes of issued shares, namely 2,000 common shares and 3,000 series A preferred shares, each of which carried equal voting right. All the issued common shares in SC Alliance were held by Starlet.
- (6) As the spouse of Puan Sri Wong, Tan Sri Lim had a family interest in 2,000 common shares of SC Alliance directly held by Starlet in which IRMS had a 50% interest, IRMS was in turn owned as to 20% by Puan Sri Wong.

- (7) Tan Sri Lim was deemed to have a corporate interest in 2,000 common shares of SC Alliance directly held by Starlet in which IRMS had a 50% interest.
- (8) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 2,000 common shares of SC Alliance.
- (9) SCHKMS had one class of issued shares, namely the common shares, each of which carried equal voting right. SCHKMS was owned as to (i) 60% by SC Alliance; and (ii) 40% by Starlet.
- (10) As the spouse of Puan Sri Wong, Tan Sri Lim had a family interest in 5,000 common shares of SCHKMS directly and indirectly held by Starlet in which IRMS had a 50% interest, IRMS was in turn owned as to 20% by Puan Sri Wong.
- (11) Tan Sri Lim was deemed to have a corporate interest in 5,000 common shares of SCHKMS comprising (i) 3,000 common shares directly held by SC Alliance; and (ii) 2,000 common shares directly held by Starlet.
- (12) As founder and a beneficiary of a discretionary trust, Tan Sri Lim had a deemed interest in 5,000 common shares of SCHKMS.
- (13) Travellers had two classes of issued shares, namely 15,755,874,850 common shares and 10,000,000,000 preferred B shares, each of which carried equal voting right. Following initial listing of the common shares of Travellers on the Main Board of The Philippine Stock Exchange, Inc. on 5 November 2013 and the exercise of the over-allotment option by the stabilising agent on 4 December 2013 to purchase 23,645,600 common shares, the Company's effective interest in the common shares of Travellers had been diluted from 50% to 44.93%. The Company's effective interest in the preferred B shares of Travellers remained unchanged at 50% following the listing.
- (14) As a beneficiary of a discretionary trust, Mr. Lim Keong Hui had a deemed interest in 9,203,350,000 common shares of Travellers.
- (15) There was no duplication in arriving at the total interest.
- (16) These interests represented long positions in the shares of the relevant associated corporations of the Company.
- (17) Tan Sri Lim held qualifying shares in certain associated corporations of the Company on trust for a subsidiary of the Company.

2.4 Share Options

Details of the Company's Post-listing Employee Share Option Scheme are set out in the published annual report of the Company for the year ended 31 December 2016. The Post-listing Employee Share Option Scheme has expired on 29 November 2010 whereupon no further options can be granted under the scheme but the outstanding options remain exercisable subject to the terms and conditions of the respective grants and the provisions of the scheme. Details of the outstanding share options granted to the Director and the employees of the Group under the Post-listing Employee Share Option Scheme as at the Latest Practicable Date were as follows:

Post-listing Employee Share Option Scheme

	<u>Date granted</u>	<u>Exercise price per Share</u>	<u>Exercisable period</u>	<u>Number of share options outstanding at the Latest Practicable Date</u>
Tan Sri Lim (<i>Director</i>)	27/05/2008	HK\$1.7800	28/05/2009 – 27/05/2018	<u>7,000,000</u>
				<u>7,000,000</u>
All other employees	27/05/2008	HK\$1.7800	28/05/2009 – 27/05/2018	2,475,000
	16/11/2010	HK\$3.7800	16/11/2011 – 15/11/2020	<u>7,226,000</u>
				<u>9,701,000</u>
Grand Total				<u>16,701,000</u>

The share options under the Post-listing Employee Share Option Scheme granted on (i) 27 May 2008 vest in five tranches over a period of ten years from the date of offer and become exercisable annually in equal tranches of 20% of the amount granted commencing in each of the five years from 2009 to 2013; and (ii) 16 November 2010 vest in five tranches over a period of ten years from the date of offer and become exercisable annually in equal tranches of 20% of the amount granted commencing in each of the five years from 2011 to 2015. All the share options under the Post-listing Employee Share Option Scheme are subject to further terms and conditions set out in the relevant offer letters and provisions of the Post-listing Employee Share Option Scheme.

Save as disclosed above and in the section headed “Interests of Substantial Shareholders” below, as at the Latest Practicable Date, none of the Directors or the Chief Executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, or in accordance with information received by the Company.

3. INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as the Directors or the Chief Executive of the Company were aware or could ascertain after reasonable enquiry, the following persons, not being a Director or the Chief Executive of the Company, had interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or had any options in respect of such capital:

3.1 Interests in the issued Shares

Name of Shareholder <i>(Notes)</i>	Nature of interests/capacity in which such interests were held					Total	Percentage of issued voting Shares
	Beneficial owner	Interests of spouse	Interests of controlled corporation	Trustee	Beneficiary of trust		
	Number of issued Shares <i>(Notes)</i>						
First Names Trust Company (Isle of Man) Limited (as trustee of a discretionary trust) <i>(1)</i>	–	–	6,003,571,032 <i>(5)</i>	6,003,571,032 <i>(7)</i>	6,003,571,032 <i>(9)</i>	6,003,571,032 <i>(13)</i>	70.78
Cove Investments Limited <i>(2)</i>	–	–	–	–	6,003,571,032 <i>(10)</i>	6,003,571,032	70.78
Golden Hope (as trustee of the GHUT) <i>(3)</i>	–	–	546,628,908 <i>(6)</i>	6,003,571,032 <i>(8) and (12)</i>	–	6,003,571,032 <i>(13)</i>	70.78
Joondalup <i>(4)</i>	546,628,908	–	–	–	–	546,628,908	6.44
Puan Sri Wong	–	6,408,512,493 <i>(11(a))</i>	36,298,108 <i>(11(b))</i>	–	–	6,408,512,493 <i>(13)</i>	75.55

Notes:

As at the Latest Practicable Date:

- (1) First Names Trust Company (Isle of Man) Limited (“First Names”) was the trustee of a discretionary trust (the “Discretionary Trust”), the beneficiaries of which were Tan Sri Lim, Mr. Lim Keong Hui and certain other members of Tan Sri Lim’s family. First Names as trustee of the Discretionary Trust held 99.99% of the units in the GHUT, a private unit trust directly and 0.01% of the units in the GHUT indirectly through Cove (as defined below).
- (2) Cove Investments Limited (“Cove”) was wholly-owned by First Names as trustee of the Discretionary Trust.
- (3) Golden Hope was the trustee of the GHUT.
- (4) Joondalup was wholly-owned by Golden Hope as trustee of the GHUT.
- (5) First Names as trustee of the Discretionary Trust had a corporate interest in the same block of 6,003,571,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT (comprising 5,456,942,124 Shares held directly by Golden Hope as trustee of the GHUT and 546,628,908 Shares held indirectly through Joondalup).
- (6) Golden Hope as trustee of the GHUT had a corporate interest in the same block of 546,628,908 Shares held directly by Joondalup.
- (7) First Names in its capacity as trustee of the Discretionary Trust had a deemed interest in the same block of 6,003,571,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT (comprising 5,456,942,124 Shares held directly by Golden Hope as trustee of the GHUT and 546,628,908 Shares held indirectly through Joondalup).
- (8) The interest in 6,003,571,032 Shares was held directly and indirectly by Golden Hope in its capacity as trustee of the GHUT (comprising 5,456,942,124 Shares held directly by Golden Hope as trustee of the GHUT and 546,628,908 Shares held indirectly through Joondalup).
- (9) First Names as trustee of the Discretionary Trust was deemed to have interest in the same block of 6,003,571,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT in its capacity as beneficiary of the GHUT.
- (10) Cove which held 0.01% of the units in the GHUT was deemed to have interest in the same block of 6,003,571,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT in its capacity as beneficiary of the GHUT.
- (11)
 - (a) Puan Sri Wong as the spouse of Tan Sri Lim, had a family interest in the same block of 6,408,512,493 Shares in which Tan Sri Lim had a deemed interest. These interests did not include the deemed interests of Puan Sri Wong in the underlying Shares of the Company through share options held personally by Tan Sri Lim and shall be aggregated with such interests set out in subsection 3.2 below to give the total interests of Puan Sri Wong pursuant to the SFO.
 - (b) Puan Sri Wong also had a corporate interest in 36,298,108 Shares held directly by Goldsfine by holding 50% of its equity interest.
- (12) Out of the same block of 6,003,571,032 Shares held directly and indirectly by Golden Hope as trustee of the GHUT, 5,035,000,000 Shares were pledged Shares.
- (13) There was no duplication in arriving at the total interest.
- (14) The Company had one class of issued Shares, each of which carried equal voting right.
- (15) All the above interests represented long positions in the Shares and excluded those in the underlying Shares held through share options, convertible bonds or other equity derivatives, if any.

3.2 Interests in the underlying Shares held through share options, convertible bonds or other equity derivatives

<u>Name of shareholder</u>	<u>Number of underlying Shares</u>	<u>Percentage of issued voting Shares</u>	<u>Nature of Interests</u>
Puan Sri Wong	7,000,000 <i>(Note)</i>	0.083	Interests of spouse

Note: As at the Latest Practicable Date, Puan Sri Wong as the spouse of Tan Sri Lim, was deemed to have a family interest in 7,000,000 underlying Shares by virtue of the share options granted to Tan Sri Lim under the Post-listing Employee Share Option Scheme. These interests represented long positions in the underlying Shares in respect of physically settled derivatives of the Company and shall be aggregated with her interests set out in subsection 3.1 above to give her total interests pursuant to the SFO.

3.3 Interests in other members of the Group

<u>Name of subsidiary</u>	<u>Name of shareholder</u>	<u>Number of shares held / Amount of registered capital held</u>	<u>Holding percentage</u>
Macau Land Investment Corporation	World Arena Corporation	15 ordinary shares	15%
	Silverland Concept Corporation	10 ordinary shares	10%
Lloyd Offshore Bremerhaven GmbH	Maritime Offshore Group GmbH	EUR39,800	19.9%

Save as disclosed in this circular and so far as the Directors or the Chief Executive of the Company were aware, as at the Latest Practicable Date, there were no other persons who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or had any option in respect of such capital.

Save as disclosed below, as at the Latest Practicable Date, no other Directors are directors or employees of the substantial shareholders listed in the section headed “Interests of Substantial Shareholders” above:

Name of Director	Title	Company
Tan Sri Lim	Director	Cove Investments Limited
	Director	Golden Hope Limited
	Director	Joondalup Limited

4. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors entered, or proposed to enter, into any service contract with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS’ INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

- (1) On 1 December 2015, Crystal Cruises, LLC (an indirect wholly-owned subsidiary of the Company) as tenant entered into a lease agreement with Resorts World Omni LLC (an indirect wholly-owned subsidiary of Genting Malaysia Berhad (“GENM”, being an associate of Tan Sri Lim and Mr. Lim Keong Hui) as landlord in respect of a lease of an office premises at Miami, Florida, the United States of America for a period of 2 years commencing from 1 December 2015 to 30 November 2017 at the monthly basic rent of US\$15,000. Upon expiry of the lease agreement, it has been renewed by operation of law on monthly basis at the same rent. The amount paid by the Group under the lease agreement amounted to approximately US\$180,000 during the financial year ended 31 December 2016 and approximately US\$90,000 during the six months ended 30 June 2017.
- (2) On 29 January 2017, Star Cruise Administrative Services Sdn. Bhd. (an indirect wholly-owned subsidiary of the Company) as tenant entered into seven tenancy agreements with Oakwood Sdn Bhd (a wholly-owned subsidiary of GENM) as landlord in respect of certain office premises at Kuala Lumpur, Malaysia for a period of 3 years commencing from 1 January 2017 to 31 December 2019 at an aggregate monthly rental of approximately RM184,000. The amount paid by the Group under these tenancies was approximately US\$297,341 for the six months ended 30 June 2017.
- (3) On 1 June 2017, Crystal Cruises, LLC (an indirect wholly-owned subsidiary of the Company) as tenant entered into a lease agreement with Resorts World Omni LLC (an indirect wholly-owned subsidiary of GENM) as landlord in respect of a lease of an office premises at Miami, Florida, the United States of America for a period of 31 months commencing from 1 June 2017. The monthly basic rent is US\$80,000.

- (4) On 8 June 2017, Langkawi Cruise Centre Sdn. Bhd. (an indirect wholly-owned subsidiary of the Company) as tenant entered into a tenancy agreement with Papago Sdn Bhd (an indirect wholly-owned subsidiary of GENM) as landlord in respect of certain portion of a multi purpose hall for a period of 2 years commencing from 1 February 2017 to 31 January 2019 at a monthly rental of approximately RM2,000. The amount paid by the Group in respect of the tenancy agreement amounted to approximately US\$6,640 during the financial year ended 31 December 2016 and approximately US\$2,901 for the six months ended 30 June 2017.
- (5) On 27 November 2017, Genting Corporate Services (HK) Limited (an indirect wholly-owned subsidiary of the Company) as tenant entered into a tenancy agreement with Rich Hope Limited (a company in which Tan Sri Lim and his wife each has an attributable interest as to 50%) as the landlord in respect of a lease of an apartment in Hong Kong for a term of 2 years commencing from 1 January 2018 to 31 December 2019 at the monthly rent of HK\$172,000.
- (6) On 30 November 2017, Star Cruise Pte Ltd (an indirect wholly-owned subsidiary of the Company) as tenant entered into an agreement with Resorts World Properties Pte Ltd. (a wholly-owned subsidiary of Genting Singapore PLC which is an associate of Tan Sri Lim and Mr. Lim Keong Hui) as landlord whereby Resorts World Properties Pte Ltd. agreed to grant certain premises at Singapore for the use of Star Cruise Pte Ltd as storage for the period from 8 November 2017 to 31 March 2018 at a monthly fee of S\$800.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors has any direct or indirect interests in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any members of the Group since 31 December 2016, the date to which the latest published audited consolidated financial statements of the Group were made up.

None of the Directors is materially interested in any contract or arrangement entered into by any member of the Group subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group.

6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this circular and are or may be material:

- (1) (a) a Sales and Purchase Agreement dated 1 March 2016 between:
 - (i) various indirect wholly-owned subsidiaries of the Company, namely:
 - MV Werften Wismar Property GmbH (formerly known as Star Cruises Wismar Property GmbH);
 - MV Werften Rostock Property GmbH (formerly known as Star Cruises Warnemünde Property GmbH); and

- MV Werften Stralsund Property GmbH (formerly known as Star Cruises Stralsund Property GmbH);

(collectively, the “Land Purchasers”) and

- MV Werften Wismar GmbH (formerly known as Star Cruises Wismar Operations GmbH);
- MV Werften Rostock GmbH (formerly known as Star Cruises Warnemünde Operations GmbH);
- MV Werften Stralsund GmbH (formerly known as Star Cruises Stralsund GmbH);
- MV Werften Services GmbH (formerly known as Star Cruises Services GmbH);
- Star Cruises Singapore Investment Holding Pte. Ltd. (as guarantor for the payment of consideration by the Land Purchasers to the Land Sellers); and

(ii) the following sellers, namely:

- GHP Wismar Real Estate GmbH;
- GHP Warnemünde Real Estate GmbH; and
- GHP Stralsund Real Estate GmbH;

(collectively, the “Land Sellers”) and

- Nordic Yards Wismar GmbH;
- Nordic Yards Warnemünde GmbH;
- Nordic Yards Stralsund GmbH; and
- Nordic Yards Service GmbH

for the sale and purchase of various assets and assignment of the relevant claim rights thereto, the assumption of various contracts, the transfer of the relevant books and records and the transfer of employees in relation to the construction of cruise ships at the shipyards of Wismar, Warnemünde and Stralsund in Germany (the “Baltic Shipyards”), and the agreement to enter into land transfer agreement between the Land Sellers and the Land Purchasers for the sale and purchase of the Baltic Shipyards; and

- (b) a Land Transfer Agreement dated 25 April 2016, between the Land Sellers and the Land Purchasers, for the sale and purchase of the assets (including real estate) of the Baltic Shipyards.

The aggregate consideration under the Sale and Purchase Agreement and the Land Transfer Agreement is EUR230,600,000.

- (2) An agreement dated 9 January 2017 between MV Werften Wismar GmbH, an indirect wholly-owned subsidiary of the Company, and certain subsidiaries of ABB Ltd., for the sale and purchase of complete propulsion systems, electric power plants, automation and marine software systems for the construction of five vessels, at a total consideration of approximately EUR131 million.
- (3) A sale agreement dated 13 July 2017 between (i) UBS AG, Australia Branch (wholly owned by UBS Group AG, a company incorporated in Switzerland) (“UBS AG”) and (ii) Cheer Century Limited (an indirect wholly-owned subsidiary of the Company) (“CCL”) under which CCL agreed to sell and UBS AG agreed to conduct and manage the sale of 46,400,000 ordinary shares held by CCL in The Star Entertainment Group Limited (formerly known as Echo Entertainment Group Limited, a company incorporated in Australia and listed on the market operated by ASX Limited) to third party purchasers, and to underwrite and guarantee the sale of any such shares which had not been purchased by third party purchasers for a total consideration of Australian dollars 235,248,000. Completion of the sale agreement took place on 18 July 2017.
- (4) An underwriting agreement dated 10 August 2017 between (i) Star NCLC and the other Selling Shareholders (as defined in the underwriting agreement) and (ii) Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman Sachs & Co. LLC under which Star NCLC agreed to sell to Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman Sachs & Co. LLC 7,500,000 NCLH Shares at the total consideration of (after deduction of the relevant expenses) approximately US\$409.1 million.
- (5) A lock-up agreement dated 10 August 2017 between (i) Star NCLC and (ii) Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman Sachs & Co. LLC under which Star NCLC had undertaken not to, without the prior written consents of Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman Sachs & Co. LLC, sell, offer or contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file a registration statement with the SEC in respect of any NCLH Shares for a period of 30 days.
- (6) An agreement dated 21 February 2017 (as varied by a variation agreement dated 6 October 2017) between MV Werften Wismar GmbH, an indirect wholly-owned subsidiary of the Company, and the AXIKO Consortium (which consists of Axima Concept S.A. and Koja Oy), for the sale and purchase of turnkey heat, ventilation and air-conditioning systems for the construction of two vessels, at an aggregated consideration of approximately EUR124.3 million.

- (7) Underwriting Agreement.
- (8) A lock-up agreement dated 15 November 2017 between (i) Star NCLC and (ii) Morgan Stanley & Co. LLC under which Star NCLC had undertaken not to, without the prior written consents of Morgan Stanley & Co. LLC, sell, offer or contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file a registration statement with the SEC in respect of any NCLH Shares for a period of 30 days after the date of the Underwriting Agreement.

7. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, there is no litigation or claim of material importance pending or threatened against any member of the Group.

8. DIRECTORS' INTERESTS IN COMPETING BUSINESS

Tan Sri Lim, the Chairman and Chief Executive Officer and a substantial shareholder of the Company, is the Chairman and Chief Executive, a substantial shareholder and a warrant holder of Genting Berhad ("GENT") as well as the Chairman and Chief Executive, a substantial shareholder and a holder of the rights to participate in the performance shares of Genting Malaysia Berhad ("GENM"). GENT and GENM are listed on the Main Market of Bursa Malaysia Securities Berhad and both were substantial shareholders of the Company before the disposal by the respective subsidiaries of GENT and GENM of their respective equity interests in the Company to Golden Hope (as trustee of the GHUT) (a substantial shareholder of the Company) effective 21 October 2016, whereupon they ceased to have equity interests in the Company and are no longer substantial shareholders of the Company. Tan Sri Lim is also the Executive Chairman, a substantial shareholder and a holder of the rights to participate in the performance share scheme of Genting Singapore PLC ("GENS"), a company listed on the Main Board of the Singapore Exchange Securities Trading Limited.

Mr. Lim Keong Hui, an Executive Director, the Executive Director – Chairman's Office and Chief Information Officer and a substantial shareholder of the Company, is also a Non-Independent Executive Director, the Executive Director – Chairman's Office, the Chief Information Officer and a substantial shareholder of GENT, and a Non-Independent Executive Director, the Chief Information Officer, a substantial shareholder and a holder of the rights to participate in the performance shares of GENM. He is also a substantial shareholder of GENS.

GENM is involved in a tourist resort business at Genting Highlands and its principal activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement. The principal activities of GENM's subsidiaries include operation of casinos, leisure and hospitality services, property investment and management, investments, tours and travel related services, provision of sales and marketing services and information technology related services. The principal activity of GENS is that of an investment holding company. The principal activities of GENS's subsidiaries include the development and operation of integrated resort, operation of casinos, provision of sales and marketing support services to leisure and hospitality related businesses and investments. GENS owns Resorts World Sentosa in Singapore. As at the Latest Practicable Date, GENT held approximately 49.32% and 52.84% equity interests in GENM and GENS respectively.

The Group is principally engaged in the business of cruise and cruise-related operations and leisure, entertainment and hospitality activities.

Tan Sri Lim and Mr. Lim Keong Hui are therefore considered as having interests in business (the “Deemed Competing Business”) apart from the Group’s business, which may compete indirectly with the Group’s business under Rule 8.10 of the Listing Rules. The Company’s management team is separate and independent from GENT, GENM and GENS. Coupled with the appointment of three Independent Non-executive Directors to the Board, the Group is capable of carrying on its business independent of and at arm’s length from the Deemed Competing Business.

9. MISCELLANEOUS

- (a) The Company Secretary of the Company is Ms. Louisa Tam Suet Lin, an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. The assistant secretary is Estera Services (Bermuda) Limited.
- (b) The registered office of the Company is situated at Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda.
- (c) The corporate headquarters and principal place of business in Hong Kong of the Company is at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong.
- (d) The Bermuda principal registrar of the Company is MUFG Fund Services (Bermuda) Limited located at The Belvedere Building, 69 Pitts Bay Road, Pembroke HM08, Bermuda.
- (e) The Hong Kong branch registrar of the Company is Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (f) The English text of this circular shall prevail over the Chinese text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the corporate headquarters and principal place of business in Hong Kong of the Company up to and including 4 January 2018:

- (a) the Memorandum of Continuance and Bye-laws of the Company;
- (b) the annual reports of the Company for the years ended 31 December 2015 and 31 December 2016;
- (c) the interim report of the Company for the six months ended 30 June 2017;
- (d) the material contracts referred to in paragraph 6 of this appendix; and
- (e) this circular.