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**Genting Hong Kong Limited**

*(Continued into Bermuda with limited liability)*

**(Stock Code: 678)**

**ANNOUNCEMENT**

**DISPOSAL MANDATE IN RELATION TO  
THE FUTURE DISPOSAL OF ORDINARY SHARES OF  
NORWEGIAN CRUISE LINE HOLDINGS LTD.  
AND**

**POSSIBLE VERY SUBSTANTIAL DISPOSAL**

The Company obtained the 2014 Disposal Mandate from its Shareholders for disposal of up to 56,819,334 NCLH Shares for a period of 12 months from 25 April 2014. Details of the 2014 Disposal Mandate were set out in the Company's announcement dated 5 March 2014 and the Company's circular dated 7 April 2014 respectively. As at the date of this announcement, Star NCLC has disposed of 6,250,000 NCLH Shares pursuant to the 2014 Disposal Mandate and continues to own 50,569,334 NCLH Shares, representing approximately 22.1% of the total issued and outstanding NCLH Shares. The 2014 Disposal Mandate is to be expired on 24 April 2015.

Depending on prevailing market conditions and subject to any contractual selling restrictions, Star NCLC may from time to time in the future continue to dispose of the Remaining NCLH Shares to realize its investments in NCLH. The Future Disposal may, when aggregated with disposals of NCLH Shares to be completed after the expiry of the 2014 Disposal Mandate, constitute a major transaction or a very substantial disposal of the Company under Chapter 14 of the Listing Rules and requires Shareholders' approval in a general meeting (as applicable) of the Company.

Given that the 2014 Disposal Mandate is to be expired and to allow flexibility in effecting Future Disposal of the Remaining NCLH Shares at appropriate occasions, the Company proposes to seek from its Shareholders a new Disposal Mandate subject to certain parameters, including the mandate period and price setting mechanism (represents no more than 20% discount to the average closing price of the NCLH Shares as quoted on the NASDAQ Global Select Market in the five (5) trading days immediately prior to the date of the relevant underwriting agreement and, in any event, the minimum selling price shall not be less than US\$19.00 per Remaining NCLH Share).

There is no assurance that the Company will proceed with the Future Disposal within any particular time frame after obtaining the Disposal Mandate. Whether and when the Company will embark on the Future Disposal depends on a number of factors including the then prevailing market prices and market conditions at the relevant time.

## **BACKGROUND**

The Company obtained the 2014 Disposal Mandate from its Shareholders for disposal of up to 56,819,334 NCLH Shares for a period of 12 months from 25 April 2014. Details of the 2014 Disposal Mandate were set out in the Company's announcement dated 5 March 2014 and the Company's circular dated 7 April 2014 respectively. As at the date of this announcement, Star NCLC has disposed of 6,250,000 NCLH Shares pursuant to the 2014 Disposal Mandate and continues to own 50,569,334 NCLH Shares, representing approximately 22.1% of the total issued and outstanding NCLH Shares. The 2014 Disposal Mandate is to be expired on 24 April 2015.

## **FUTURE DISPOSAL OF NCLH SHARES MAY CONSTITUTE A VERY SUBSTANTIAL DISPOSAL**

Depending on prevailing market conditions and subject to any contractual selling restrictions, Star NCLC may from time to time in the future continue to dispose of the Remaining NCLH Shares to realize its investments in NCLH. The Future Disposal may, when aggregated with disposals of NCLH Shares to be completed after the expiry of the 2014 Disposal Mandate, constitute a major transaction or a very substantial disposal of the Company under Chapter 14 of the Listing Rules and requires Shareholders' approval in a general meeting (as applicable) of the Company.

Given the volatility of the stock market, disposing NCLH Shares at the best possible price requires prompt disposal actions at the right timing and it would not be practicable to seek prior Shareholders' approval for each disposal of such number of the Remaining NCLH Shares which, when aggregated with disposals of NCLH Shares to be completed after the expiry of the 2014 Disposal Mandate, may constitute a major transaction or a very substantial disposal by the Company.

Given that the 2014 Disposal Mandate is to be expired and to allow flexibility in effecting Future Disposal of the Remaining NCLH Shares at appropriate occasions, the Company proposes to seek from its Shareholders the Disposal Mandate subject to the parameters below. There is no assurance that the Company will proceed with the Future Disposal within any particular time frame after obtaining the Disposal Mandate. Whether and when the Company will embark on the Future Disposal depends on a number of factors including the then prevailing market prices and market conditions at the relevant time.

## **DISPOSAL MANDATE**

The Disposal Mandate to be sought from the Shareholders will be on the following terms:

**1. Mandate Period**

- for a period of 12 months from the passing of the relevant resolution at the SGM.

**2. Maximum Number of NCLH Shares to be Disposed**

- the Disposal Mandate authorizes and empowers the Board to sell up to the maximum number of the Approved Sale Shares (subject to adjustment).

**3. Scope of Authority**

- the Board is authorized and empowered to determine, decide, execute and implement with full discretion all matters relating to the Future Disposal, including but not limited to the number of batches of disposals, the number of Approved Sale Shares to be sold in each disposal, the timing of each disposal, the manner of disposal (whether through Secondary Public Offering(s) or sales in the open market), the target purchasers, and the selling price (subject to the parameters set out in paragraph 5 below).

**4. Manner of Disposal**

- apart from disposal in the open market at market price on the NASDAQ Global Select Market, the Company may also dispose of the Approved Sale Shares during the Mandate Period through Secondary Public Offering(s) by entering into underwriting agreement(s) with reputable investment banks as underwriters. The terms and conditions of such Secondary Public Offering(s) will be negotiated on an arms' length basis.

**5. Mechanism for Setting Selling Price**

- the selling price per Approved Sale Share that is to be sold through Secondary Public Offering(s) shall represent no more than 20% discount to the average closing price of the NCLH Shares as quoted on the NASDAQ Global Select Market in the five (5) trading days immediately prior to the date of the relevant underwriting agreement; and
- whether the disposal is made in the open market at market price or through Secondary Public Offering(s), the minimum selling price per Remaining NCLH Share shall not be less than US\$19.00.

**6. Capital Restructuring of NCLH**

- If and when there shall be any Capital Changes of NCLH, the number of Approved Sale Shares shall be adjusted accordingly and the minimum selling price per Approved Sale Share shall be adjusted by multiplying US\$19.00 by the total number of NCLH Shares in issue immediately before the Capital Changes and divided by the total number of NCLH Shares in issue immediately thereafter. If and when there shall be an issue of new NCLH Shares to Star NCLC by way of a rights issue during the Mandate Period, the number of Approved Sale Shares shall be adjusted to include such new NCLH Shares issued.

The maximum 20% discount to the average closing price of the NCLH Shares as quoted on the NASDAQ Global Select Market in the five (5) trading day period represents the maximum discount to the referenced average closing price which the Company may consider in the exercise of the Disposal Mandate in the context of Secondary Public Offering(s), having regard to the then prevailing share price performance and market sentiment. The minimum selling price of US\$19.00 per Remaining NCLH Share was determined with reference to the public offering price of US\$19.00 per NCLH Share in respect of the initial public offering of the NCLH Shares which was completed on 24 January 2013. The Company considers that the minimum selling price will allow flexibility for the Directors to accommodate fluctuation in market conditions in the exercise of the Disposal Mandate and at the same time reflect the lowest acceptable price to dispose of the Approved Sale Shares, and is thus fair and reasonable as far as the Company and the Shareholders are concerned.

It is expected that the purchasers of the Approved Sale Shares and their respective ultimate beneficial owners will be third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). In the event that any purchaser of the Approved Sale Shares is a connected person of the Company, the Company will strictly comply with the announcement, reporting and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **SALE PROCEEDS**

Based on the carrying amount of the Remaining NCLH Shares as at 31 December 2014 in accordance with the Group's books and records which was approximately US\$804.6 million and on the assumption that the maximum number of Approved Sale Shares (i.e. 50,569,334 NCLH Shares, subject to adjustments) are disposed of by Star NCLC pursuant to the Disposal Mandate at the minimum selling price of US\$19.00 (before deduction of any transaction related expenses) per Approved Sale Share, the expected gain on the disposal of all the Approved Sale Shares is approximately US\$156.2 million. Based on the closing price of US\$53.275 per NCLH Share as quoted on the NASDAQ Global Select Market on the latest trading day (being 30 March 2015), the aggregate market value of the Approved Sale Shares is approximately US\$2,694.1 million. On the assumption that the maximum number of Approved Sale Shares (i.e. 50,569,334 NCLH Shares, subject to adjustments) are disposed of by Star NCLC pursuant to the Disposal Mandate at US\$53.275 (before deduction of all of any transaction related expenses) per Approved Sale Share, the expected gain on the disposal of all the Approved Sale Shares is approximately US\$1,889.5 million. The Shareholders however should note that the actual amounts of the proceeds, accounting gain or loss and the effects on the net assets and earnings of the Group in relation to the Future Disposal would depend on the actual selling price(s) of the Approved Sale Shares and the actual number of the Approved Sale Shares to be disposed of by Star NCLC and subject to review by the Company's independent auditors.

## INFORMATION ABOUT THE PARTIES

### The Company

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.

### NCLH

NCLH is a diversified cruise operator of leading global cruise lines spanning market segments from contemporary to luxury under the Norwegian Cruise Line, Oceania Cruises and Regent Seven Seas Cruises brands. NCLH has a net asset value of approximately US\$3,518.8 million as at 31 December 2014. The following information is a summary of the consolidated financial statements of NCLH for each of the two financial years ended 31 December 2013 and 31 December 2014, respectively:

	For the year ended 31 December 2013	For the year ended 31 December 2014
	<i>US\$'000</i>	<i>US\$'000</i>
Net income before taxes	114,688	340,334
Net income	102,886	342,601
Net income attributable to NCLH	101,714	338,352

If the maximum number of Approved Sale Shares (i.e. 50,569,334 NCLH Shares, subject to adjustments) are disposed of by Star NCLC pursuant to the Disposal Mandate, the percentage of the NCLH Shares held by Star NCLC will decrease from approximately 22.1% to nil.

### REASONS FOR AND BENEFITS OF THE FUTURE DISPOSAL

The Group's strategy has been to realize profits with cash inflow from realization of its investment in NCLH and to capture return at opportune times, subject to favorable prevailing NCLH Share prices and market sentiment.

The Company will apply the sale proceeds from the Future Disposal as general working capital for the Group and/or to fund new investments of the Group should suitable opportunities arise.

The Directors believe that the Future Disposal and the Disposal Mandate are fair and reasonable. The Board (including the Independent Non-executive Directors) considers that the Future Disposal represents a good opportunity to increase the cash flow of the Group. The Board is also of the view that the Future Disposal will be conducted in the interest of the Company and the Shareholders as a whole and the Disposal Mandate will give flexibility to the Directors to dispose of the Remaining NCLH Shares at the appropriate times and prices in order to maximize the return to the Group.

## **IMPLICATIONS UNDER THE LISTING RULES**

The Future Disposal may, when aggregated with disposals of NCLH Shares to be completed after the expiry of the 2014 Disposal Mandate, constitute a major transaction or a very substantial disposal of the Company under Chapter 14 of the Listing Rules and will require Shareholders' approval in a general meeting (as applicable) of the Company.

Given the volatility of the stock market, disposing NCLH Shares at the best possible price requires prompt disposal actions at the right timing and it would not be practicable to seek prior Shareholders' approval for each such disposal of further Approved Sale Shares that requires Shareholders' approval. To allow flexibility in effecting future disposals of the Approved Sale Shares at appropriate times, the Company proposes to seek from its Shareholders in advance the Disposal Mandate subject to the parameters above.

A circular (containing the information and disclosure as required by Rules 14.68 and 14.70 of the Listing Rules to the extent applicable) as well as notice of the SGM for approving the Future Disposal and the grant of the Disposal Mandate will be despatched to the Shareholders on or before 15 May 2015. The expected despatch date of the circular to Shareholders is more than 15 business days after the publication of this announcement due to, among other things, the time required to prepare the relevant information to be included in the circular under the Listing Rules. A waiver has been granted by the Stock Exchange from strict compliance with Rule 14.68(2)(a)(i) of the Listing Rules. Pursuant to Rule 14.68(2)(a)(i), the circular shall contain (i) the financial information of NCLH prepared by the Directors in accordance with the accounting policies of the Company, being HKFRS; and (ii) such financial information shall be reviewed by the auditors of the Company. Since (i) NCLH, being a company listed on the NASDAQ Global Select Market, is required to publish financial information in accordance with US GAAP on a quarterly basis under the relevant regulatory requirements; (ii) NCLH is currently accounted for as an associated company of the Company using the equity method of accounting and its assets have not been consolidated in the consolidated financial statements of the Company since early 2008; and (iii) it will take substantially longer period of time and more costs for the Company to prepare the financial information of NCLH as required under Rule 14.68(2)(a)(i), the Company will include in the circular, as alternative disclosure, the audited financial information of NCLH for the three years ended 31 December 2012, 2013 and 2014 prepared under US GAAP with a line-by-line reconciliation of such audited financial information of NCLH (except for the notes thereto) for the differences between US GAAP and HKFRS, together with an explanation of such differences.

If, during the period from the date of this announcement up to the date of the SGM, the Company continues to dispose of further Remaining NCLH Shares which will constitute a notifiable transaction, the Company will strictly comply with Chapter 14 of the Listing Rules. In the event that any purchaser of the Remaining NCLH Shares is a connected person of the Company, the Company will strictly comply with the announcement, reporting and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Further announcement(s) on the disposal of the Approved Sale Shares will be made if such disposal (or disposals aggregated since the date of (a) approval of the Disposal Mandate; or (b) an announcement relating to previous disposal(s) made pursuant to the Disposal Mandate, whichever is later) will constitute a notifiable transaction under the Listing Rules but no circular will be despatched to the Shareholders if such disposal(s) are made during the Mandate Period. The Company will also make an announcement as soon as possible after expiration of the Disposal Mandate.

To the best of the knowledge and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Future Disposal and the Disposal Mandate. Accordingly, it is expected that no Shareholder is required to abstain from voting at the SGM.

## **GENERAL**

There is no assurance that the Company will proceed with the Future Disposal after obtaining the Disposal Mandate. Whether and when the Company will proceed with the Future Disposal or not will depend on a number of factors including without limitation the prevailing market sentiments and market conditions at the proposed time of executing the Future Disposal. The Shareholders and other public investors of the Company are therefore advised to exercise extreme caution when dealing in the Shares.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“2014 Disposal Mandate”	the specific mandate granted by the Shareholders on 25 April 2014 to the Directors to effect disposal(s) from time to time for 12 months from 25 April 2014 of such number of NCLH Shares held by Star NCLC (subject to a maximum of 56,819,334 NCLH Shares, subject to adjustments), which is to be expired on 24 April 2015
“Approved Sale Shares”	the maximum number of Remaining NCLH Shares (i.e. 50,569,334 NCLH Shares, subject to adjustments) or such number of Remaining NCLH Shares then held by Star NCLC as shall represent the difference between the maximum of 50,569,334 NCLH Shares and the number of Remaining NCLH Shares actually sold by Star NCLC during the period from the date of this announcement up to the date of the SGM
“Board”	the board of Directors
“Capital Changes”	an alteration to the nominal value of the NCLH Shares as a result of consolidation, subdivision or reclassification, or an issue of NCLH Shares to Star NCLC by way of capitalization of profits or reserves or by way of a scrip dividend during the Mandate Period
“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 Mandate”	the specific mandate to be granted by the Shareholders to the Directors to effect disposal(s) from time to time of such number of Approved Sale Shares which, when aggregated with disposals of NCLH Shares to be completed after the expiry of the 2014 Disposal Mandate, will amount to a major transaction or a very substantial disposal of the Company under Chapter 14 of the Listing Rules
“Future Disposal”	disposal of any of the Remaining NCLH Shares by Star NCLC from time to time
“Group”	the Company and its subsidiaries
“HKFRS”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandate Period”	a period of 12 months from the date of passing the relevant resolution(s) in respect of the Disposal Mandate
“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”. NCLH is currently accounted for as an associated company of the Company
“NCLH Shares”	the ordinary shares of NCLH with a par value of US\$0.001 per share
“PRC”	the People’s Republic of China
“Remaining NCLH Shares”	50,569,334 NCLH Shares beneficially owned by Star NCLC, representing approximately 22.1% of the total issued and outstanding shares of NCLH
“Secondary Public Offering”	a secondary public offering by way of a marketed underwritten offering or a block trade, in both of which cases Star NCLC will enter into an underwriting agreement with reputable investment bank(s) as underwriter(s) pursuant to which Star NCLC agrees to sell and the underwriter(s) agree to purchase the target shares. In a typical marketed underwritten offering, the underwriter(s) will market the offering to the public before entering into the underwriting agreement and the purchase price will be determined based on the market responses while in a typical block trade, the underwriter(s) will purchase the target shares first and will market the target shares afterwards



“SGM”	the special general meeting to be convened by the Company to consider and, if thought fit, to approve the Future Disposal and the grant of the Disposal Mandate
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	the ordinary share(s) with a par value of US\$0.10 each in the share capital of the Company
“Star NCLC”	Star NCLC Holdings Ltd., a limited liability company incorporated under the laws of Bermuda and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“US GAAP”	the generally accepted accounting principles in the United States of America
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By Order of the Board  
**TAN SRI LIM KOK THAY**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 March 2015

*As at the date of this announcement, the Board of Directors of the Company comprises two Executive Directors, namely Tan Sri Lim Kok Thay and Mr. Lim Keong Hui, two Independent Non-executive Directors, namely Mr. Alan Howard Smith and Mr. Lam Wai Hon, Ambrose and one Non-executive Director, namely Mr. Justin Tan Wah Joo.*