



PRESS RELEASE
For Immediate Release

30th May 2002
INTERNATIONAL

STAR CRUISES ANNOUNCES USD80 MILLION SHARE PLACEMENT

Star Cruises, “*The First Global Cruise Line*” and “*The Leading Cruise Line in Asia-Pacific*” announced yesterday that it has placed USD80 million worth of Star Cruises Shares through DBS Asia Capital Limited and DBS Vickers Securities (Singapore) Pte Ltd by way of a top up placement to independent placees. The placement price is HK\$3.30 per share which represents a 8.33% discount from the closing price on 28th May 2002.

The Proceeds of the Share Placement will be used for fleet expansion and corporate purposes.

“Following a period of consolidation last year and the strong improvement in our business in the first quarter of this year backed by the strong booking trend, we believe that the cruise industry is experiencing an earlier than expected resurgence. This clearly contributed to the encouraging response to the Share Placement despite the recent weakness in the equity markets. We believe that with increased public float from 11.5% to 15.4%, the liquidity of the stock will increase,” said Dato’ KT Lim, Chairman, President & Chief Executive Officer of Star Cruises.

“Further, our expansion into the North China region in the wake of a more open Chinese economy reaffirms our commitment to further develop the cruise industry in China. This has warranted a review of our fleet profile to ensure that the most suitable ships are positioned to meet the different demands of the various regional markets. Towards this, Star Cruises has plans to increase capacity which calls for additional funding”, added Dato’ Lim.

Pursuant to the relevant Listing Rules, the trading of Star Cruises shares on the Stock Exchange of Hong Kong and the Singapore CLOB had been suspended on 29th May 2002 and resumed trading on 30th May 2002 on the respective exchanges.

More on Star Cruises

Star Cruises is the fourth largest cruise line in the world presently operating a combined fleet of 19 ships with over 24,000 lower berths, with cruises to destinations and islands in Asia-Pacific, North and South America, Caribbean, Hawaii, Alaska, Europe, Mediterranean, Bermuda and Antarctica under the Star Cruises, Norwegian Cruise Line, Orient Lines and Cruise Ferries brands. By end 2002, with one ship currently on order, Star Cruises will have over 26,000 lower berths. Star Cruises is represented in more than 20 locations worldwide with offices in Australia, New Zealand, China, Germany, Hong Kong, India, Indonesia, Japan, Korea, Malaysia, Norway, Philippines, Singapore, Sweden, Switzerland, Taiwan, Thailand, United Kingdom and the United States of America.

For more information on Star Cruises and NCL, please visit www.starcruises.com and www.ncl.com

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STAR CRUISES LIMITED
(Continued into Bermuda with limited liability)

STAR CRUISES LIMITED
COMPANY ANNOUNCEMENT

29 MAY 2002

PLACING OF EXISTING SHARES
AND
SUBSCRIPTION FOR NEW SHARES

Underwriter
DBS Asia Capital Limited

Joint Bookrunners
DBS Vickers Securities (Singapore) Pte Limited DBS Asia Capital Limited

Lead Placing Agents
DBS Vickers Securities (Singapore) Pte Limited DBS Asia Capital Limited

Co-managers
DBS Vickers (Hong Kong) Limited Kingsway SW Securities Limited

The Agreement was entered into on 29 May, 2002 pursuant to which and subject to terms therein contained the Placing Agents have agreed to place 189,091,000 existing Shares beneficially held by the Vendor. The Placing will be made to independent investors at the Placing Price of HK\$3.30 per Share. The Placing Price has been determined after arms length negotiations amongst the Vendor, the Company and the Placing Agents.

Pursuant to the Agreement, the Vendor has also agreed to subscribe for such number of new Shares as is equivalent to the number of Placing Shares at the Subscription Price of HK\$3.30 per Share, which is equivalent to the Placing Price. The Subscription is conditional upon the granting of the listing of, and permission to deal in, the Subscription Shares by the Listing Committee and completion of the Placing. An application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Subscription Shares.

As at the date of this announcement, the Vendor holds approximately 7.83% of the existing issued ordinary share capital of the Company. Assuming the Placing and the Subscription are completed, the Vendor will hold approximately 7.49% of the issued ordinary share capital of the Company as enlarged by the issuance of the Subscription Shares.

The Placing is fully underwritten by the Placing Underwriter.

The net proceeds of the Subscription are expected to amount to approximately HK\$603.3 million and will be used as general working capital and for the acquisition or construction of vessel(s).

Trading in the Shares has been suspended on the Stock Exchange with effect from 9:30 a.m. on 29 May, 2002 at the request of the Company and application has been made for trading in the Shares of the Company to be resumed at 9:30 a.m. on 30 May, 2002.



PLACING UNDER THE AGREEMENT

- Vendor:** Joondalup Limited, a company incorporated in the Isle of Man with limited liability and the beneficial owner of the Placing Shares.
- Placing Agents:** DBS Asia Capital Limited and DBS Vickers Securities (Singapore) Pte Limited.
- Placees:** Not less than six placees who will be independent of and not connected with the directors, chief executives and substantial shareholders of the Company or any of its subsidiaries, the Vendor and their respective associates. The placees will be professional, institutional and other investors.
- Number of Placing Shares:** 189,091,000 Shares.
- Underwriting Arrangement :** The Placing Shares are fully underwritten by the Placing Underwriter.
- Placing Price:** HK\$3.30 per Placing Share, representing a discount of about 8.33 % to the closing price of HK\$3.60 per Share as quoted on the Stock Exchange on 28 May, 2002, the latest trading day prior to the date of the Agreement and a discount of approximately 14.95% to the average closing price of the Shares over the last five consecutive trading days up to and including 28 May, 2002, of approximately HK\$3.88 per Share. The Placing Price has been determined after arms length negotiations amongst the Vendor, the Company and the Placing Agents.
- Rights:** The Placing Shares are sold free of all third party rights and other encumbrances and together with all rights and entitlements attaching on or arising after the date of completion of the Placing.
- Termination:** The Agreement is subject to certain termination events, which among others, include, the occurrence, at any time prior to 9:00 a.m. (Hong Kong time) on the Transaction Date of:
- (1) any material adverse change in the financial markets in the United States or Hong Kong or in the international financial markets; or
 - (2) any adverse change in the business or in the financial or trading position of the Group as a whole,
- which in the reasonable opinion of the Placing Agents is or would be materially adverse to the success of the Placing, the Placing Agents may in their absolute discretion terminate the Agreement by giving notice in writing to the Vendor.
- Over-allotment Option:** Pursuant to the Agreement, the size of the Placing was 165,455,000 Shares and the Vendor also granted the Over-allotment Option to the Placing Agents to require the Vendor to sell up to 23,636,000 additional existing Shares beneficially owned by the Vendor. The Over-allotment Option was exercised in whole on 29 May, 2002 and 23,636,000 additional Shares (that is, a total number of Placing Shares of 189,091,000) will be placed to independent placees.



SUBSCRIPTION UNDER THE AGREEMENT

Subscriber:	Joondalup Limited
Number of Subscription Shares:	189,091,000 Shares, representing approximately 4.56% of the entire issued share capital of the Company and approximately 4.36% of the enlarged issued share capital of the Company after completion of the Placing and the Subscription.
Subscription Price:	HK\$3.30 per Share, which is the Placing Price. The Company will pay the costs and expenses of the Subscription, and will repay to the Vendor its costs and expenses of the Placing after deducting therefrom interest (if any) accrued and received by the Vendor on the net proceeds of the Placing during the period between completion of the Placing and completion of the Subscription.
Conditions:	<ol style="list-style-type: none">(1) Completion of the Placing; and(2) The Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Subscription Shares.
Listing Application:	Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.
Mandate to issue Subscription Shares:	The Subscription Shares are to be issued under the general mandate granted to the Directors at the annual general meeting of the Company held on 22 May, 2002.
Ranking:	The Subscription Shares when issued will rank pari passu in all respects with the existing issued Shares in the Company, together with all rights and entitlements accruing after the date of completion of the Subscription and the right to receive all dividends or other distributions declared, paid or made or proposed to be made on the shares of the Company at any time by reference to a record date falling on or after the date of the completion of the Subscription.
Completion of the Subscription:	The Subscription is expected to be completed on or before 12 June, 2002, being the date falling 14 days after the date of the Agreement.
Use of Proceeds:	The net proceeds of approximately HK\$603.3 million from the Subscription will be used for general working capital of the Company and the acquisition or construction of vessel(s).

Application for Listing

The Company will make an application to the Stock Exchange for the grant of the listing of, and permission to deal in, the Subscription Shares.



Suspension and resumption of Trading

Trading in the Shares on the Stock Exchange and on CLOB International, Singapore have been suspended with effect from 9:30 a.m. (Hong Kong time) and 9:00 a.m. (Singapore time) respectively, on 29 May, 2002 at the request of the Company and application has been made to the Stock Exchange and the Singapore Exchange Securities Trading Limited for the trading in the Shares of the Company to be resumed at 9:30 a.m. (Hong Kong time) and 9:00 a.m. (Singapore time) on 30 May, 2002.

EFFECT OF THE PLACING AND THE SUBSCRIPTION

The effects on the shareholding structure of the Company pursuant to the Placing and the Subscription are as follows:

	At present		Immediately after completion of the Placing but before Subscription		Immediately after completion of the Placing and Subscription	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Joondalup Limited	324,729,329	7.83	135,638,329	3.27	324,729,329	7.49
Golden Hope Limited*	1,830,107,490	44.12	1,830,107,490	44.12	1,830,107,490	42.20
Resorts World Limited	1,486,886,993	35.85	1,486,886,993	35.85	1,486,886,993	34.28
Directors	29,527,490	0.71	29,527,490	0.71	29,527,490	0.68
Placees	--	0	189,091,000	4.56	189,091,000	4.36
Public	<u>476,684,735</u>	<u>11.49</u>	<u>476,684,735</u>	<u>11.49</u>	<u>476,684,735</u>	<u>10.99</u>
Total	<u>4,147,936,037</u>	<u>100.00</u>	<u>4,147,936,037</u>	<u>100.00</u>	<u>4,337,027,037</u>	<u>100.00</u>

* Note: As Joondalup Limited is a corporation wholly-owned by Golden Hope Limited as trustee of the Golden Hope Unit Trust, its entire shareholding is 51.95% of the total issued share capital of the Company.

REASONS FOR THE PLACING AND THE SUBSCRIPTION AND USE OF PROCEEDS

The Directors consider that the Placing and the Subscription represent a good opportunity to raise equity capital for the future business development of the Company and its subsidiaries and to broaden the shareholder base and capital base of the Company. The proceeds from the Subscription will be used by the Company as general working capital and for the acquisition or construction of the vessel(s).

Definitions

Agreement	The Placing, Underwriting and Subscription Agreement dated 29 May, 2002 entered into among the Vendors, the Placing Agents and the Company in relation to the Placing and the Subscription;
associates	has the meaning ascribed thereto in the Listing Rules;
CLOB International	Central Limit Order Book International of Singapore Exchange Securities Trading Limited;
Company	Star Cruises Limited, a company continued into Bermuda with limited liability with its shares listed on the Stock Exchange;
Group	the Company and its subsidiaries;



Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China;
HK\$	Hong Kong dollars, the lawful currency of Hong Kong;
Listing Committee	the Listing Committee of the Stock Exchange;
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange;
Over-allotment Option	the option granted by the Vendor to the Placing Agents to require the Vendor to sell up to 23,636,000 additional existing Shares beneficially owned by the Vendor for the purposes of covering over-allocations in the Placing, which has been exercised in full on 29 May, 2002;
Placing	the offer by way of a private placing of an aggregate of 189,091,000 existing Shares by the Vendor pursuant to the Agreement;
Placing Agents	DBS Asia Capital Limited and DBS Vickers Securities (Singapore) Pte Limited;
Placing Period	in relation to the Placing Shares the period commencing from the date of the Agreement and terminating at 6:00 p.m. on 29 May, 2002;
Placing Price	HK\$3.30 per Placing Share;
Placing Shares	189,091,000 Shares;
Placing Underwriter	DBS Asia Capital Limited;
Shares	Ordinary shares of US\$0.10 par value each in the share capital of the Company;
Stock Exchange	The Stock Exchange of Hong Kong Limited;
Subscription	the conditional subscription for the Subscription Shares by the Vendor pursuant to the Agreement;
Subscription Shares	the new Shares to be subscribed for by the Vendor under the Agreement in such number as is equivalent to the number of Placing Shares sold by the Vendor under the Agreement;
Transaction Date	the date on which the sale of Placing Shares shall be transacted by way of a crossing on the Stock Exchange and which shall be 30 May, 2002 or, the first day on which dealings in the Shares on the Stock Exchange resume (whichever is earlier);
Vendor	Joondalup Limited, a company incorporated in the Isle of Man with limited liability and a corporation wholly-owned by Golden Hope Limited as trustee of the Golden Hope Unit Trust, a substantial shareholder of the Company.

By order of the Board
Louisa Tam Suet Lin
Company Secretary



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