

Norwegian Cruise Line Holdings Ltd.
Form SC 13D/A
December 17, 2015
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 10)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Norwegian Cruise Line Holdings Ltd.
(Name of Issuer)

Ordinary Shares, par value \$0.001 per share
(Title of Class of Securities)

G66721 10 4
(CUSIP Number)

Blondel So King Tak

Executive Vice President, Corporate Services

Genting Hong Kong Limited

c/o Suite 1501, Ocean Centre

5 Canton Road

Kowloon, Hong Kong, People's Republic of China

+852-2378-2000
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 17, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

(Continued on following pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, *see the Notes*).

CUSIP No. G66721 10 4 13D Page 2 of 14 Pages

1 NAMES OF REPORTING PERSONS

Star NCLC Holdings Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
5 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

8 0 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

25,398,307
(See Item 5)
9 SOLE DISPOSITIVE POWER

0
10 SHARED
DISPOSITIVE
POWER

25,398,307
(See Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

25,398,307 (See Item 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 11.1% (See Item 5)*
TYPE OF REPORTING
PERSON

CO

The calculation assumes a total of 227,808,376 Ordinary Shares (as defined herein) outstanding as of December 17, *2015 (based on 228,156,929 Ordinary Shares outstanding as of December 10, 2015, as reported in the Final Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the "Commission") on December 16, 2015, after giving effect to the Repurchase (as defined herein)).

CUSIP No. G66721 10 4 13D Page 3 of 14 Pages

1 NAMES OF REPORTING PERSONS

Genting Hong Kong Limited
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 5 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

8 0 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

25,398,307
 (See Item 5)
 9 SOLE DISPOSITIVE POWER

	0
10	SHARED DISPOSITIVE POWER
	25,398,307 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	25,398,307 (See Item 5)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
	EXCLUDES CERTAIN SHARES (see instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	11.1% (See Item 5)*
14	TYPE OF REPORTING PERSON
	CO

The calculation assumes a total of 227,808,376 Ordinary Shares outstanding as of December 17, 2015 (based on *228,156,929 Ordinary Shares outstanding as of December 10, 2015, as reported in the Final Prospectus Supplement filed by the Issuer with the Commission on December 16, 2015, after giving effect to the Repurchase).

This Amendment No. 10 (the "Amendment") amends and supplements the Schedule 13D filed on February 4, 2013, as amended and supplemented by Amendment No. 1 filed on August 16, 2013, Amendment No. 2 filed on December 9, 2013, Amendment No. 3 filed on December 31, 2013, Amendment No. 4 filed on March 10, 2014, Amendment No. 5 filed on November 21, 2014, Amendment No. 6 filed on March 11, 2015, Amendment No. 7 filed on April 10, 2015, Amendment No. 8 filed on May 26, 2015 and Amendment No. 9 filed on August 13, 2015 (as so amended, the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D") by Star NCLC Holdings Ltd. ("Star NCLC") and Genting Hong Kong Limited ("Genting HK") with respect to the Ordinary Shares of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background

This Amendment amends and restates the second and fourth paragraphs of Item 2 of the Original Schedule 13D in its entirety as follows:

"Star NCLC, a wholly-owned subsidiary of Genting HK, is the record owner of an aggregate of 25,398,307 Ordinary Shares (the "Genting Shares"). The Ordinary Shares reported as beneficially owned by each Reporting Person include only those Ordinary Shares over which such person may be deemed to have voting or dispositive power."

"As of December 10, 2015, the principal shareholders of Genting HK are: Golden Hope Limited ("GHL") as trustee of the Golden Hope Unit Trust ("GHUT") – 53.67%, and Genting Malaysia Berhad ("GENM") – 16.87%. GHL is a company incorporated in the Isle of Man acting as trustee of GHUT, 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 Kok Thay and certain members of his family (the "Lim Family"). GENM is a Malaysian company listed on the Main Market of Bursa Malaysia Securities Berhad in which Parkview Management Sdn Bhd, as trustee of a discretionary trust, the beneficiaries of which are the Lim Family, has a substantial indirect beneficial interest. As a result, an aggregate of 70.54% of Genting HK's outstanding shares is owned by GENM and GHL as trustee of GHUT, directly or indirectly, as of December 10, 2015."

Item 4. Purpose of Transaction

This Amendment amends Item 4 of the Original Schedule 13D by inserting the following before the paragraph titled "*General*":

Resale Offering (December 2015)

On December 14, 2015, the Issuer, Star NCLC and Apollo Funds entered into an underwriting agreement (the "Dec. 2015 Resale Offering Underwriting Agreement") with Goldman, Sachs & Co. (the "Dec. 2015 Resale Offering Underwriter"), pursuant to which, among other things, Star NCLC agreed to sell, and the Dec. 2015 Resale Offering Underwriter agreed to purchase, 5,171,027 Ordinary Shares at a price of \$57.38 per Ordinary Share (the "Dec. 2015 Resale Offering"). As part of the Dec. 2015 Resale Offering, the Issuer repurchased from the Dec. 2015 Resale Offering Underwriter 348,553 Ordinary Shares at a price per share equal to the price paid by the Dec. 2015 Resale Offering Underwriter to Star NCLC and Apollo Funds in the Dec. 2015 Resale Offering (the "Repurchase"). The Dec. 2015 Resale Offering was made pursuant to the Shelf Registration Statement.

The Dec. 2015 Resale Offering closed on December 17, 2015.

Resale Offering Lock-Up Agreement (December 2015)

In connection with the Dec. 2015 Resale Offering, Star NCLC agreed pursuant to a lock-up agreement (the "Dec. 2015 Resale Offering Lock-Up Agreement"), subject to certain exceptions, not to, directly or indirectly, (i) sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, or file (or participate in the filing of) a registration statement with the Commission in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position within the

Page 4 of 14

meaning of Section 16 of the Exchange Act with respect to any of the Ordinary Shares, any other securities of the Issuer that are substantially similar to the Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase or subscribe for the foregoing, (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Ordinary Shares or any other securities of the Issuer that are substantially similar to Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing, whether any such transaction is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise or (iii) publicly announce an intention to effect any transaction specified in clause (i) or (ii), for a period beginning on the date of such Lock-Up Agreement and continuing for 45 days after the date of the Dec. 2015 Resale Offering Underwriting Agreement, except with the prior written consent of the Dec. 2015 Resale Offering Underwriter *provided*, that Genting HK may publish and dispatch, subject to certain conditions, (A) a circular, a notice of general meeting and a proxy form (including any related supplemental documents) in relation to a specific mandate that Genting HK may seek from its shareholders to authorize its board of directors to effect future disposals of the Ordinary Shares (the “Shareholder Consent”) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (B) any announcement in Hong Kong for the purpose of obtaining the Shareholder Consent.”

This Amendment amends and restates the last paragraph of Item 4 of the Original Schedule 13D in its entirety as set forth below:

“References to and descriptions of the Shareholders Agreement, the Lock-Up Agreement, the Resale Offering Underwriting Agreement, the Resale Offering Lock-Up Agreement, the Dec. 2013 Resale Offering Underwriting Agreement, the Dec. 2013 Resale Offering Lock-Up Agreement, the Feb. 2014 Resale Offering Underwriting Agreement and the Feb. 2014 Resale Offering Lock-Up Agreement set forth above in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of the Shareholders Agreement, the Lock-Up Agreement, the Resale Offering Underwriting Agreement, the Resale Offering Lock-Up Agreement, the Dec. 2013 Resale Offering Underwriting Agreement, the Dec. 2013 Resale Offering Lock-Up Agreement, the Feb. 2014 Resale Offering Underwriting Agreement and the Feb. 2014 Resale Offering Lock-Up Agreement, the Nov. 2014 Amendment to the Shareholder’s Agreement, March 2015 Resale Offering Underwriting Agreement, the March 2015 Resale Offering Lock-Up Agreement, the Waiver Letter, the May 2015 Resale Offering Underwriting Agreement, the May 2015 Resale Offering Lock-Up Agreement, the August 2015 Resale Offering Underwriting Agreement, the August 2015 Resale Offering Lock-Up Agreement, the Dec. 2015 Resale Offering Underwriting Agreement and the Dec. 2015 Resale Offering Lock-Up Agreement which have been filed as Exhibit 2, Exhibit 3, Exhibit 4, Exhibit 5, Exhibit 6, Exhibit 7, Exhibit 8, Exhibit 9, Exhibit 10, Exhibit 11, Exhibit 12, Exhibit 13, Exhibit 14, Exhibit 15, Exhibit 16, Exhibit 17, Exhibit 18 and Exhibit 19 respectively, and are incorporated herein by this reference.”

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates paragraphs 2 and 3 of Item 5 of the Original Schedule 13D as set forth below:

“(a)–(b) The following disclosure assumes that there are 227,808,376 Ordinary Shares outstanding as of December 17, 2015 (based on 228,156,929 Ordinary Shares outstanding as of December 10, 2015, as reported in the Final Prospectus Supplement filed by the Issuer with the Commission on December 16, 2015, after giving effect to the Repurchase).

Pursuant to Rule 13d-3 of the Exchange Act, the Reporting Persons may be deemed to beneficially own 25,398,307 Ordinary Shares of the Issuer, which constitutes approximately 11.1 % of the outstanding Ordinary Shares of the Issuer.”

Item 7. Material to Be Filed as Exhibits

1. Joint Filing Agreement dated as of February 1, 2013, by and between the Reporting Persons (previously filed with the Commission as Exhibit 1 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).

Page 5 of 14

2. Shareholders' Agreement, dated as of January 24, 2013, by and among Norwegian Cruise Line Holdings Ltd., Genting HK, Star NCLC, AAA Guarantor Co-Invest VI (B), L.P., 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., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. and TPG Viking AIV III, L.P., and the other shareholders that become a party from time to time (incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Commission on January 30, 2013 (File No. 001-37584)).
3. Form of Lock-Up Agreement, by and among UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters, together with the other Underwriters named in Schedule A to the Underwriting Agreement referred to therein, and Star NCLC (previously filed with the Commission as Exhibit 3 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).
4. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Amendment No. 1 to Form S-1 Registration Statement of Norwegian Cruise Line Holdings Ltd. filed with the Commission on August 7, 2013) (the "Resale Offering Underwriting Agreement").
5. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 5 to Amendment No. 1 to Schedule 13D of Star NCLC and Genting HK filed with the Commission on August 16, 2013).
6. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 6 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013) (the "Dec. 2013 Resale Offering Underwriting Agreement").
7. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Dec. 2013 Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 7 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013).
8. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on March 10, 2014) (the "Feb. 2014 Resale Offering Underwriting Agreement").
9. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Feb. 2014 Resale Offering Underwriting Agreement and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 9 to Amendment No. 4 to Schedule 13D filed by Star NCLC and Genting HK on March 10, 2014).
10. Amendment No. 1 to the Amended and Restated Shareholder's Agreement, dated November 19, 2014, by and among Norwegian Cruise Line Holdings Ltd., Genting Hong Kong Limited, Star NCLC Holdings Ltd., AAA Guarantor Co-Invest VI (B), L.P., 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., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., TPG Viking AIV III, L.P., AIF VI Euro Holdings, L.P., AAA

Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

Guarantor – Co-Invest VII, L.P., AIF VII Euro Holdings, L.P., Apollo Alternative Assets, L.P., Apollo Management VI, L.P. and Apollo Management VII, L.P. (incorporated by reference to Exhibit 10.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on November 20, 2014).

Page 6 of 14

11. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on March 9, 2015) (the “March 2015 Resale Offering Underwriting Agreement”).
12. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the March 2015 Resale Offering Underwriting Agreement and UBS Securities LLC (incorporated by reference to Exhibit 12 to Amendment No. 6 to Schedule 13D filed by Star NCLC and Genting HK on April 10, 2015).
13. Waiver Letter, dated April 9, 2015, by Genting Hong Kong Limited and Star NCLC Holdings Ltd. (incorporated by reference to Exhibit 13 to Amendment No. 7 to Schedule 13D filed by Star NCLC and Genting HK on April 10, 2015).
14. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on May 21, 2015) (the “May 2015 Resale Offering Underwriting Agreement”).
15. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the May 2015 Resale Offering Underwriting Agreement and Goldman, Sachs & Co. (incorporated by reference to Exhibit 15 to Amendment No. 8 to Schedule 13D filed by Star NCLC and Genting HK on May 26, 2015).
16. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on August 12, 2015) (the “August 2015 Resale Offering Underwriting Agreement”).
17. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the August 2015 Resale Offering Underwriting Agreement and Goldman, Sachs & Co. (incorporated by reference to Exhibit 2 to Amendment No. 8 to Schedule 13D of Apollo Funds filed with the Commission on August 18, 2015).
18. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on December 16, 2015).
19. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Dec. 2015 Resale Offering Underwriting Agreement and Goldman, Sachs & Co.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 17, 2015

STAR NCLC HOLDINGS LTD.

By: /s/ Blondel So King Tak

Name: Blondel So King Tak

Title: Director

GENTING HONG KONG LIMITED

By: /s/ Blondel So King Tak

Name: Blondel So King Tak

Title: Executive Vice President, Corporate Services and Authorized Person

Schedule A-2**Genting Hong Kong Limited – Directors and Executive Officers**

Name	Business Address	Present principal occupation or employment	Name, principal business and address of any corporation or other organization in which such employment is conducted	Citizenship
			Genting Hong Kong Limited	
	Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong	Chairman and Chief Executive Officer of Genting Hong Kong Limited	(Cruise line operations and investment holdings) Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong Genting Berhad	
	24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	Chairman and Chief Executive of Genting Berhad	(Investment holding and management company) 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia Genting Malaysia Berhad	
LIM Kok Thay	24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	Chairman and Chief Executive of Genting Malaysia Berhad	(Provision of leisure and hospitality services) 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia Genting Plantations Berhad	Malaysian
	10th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	Director and Chief Executive of Genting Plantations Berhad	(Plantation, investment holding and provision of management services to its subsidiaries)	

Malaysia

10th Floor, Wisma Genting,

Jalan Sultan Ismail,

50250 Kuala Lumpur, Malaysia
Genting Singapore PLC

10 Sentosa Gateway,

(Investment holding company)

Resorts World Sentosa,

Executive Chairman of
Genting Singapore PLC

Singapore 098270

10 Sentosa Gateway,

Resorts World Sentosa,

Singapore 098270

			Genting Hong Kong Limited	
SMITH		Deputy Chairman	(Cruise line operations and investment holdings)	
Alan	Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong	and Independent		British
Howard		Non-executive Director of Genting Hong Kong Limited	Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong Genting Hong Kong Limited (Cruise line operations and investment holdings)	
	Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong	Executive Director, Executive Director – Chairman’s Office and Chief Information Officer of Genting Hong Kong Limited	Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong Genting Berhad	
	24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	Non-Independent Executive Director, Executive Director – Chairman’s Office and Chief Information Officer of Genting Berhad	(Investment holding and management company)	
			24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia Genting Malaysia Berhad	
LIM				Malaysian
Keong Hui	24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	Non-Independent Executive Director and Chief Information Officer of Genting Malaysia Berhad	(Provision of leisure and hospitality services)	
			24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia Genting Plantations Berhad	
	10th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	Non-Independent Executive Director and Chief Information Officer of Genting Plantations Berhad	(Plantation, investment holding and provision of management services to its subsidiaries)	
			10th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia	

			Genting Hong Kong Limited	
		Independent	(Cruise line operations and investment holdings)	
Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong	Non-executive Director of Genting Hong Kong Limited		Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong	
			Investec Capital Asia Limited	
			(Corporate finance advisory and equities businesses)	
Suite 3609, 36/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong	Chief Executive Officer of Investec Capital Asia Limited		Suite 3609, 36/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong	
LAM Wai Hon Ambrose			Investec Group	British
			(Corporate finance advisory, equities businesses and investment)	
Suite 3609, 36/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong	Country Head for China & Hong Kong of Investec Group		Suite 3609, 36/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong	
			China Agri-Industries Holdings Limited	
			(Production, processing and distribution of agricultural products and related businesses)	
31/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong	Independent Non-executive Director of China Agri-Industries Holdings Limited		31/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong	

		Genting Hong Kong Limited	
	Independent Non-executive	(Cruise line operations and investment holdings)	
Justin	Suite 1501, Ocean Centre, 5 Canton	Director of Genting Hong Kong Limited	Malaysian
TAN Wah	Road, Tsimshatsui, Kowloon, Hong		
Joo	Kong	Suite 1501, Ocean Centre,	
		5 Canton Road,	
		Tsimshatsui, Kowloon,	
		Hong Kong	

INDEX TO EXHIBITS

1. Joint Filing Agreement dated as of February 1, 2013, by and between the Reporting Persons (previously filed with the Commission as Exhibit 1 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).
2. Shareholders' Agreement, dated as of January 24, 2013, by and among Norwegian Cruise Line Holdings Ltd., Genting HK, Star NCLC, AAA Guarantor Co-Invest VI (B), L.P., 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., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. and TPG Viking AIV III, L.P., and the other shareholders that become a party from time to time (incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Commission on January 30, 2013 (File No. 001-37584)).
3. Form of Lock-Up Agreement, by and among UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters, together with the other Underwriters named in Schedule A to the Underwriting Agreement referred to therein, and Star NCLC (previously filed with the Commission as Exhibit 3 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).
4. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Amendment No. 1 to Form S-1 Registration Statement of Norwegian Cruise Line Holdings Ltd. filed with the Commission on August 7, 2013).
5. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 5 to Amendment No. 1 to Schedule 13D of Star NCLC and Genting HK filed with the Commission on August 16, 2013).
6. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 6 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013).
7. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Dec. 2013 Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 7 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013).
8. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on March 10, 2014).
9. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Feb. 2014 Resale Offering Underwriting Agreement and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 9 to Amendment No. 4 to Schedule 13D filed by Star NCLC and Genting HK on March 10, 2014).

10. Amendment No. 1 to the Amended and Restated Shareholder's Agreement, dated November 19, 2014, by and among Norwegian Cruise Line Holdings Ltd., Genting Hong Kong Limited, Star NCLC Holdings Ltd., AAA Guarantor Co-Invest VI (B), L.P., 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., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., TPG Viking AIV III, L.P., AIF VI Euro Holdings, L.P., AAA Guarantor – Co-Invest VII, L.P., AIF VII Euro Holdings, L.P., Apollo Alternative Assets,

Page 13 of 14

L.P., Apollo Management VI, L.P. and Apollo Management VII, L.P. (incorporated by reference to Exhibit 10.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on November 20, 2014).

11. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on March 9, 2015).

12. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the March 2015 Resale Offering Underwriting Agreement and UBS Securities LLC (incorporated by reference to Exhibit 12 to Amendment No. 6 to Schedule 13D filed by Star NCLC and Genting HK on April 10, 2015).

13. Waiver Letter, dated April 9, 2015, by Genting Hong Kong Limited and Star NCLC Holdings Ltd. (incorporated by reference to Exhibit 13 to Amendment No. 7 to Schedule 13D filed by Star NCLC and Genting HK on April 10, 2015).

14. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on May 21, 2015).

15. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the May 2015 Resale Offering Underwriting Agreement and Goldman, Sachs & Co. (incorporated by reference to Exhibit 15 to Amendment No. 8 to Schedule 13D filed by Star NCLC and Genting HK on May 26, 2015).

16. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on August 12, 2015).

17. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the August 2015 Resale Offering Underwriting Agreement and Goldman, Sachs & Co. (incorporated by reference to Exhibit 2 to Amendment No. 8 to Schedule 13D of Apollo Funds filed with the Commission on August 18, 2015).

18. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on December 16, 2015).

19. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Dec. 2015 Resale Offering Underwriting Agreement and Goldman, Sachs & Co.

