

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 8)

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

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Norwegian Cruise Line Holdings Ltd.  
(Name of Issuer)

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

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G66721 10 4  
(CUSIP Number)

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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)

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May 26, 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)

(Page 1 of 15 Pages)

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\* 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*).

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|  |  |   |
|--|--|---|
| 1  | NAMES OF REPORTING PERSONS<br>Star NCLC Holdings Ltd.  |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(see instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS (see instructions)<br>OO (See Item 3)  |   |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Bermuda  |   |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>0                              |
|  | 8  | SHARED VOTING POWER<br>40,569,334 (See Item 5)      |
|  | 9  | SOLE DISPOSITIVE POWER<br>0                         |
|  | 10   | SHARED DISPOSITIVE POWER<br>40,569,334 (See Item 5) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>40,569,334 (See Item 5)  |   |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>                      |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11<br>17.7% (See Item 5)*  |   |
| 14   | TYPE OF REPORTING PERSON<br>CO   |   |

\* The calculation is based on a total of 229,745,434 Ordinary Shares (as defined herein) outstanding as of May 14, 2015 as reported in the Final Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the "Commission") on May 21, 2015.

|  |  |   |
|--|--|---|
| 1  | NAMES OF REPORTING PERSONS<br>Genting Hong Kong Limited  |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(see instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS (see instructions)<br>OO (See Item 3)  |   |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Bermuda  |   |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>0                              |
|  | 8  | SHARED VOTING POWER<br>40,569,334 (See Item 5)      |
|  | 9  | SOLE DISPOSITIVE POWER<br>0                         |
|  | 10   | SHARED DISPOSITIVE POWER<br>40,569,334 (See Item 5) |
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| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>                      |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11<br>17.7% (See Item 5)*  |   |
| 14   | TYPE OF REPORTING PERSON<br>CO   |   |

\* The calculation is based on a total of 229,745,434 Ordinary Shares outstanding as of May 14, 2015 as reported in the Final Prospectus Supplement filed by the Issuer with the Commission on May 21, 2015.

This Amendment No. 8 (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, and Amendment No. 7 filed on April 10, 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 40,569,334 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 May 14, 2015, the principal shareholders of Genting HK are: Golden Hope Limited ("GHL") as trustee of the Golden Hope Unit Trust ("GHUT") – 49.84%, and Genting Malaysia Berhad ("GENM") – 17.81%. 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 67.65% of Genting HK's outstanding shares is owned by GENM and GHL as trustee of GHUT, directly or indirectly, as of May 14, 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 (May 2015)*

On May 19, 2015, the Issuer, Star NCLC, Apollo Funds and TPG Funds entered into an underwriting agreement (the "May 2015 Resale Offering Underwriting Agreement") with Goldman, Sachs & Co. (the "May 2015 Resale Offering Underwriter"), pursuant to which, among other things, Star NCLC agreed to sell, and the May 2015 Resale Offering Underwriter agreed to purchase, 10,000,000 Ordinary Shares at a price of \$54.66 per Ordinary Share (the "May 2015 Resale Offering"). The May 2015 Resale Offering was made pursuant to the Shelf Registration Statement.

The May 2015 Resale Offering closed on May 26, 2015.

### *Resale Offering Lock-Up Agreement (May 2015)*

In connection with the May 2015 Resale Offering, Star NCLC agreed pursuant to a lock-up agreement (the "May 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 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 May 2015 Resale Offering Underwriting Agreement, except with the prior written consent of the May 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 and the May 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 and Exhibit 15, 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 229,745,434 Ordinary Shares outstanding as of May 14, 2015 as reported in the Final Prospectus Supplement filed by the Issuer with the Commission on May 21, 2015.

Pursuant to Rule 13d-3 of the Exchange Act, the Reporting Persons may be deemed to beneficially own 40,569,334 Ordinary Shares of the Issuer, which constitutes approximately 17.7 % 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).

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 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, 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) (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).

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.

**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: May 26, 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-1

Star NCLC Holdings Ltd. – Directors<sup>[1]</sup>

| <b>Name</b>               | <b>Business Address</b>  | <b>Present principal occupation or employment</b>                         | <b>Name, principal business and address of any corporation or other organization in which such employment is conducted</b>                             | <b>Citizenship</b> |
|---------------------------|--|---|--|--------------------|
| SO King Tak Blondel       | Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong | Executive Vice President, Corporate Services of Genting Hong Kong Limited | Genting Hong Kong Limited (Cruise line operations and investment holdings)<br>Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong | Chinese            |
| Michael Alexander HACKMAN | Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong | Executive Vice President – Marine Operations & New Ship Building          | Genting Hong Kong Limited (Cruise line operations and investment holdings)<br>Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong | Australian         |

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<sup>[1]</sup> Star NCLC has no Executive Officers.

Schedule A-2

**Genting Hong Kong Limited – Directors and Executive Officers**

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

|                   |  |  |   |           |
|-------------------|--|--|---|-----------|
|                   | 10th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia | Director and Chief Executive of Genting Plantations Berhad   | 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 |           |
|                   | 10 Sentosa Gateway, Resorts World Sentosa, Singapore 098270                  | Executive Chairman of Genting Singapore PLC  | Genting Singapore PLC (Investment holding company) 10 Sentosa Gateway, Resorts World Sentosa, Singapore 098270  |           |
| SMITH Alan Howard | Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong     | Deputy Chairman and Independent Non-executive Director of Genting Hong Kong Limited  | Genting Hong Kong Limited (Cruise line operations and investment holdings) Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong   | British   |
| LIM Keong Hui     | 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      | Genting Hong Kong Limited (Cruise line operations and investment holdings) Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong   | Malaysian |
|                   | 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 | Genting Berhad (Investment holding and management company) 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia   |           |
|                   | 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia | Non-Independent Executive Director and Chief Information Officer of Genting Malaysia Berhad                                | Genting Malaysia Berhad (Provision of leisure and hospitality services) 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia  |           |

|                     |   |  |  |         |
|---------------------|---|--|--|---------|
|                     | 10th Floor, Wisma Genting,<br>Jalan Sultan Ismail,<br>50250 Kuala Lumpur, Malaysia                | Non-Independent Executive Director<br>and Chief Information Officer of<br>Genting Plantations Berhad | Genting Plantations Berhad<br>(Plantation, investment holding<br>and provision of management<br>services to its subsidiaries)<br>10th Floor, Wisma Genting, Jalan<br>Sultan Ismail,<br>50250 Kuala Lumpur, Malaysia        |         |
| LAM Wai Hon Ambrose | Suite 1501, Ocean Centre, 5<br>Canton Road, Tsimshatsui,<br>Kowloon, Hong Kong                    | Independent<br>Non-executive Director of Genting<br>Hong Kong Limited                                | Genting Hong Kong Limited<br>(Cruise line operations and<br>investment holdings)<br>Suite 1501, Ocean Centre,<br>5 Canton Road, Tsimshatsui,<br>Kowloon, Hong Kong   | British |
|                     | Suite 3609, 36/F, Two<br>International Finance Centre, 8<br>Finance Street, Central, Hong<br>Kong | Chief Executive Officer of Investec<br>Capital Asia Limited  | Investec Capital Asia Limited<br>(Corporate finance advisory and<br>equities businesses)<br>Suite 3609, 36/F, Two<br>International Finance Centre, 8<br>Finance Street, Central, Hong<br>Kong                              |         |
|                     | Suite 3609, 36/F, Two<br>International Finance Centre, 8<br>Finance Street, Central, Hong<br>Kong | Country Head for China & Hong Kong<br>of Investec Group  | Investec Group<br>(Corporate finance advisory,<br>equities businesses and<br>investment)<br>Suite 3609, 36/F, Two<br>International Finance Centre, 8<br>Finance Street, Central, Hong<br>Kong                              |         |
|                     | 31/F., Top Glory Tower, 262<br>Gloucester Road, Causeway<br>Bay, Hong Kong                        | Independent Non-executive Director of<br>China Agri-Industries Holdings Limited                      | China Agri-Industries Holdings<br>Limited<br>(Production, processing and<br>distribution of agricultural<br>products and related businesses)<br>31/F., Top Glory Tower, 262<br>Gloucester Road, Causeway Bay,<br>Hong Kong |         |

Justin TAN Wah Joo

Suite 1501, Ocean Centre, 5  
Canton Road, Tsimshatsui,  
Kowloon, Hong Kong

Independent Non-executive Director of  
Genting Hong Kong Limited

Genting Hong Kong Limited  
(Cruise line operations and  
investment holdings)  
Suite 1501, Ocean Centre,  
5 Canton Road, Tsimshatsui,  
Kowloon, Hong Kong

Malaysian

## INDEX TO EXHIBITS

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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).
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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 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,

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.

May 19, 2015

Goldman, Sachs & Co.  
as Underwriter

200 West Street  
New York, NY 10282

Ladies and Gentlemen:

This Lock-Up Agreement is being delivered to you in connection with the proposed Underwriting Agreement (the "Underwriting Agreement") to be entered into by Norwegian Cruise Line Holdings Ltd., a Bermuda company ("Holdings"), each selling shareholder named therein (the "Selling Stockholders"), and you, with respect to the public offering (the "Offering") of ordinary shares, par value \$.001 per share, of Holdings (the "Ordinary Shares").

In order to induce you to enter into the Underwriting Agreement, the undersigned agrees that, for a period (the "Lock-Up Period") beginning on the date hereof and ending on, and including, the date that is 45 days after the date of the Underwriting Agreement, the undersigned will not, without the prior written consent of the Underwriter (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, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission (the "Commission") in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder (the "Exchange Act") with respect to, any Ordinary Shares, any other securities of Holdings 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 or subscribe for, the foregoing (collectively, the "Lock-Up Securities"), (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 Lock-Up Securities, 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), *provided*, that Genting Hong Kong Limited may publish and dispatch (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 Hong Kong Limited 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.

Notwithstanding the foregoing, the undersigned may transfer the undersigned's Lock-Up Securities (i) in connection with the disposition of any Lock-Up Securities acquired,

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after the completion of the Offering, by the undersigned in open market transactions, *provided* that no filing or public disclosure, reporting any sale, transfer or other disposition of Lock-Up Securities or any reduction in beneficial ownership of Ordinary Shares, shall be required under the Exchange Act, or shall be voluntarily made, during the Lock-Up Period in connection with any disposition pursuant to this clause (i), (ii) as a *bona fide* gift or gifts, *provided* that the donee or donees thereof agree to be bound in writing by the restrictions set forth herein, (iii) to any trust for the direct or indirect benefit of the undersigned or the immediate family of the undersigned, *provided* that the trustee of the trust agrees to be bound in writing by the restrictions set forth herein, and *provided further* that any such transfer shall not involve a disposition for value, (iv) with the prior written consent of the Underwriter, (v) by will or intestate succession, *provided* that the beneficiary thereof agrees to be bound in writing by the restrictions set forth herein, (vi) to a nominee or custodian of a person or entity to whom a disposition or transfer would be permitted hereunder, *provided* that such nominee or custodian agrees to be bound in writing by the restrictions set forth herein, (vii) in connection with the forfeiture to Holdings of Ordinary Shares to cover tax withholding obligations upon the vesting of options and other equity based compensation granted to the undersigned pursuant to any employee stock option plan existing upon or prior to the effectiveness of the Registration Statement (as defined in the Underwriting Agreement) ), (viii) as a transfer to Holdings in connection with the exercise of equity awards, in order to pay the exercise price thereof or the full or partial tax withholding obligations in connection therewith, (ix) to Holdings, pursuant to any right or obligation of Holdings to repurchase shares from the undersigned, or (x) if the undersigned is a corporation, partnership, limited liability company or similar entity, to the undersigned's direct or indirect affiliates (as defined in Rule 12b-2 of the Exchange Act), including, without limitation its direct and indirect stockholders, members and partners and its direct and indirect subsidiaries, or to any investment fund or other entity controlled or managed by, or under the common control or management with, the undersigned; *provided* that (1) such affiliate, partner, former partner, member, former member, subsidiary, investment fund or other entity controlled or managed by, or under the common control or management with, the undersigned agrees to be bound in writing by the restrictions set forth herein, (2) such transfers are not required to be reported in any public report or filing with the Commission, and (3) the undersigned does not otherwise voluntarily effect any public filing or report regarding such transfers. For purposes hereof, "immediate family" shall mean any relationship by blood, marriage or adoption, not more remote than first cousin. Notwithstanding anything herein to the contrary, the preceding paragraph shall not apply to the sale of Shares by any Selling Stockholder to the Underwriter pursuant to the Underwriting Agreement.

In addition, except as such as have already been exercised in connection with the Offering prior to the date hereof, the undersigned hereby waives, for the duration of the Lock-Up Period, any and all rights the undersigned may have to (x) require the filing of a registration statement with respect to the registration of Ordinary Shares (y) in connection with the Offering, require registration of Ordinary Shares, or (z) make any demand for, or exercise any right with respect to, any securities convertible into or exercisable or exchangeable for Ordinary Shares, or warrants or other rights to purchase or subscribe for Ordinary Shares or any such securities.

Notwithstanding anything to the contrary herein, the foregoing restrictions shall not apply to any transactions effected pursuant to a trading plan entered into by the undersigned that complies with Rule 10b5-1 under the Exchange Act for the sale or other disposition of

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Ordinary Shares, *provided* that such plan does not permit the transfer of any Ordinary Shares during the Lock-Up Period and entry into such plan does not require, under the Securities Act of 1933, as amended, or the Exchange Act, any filing (including, without limitation, any Form 144) to be made, and no such filing or other public disclosure of such plan is made, during the Lock-Up Period.

The undersigned hereby confirms that the undersigned has not, directly or indirectly, taken, and hereby covenants that the undersigned will not, directly or indirectly, take, any action designed, or which has constituted or will constitute or might reasonably be expected to cause or result in the stabilization or manipulation of the price of any security of Holdings to facilitate the sale or resale of Ordinary Shares.

The undersigned hereby authorizes Holdings and its transfer agent, during the Lock-Up Period, to decline a transfer of or to note stop transfer restrictions on the share register and other records relating to Ordinary Shares or other securities subject to this Lock-Up Agreement of which the undersigned is the record holder (to the extent any such transfer is in contravention of this Lock-Up Agreement); and, with respect to Ordinary Shares or other securities subject to this Lock-Up Agreement of which the undersigned is the beneficial owner but not the record holder, the undersigned hereby agrees to cause such record holder to authorize Holdings and its transfer agent, during the Lock-Up Period, to decline the transfer of or to note stop transfer restrictions on the share register and other records relating to such shares or other securities (to the extent any such transfer is in contravention of this Lock-Up Agreement).

If (i) the Selling Stockholders notify you in writing that they do not intend to proceed with the Offering, (ii) the registration statement filed with the Commission with respect to the Offering is withdrawn, (iii) for any reason the Underwriting Agreement shall be terminated prior to the “time of purchase” (as defined in the Underwriting Agreement) or (iv) the Underwriting Agreement has not been executed by the date that is thirty (30) days after the date hereof, this Lock-Up Agreement shall be terminated and the undersigned shall be released from its obligations hereunder.

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Yours very truly,

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Name: