



STAR CRUISES LIMITED

(Continued into Bermuda with limited liability)

(Stock Code: 678)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong, on Tuesday, 24 May 2005 at 3:00 p.m. (Hong Kong time) for the purpose of transacting the following business.

- to receive and adopt the audited financial statements for the year ended 31 December 2004 and the Directors' and Auditors' Reports thereon;
- to approve Directors' fees of US\$192,000 (in aggregate) for the year ended 31 December 2004;
- (A) to re-elect the following Directors:
Mr. David Colin Sinclair Veitch
Mr. Alan Howard Smith, J.P.; and
(B) to fix the maximum number of Directors at 12;

- to re-appoint Messrs PricewaterhouseCoopers as the Auditors and to authorize the Directors to fix the Auditors' remuneration;
- to consider, and if thought fit, pass the following resolutions as ordinary resolutions of the Company with or without amendments:
"THAT:

(A) the entering into by the Company of the letter agreement (the "Letter Agreement") with Mr. David Colin Sinclair Veitch ("Mr. Veitch") which amends Mr. Veitch's service contract with the Company (the "Service Contract") be and is hereby approved, ratified and confirmed; and

(B) the entering into by the Company, as well as the terms of, the Service Contract (as amended by the Letter Agreement) be and is hereby approved.";

- to consider, and if thought fit, pass the following resolutions as ordinary resolutions of the Company with or without amendments:
(A) "THAT:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

- a Rights Issue (as hereinafter defined);
- the exercise of any rights of subscription or conversion under the terms of any existing warrants, bonds, notes, debentures, and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
- an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement or rights to acquire shares of the Company; or
- an issue of shares pursuant to any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time.

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares or an offer of options, warrants or other securities of the Company giving rights to subscribe for shares, open for acceptance for a period fixed by the Directors of the Company to the holders of shares of the Company whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations, or the expense and delay in determining the extent of any restrictions or obligations, under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory or otherwise howsoever applicable to the Company);

- "THAT:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the shares may be listed or traded and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the Directors of the Company;

(c) the aggregate nominal amount of shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.";

- "THAT conditional upon the passing of Resolutions Nos. 6(A) and 6(B) set out in the notice convening this meeting, the general mandate granted under Resolution No. 6(A) be and is hereby extended by adding the aggregate nominal amount of shares repurchased by the Company pursuant to Resolution No. 6(B) to the aggregate nominal amount of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company under Resolution No. 6(A).";

- to consider, and if thought fit, pass the following resolution as a special resolution of the Company:
"THAT the Bye-laws of the Company be amended in the following manner:

(a) by deleting the existing definitions of "associates" and "Clearing House" in Bye-law 1(A) and substituting therefor the following new definitions:
"associates", in relation to any Director, shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);
"Clearing House" shall mean a recognised clearing house within the meaning of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

(b) by adding the following new definition in Bye-law 1(A) immediately after the definitions of "holding company" and "subsidiary" and immediately before the definition of "month":
"Hong Kong" shall mean the Hong Kong Special Administrative Region of the People's Republic of China;

(c) by adding the words "Subject to the applicable laws and the rules prescribed by the stock exchange in the Relevant Territory from time to time in force, at" and deleting the word "at" before the words "any general meeting" in the first line of Bye-law 70;

(d) by adding the following new Bye-law 76A after Bye-law 76:
"76A. Where any shareholder is, under the applicable laws or the rules prescribed by the stock exchange in the Relevant

Territory from time to time in force, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.";

- by deleting the existing Bye-law 98(H) in its entirety and substituting therefor the following new Bye-law 98(H):

"98.(H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have, to the knowledge of the Director, a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- the giving of any security or indemnity either:

- to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of the equity share capital of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;

- any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

- the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme involving the issue or grant of options over shares or other securities by the Company under which the Director or his associate(s) may benefit; or

- the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to a class of persons to which such scheme or fund relates; and

- any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.";

- by deleting the existing Bye-law 98(I) in its entirety and substituting therefor the following new Bye-law 98(I):

"98.(I) A company shall be deemed to be a company in which a Director together with any of his associates owns five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he together with his associates is (either directly or indirectly) the holder of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his associates as bare or custodian trustee and in which neither he nor his associates have any beneficial interest, any shares comprised in a trust in which the interest of the Director or his associates is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his associates is interested only as a unit holder.";

- by deleting the existing Bye-law 98(K) in its entirety and substituting therefor the following new Bye-law 98(K):

"98.(K) If any question shall arise at any meeting of the Board as to the materiality of the interest a Director (other than the Chairman) or any of his associates, or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned or any of his associates, as known to such Director, has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or any of his associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his associates, as known to him, has not been fairly disclosed to the Board.";

- by deleting the existing Bye-law 103 in its entirety and substituting therefor the following new Bye-law 103:

"103. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The minimum length of the period during which such notice(s) is to be given shall be at least seven days, commencing not earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending not later than seven days prior to the date of such general meeting."; and

- to transact any other ordinary business of the Company.

By order of the Board
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 29 April 2005

Notes:

- A shareholder entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- The form of proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
- If no name is inserted in the space for the name of your proxy on the form of proxy, the chairman of this meeting will act as your proxy.
- The form of proxy, together with any power of attorney or other authority under which the form of proxy is signed or a notarially certified copy of that power or authority, shall be deposited at the Corporate Headquarters of the Company at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR or the office of the Company's transfer agent in Singapore, M & C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906 not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should they so wish.
- With respect to Resolution No. 5, approval is being sought from the Independent Shareholders (i.e. shareholders who do not have any material interest in the Service Contract or the Letter Agreement) on the Letter Agreement and the Service Contract (as amended by the Letter Agreement), particulars of which are set out in a circular dated 29 April 2005 (the "Circular") to be despatched to the shareholders.
- With respect to Resolution No. 6(A), approval is being sought from shareholders for a general mandate to issue shares to be given to the Directors.
- With respect to Resolution No. 6(B), approval is being sought from shareholders for a general mandate to repurchase shares to be given to the Directors.
- With respect to Resolution No. 6(C), approval is being sought from shareholders for an extension of the general mandate to be granted to the Directors pursuant to Resolution No. 6(A) to allot shares by adding to it the number of shares repurchased by the Company under the authority granted to the Directors pursuant to Resolution No. 6(B).
- In accordance with the Listing Rules and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases, an explanatory statement setting out the terms and conditions upon which the powers to be granted under Resolution No. 6(B) will be exercised is contained in the Circular.
- With respect to Resolution No. 7, approval is being sought from shareholders for amendments to the Bye-laws of the Company.
- The Bye-laws of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of Resolution No. 7 above on amendments of the Bye-laws is purely a translation only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Tan Sri Lim Kok Thay, Mr. Chong Chee Tat, Mr. William Ng Ka Seng, Mr. David Colin Sinclair Veitch and three independent non-executive directors, namely Mr. Alan Howard Smith J.P., Mr. Tan Boon Seng and Mr. Lim Lay Leng.