



STAR CRUISES LIMITED

(Continued into Bermuda with limited liability)

(Stock Code: 678)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a Special General Meeting of the Company will be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 24 September 2007 at 4:30 p.m. for the purpose of considering, and if thought fit, passing the following resolution as an ordinary resolution of the Company with or without amendments:

ORDINARY RESOLUTION

“THAT:

- (a) the terms of the Subscription Agreement (as defined in the circular of the Company dated 7 September 2007 (the “**Circular**”)) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the terms of the Shareholders’ Agreement (as defined in the Circular) be and are hereby approved, ratified and confirmed;
- (c) the procedure for the exercise and non-exercise of the Right of First Offer (as defined in the Circular), the drag along right and/or tag along right under the Shareholders’ Agreement, in particular the obligation of the Company to sell its equity interest in NCL Corporation Ltd. should NCL Investment Ltd. exercise its drag along right pursuant to the terms of the Shareholders’ Agreement (as described in the Circular) be and is hereby approved;
- (d) the terms of the Reimbursement and Distribution Agreement (as defined in the Circular) and the transactions contemplated thereunder including but without limitation the deferred payments and distribution of the America Assets (as defined in the Circular) and the Aloha Assets (as defined in the Circular) by NCL Corporation Ltd., and any incremental equity contribution required to be made by the Company to fund any payments by NCL Corporation Ltd. pursuant to the Reimbursement and Distribution Agreement (as described in the Circular) be and are hereby approved, ratified and confirmed;
- (e) the Directors of the Company be and are hereby authorised to determine in their absolute discretion the continuation or termination of the NCLA Business (as defined in the Circular) and do all such acts and things which are in their absolute discretion considered to be necessary, appropriate, desirable or expedient to implement and give effect to such decision pursuant to the Reimbursement and Distribution Agreement;

- (f) the Company's entry into of the Subscription Agreement (a copy of which has been produced to this meeting marked "A" and signed by the chairman of the meeting for the purpose of identification), the Shareholders' Agreement (a copy of which has been produced to this meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) and the Reimbursement and Distribution Agreement (a copy of which has been produced to this meeting marked "C" and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved, ratified and confirmed; and
- (g) the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) which are in their absolute discretion considered to be necessary, appropriate, desirable or expedient to implement and give effect to the terms of the Subscription Agreement, the Shareholders' Agreement and the Reimbursement and Distribution Agreement and the transactions contemplated thereunder and all matters incidental thereto or in connection therewith and to agree to such variation, amendment and/or waiver of any of the matters relating thereto or in connection therewith."

By Order of the Board
Louisa Tam Suet Lin
Company Secretary

Hong Kong, 7 September 2007

Notes:

1. A shareholder entitled to attend and vote at the Special General 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.
2. 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 authorised.
3. Where there are joint registered holders of any share, any one of such persons may vote at the Special General 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 are present at the Special General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. 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.

5. If no name is inserted in the space for the name of your proxy on the form of proxy, the chairman of the Special General Meeting will act as your proxy.

6. 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, or at 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, or at STAR CRUISES LIMITED, c/o Genting Management & Consultancy Services Sdn Bhd, 23rd Floor Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Special General 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 Special General Meeting (or any adjourned meeting thereof) should they so wish.

As at the date of this announcement, the Board comprises four Executive Directors, namely Tan Sri Lim Kok Thay, Mr. Chong Chee Tut, Mr. William Ng Ko Seng and Mr. David Colin Sinclair Veitch, and three Independent Non-executive Directors, namely Mr. Alan Howard Smith, Mr. Tan Boon Seng and Mr. Lim Lay Leng.