



STAR CRUISES LIMITED

(Continued into Bermuda with limited liability)

(Stock Code: 678)

Form of Proxy

I/We _____

being a shareholder/shareholders of the Company hereby appoint *the CHAIRMAN OF THE MEETING or _____

as my/our proxy to attend and vote for me/us on my/our behalf at the Special General Meeting of the Company to be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 24 September 2007 at 4:30 p.m. (Hong Kong time) and at any adjournment thereof and to vote as indicated below. (* Delete if inapplicable)

Date: _____ Signed: _____

Full Name(s)
IN BLOCK CAPITAL _____

Address _____

Number of shares held _____

ORDINARY RESOLUTION	Proxy	
	FOR	AGAINST
The approval, ratification and confirmation of the terms of, and the Company's entry into of, the Subscription Agreement, the Shareholders' Agreement, the Reimbursement and Distribution Agreement and the transactions contemplated thereunder, the approval of the procedure for the exercise and non-exercise of the Right of First Offer, the drag along right and/or tag along right under the Shareholders' Agreement and the Company's obligation to sell its equity interest in NCL Corporation Ltd. pursuant to such procedure, and the authorisation for the Directors to determine in their absolute discretion the continuation or termination of the NCLA Business pursuant to the Reimbursement and Distribution Agreement and to do all such acts and things to implement and give effect to the terms of the Subscription Agreement, the Shareholders' Agreement, the Reimbursement and Distribution Agreement and the transactions contemplated thereunder.		

Please indicate with an "X" in the appropriate box provided above as to how you wish your vote to be casted on the resolution specified in the Notice of the Special General Meeting.

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 shareholders 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. Please insert the number of shares of US\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
6. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.
7. 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.