



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 Thirteenth Annual General Meeting of the Company to be held at Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR on Tuesday, 15 May 2007 at 10:30 a.m. (Hong Kong time) and at any adjournment thereof and to vote as indicated below. (* Delete if inapplicable)

Dated: _____

Signed: _____

Full Name(s) _____

IN BLOCK CAPITAL _____

Address _____

Number of shares held _____

RESOLUTIONS		Proxy	
		For	Against
ORDINARY RESOLUTIONS			
1.	Proposed adoption of the Audited Financial Statements for the year ended 31 December 2006 and the Directors' and Auditors' Reports thereon.		
2.	Proposed approval of Directors' fee of US\$206,000 (in aggregate) for the year ended 31 December 2006.		
3.	(A) Proposed re-election of Directors:		
	(i) Mr. Alan Howard Smith		
	(ii) Mr. Chong Chee Tut		
	(iii) Mr. David Colin Sinclair Veitch		
	(B) Proposed fixing of the maximum number of Directors at 12.		
4.	Proposed re-appointment of Messrs PricewaterhouseCoopers as the Auditors and authorization to the Directors to fix the Auditors' remuneration.		
5.	Proposed increase in authorised share capital of the Company.		
6.	(A) Proposed mandate to the Directors to issue new shares.		
	(B) Proposed mandate to the Directors to repurchase shares.		
	(C) Proposed extension of the mandate to issue shares under Resolution No. 6(A) by the number of shares repurchased under Resolution No. 6(B).		
SPECIAL RESOLUTION			
7.	Proposed amendments to the Bye-laws.		

Please indicate with an "X" in the appropriate box provided above how you wish your vote to be cast on the resolutions specified in the notice of meeting.

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.
- 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).
- 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.
- 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, 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 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 Meeting (or any adjourned meeting thereof) should they so wish.

