

STAR REEFERS INC.

REGISTERED OFFICE ADDRESS: P.O. BOX 309, SOUTH CHURCH STREET
GEORGE TOWN, GRAND CAYMAN KY1-1104, CAYMAN ISLANDS

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT 8:00 AM, MONDAY, 9 MAY 2011

To the Shareholders of STAR REEFERS INC.:

Please accept notice that the Annual General Meeting of Shareholders of STAR Reefers Inc. (the "Company") will be held at 8:00 AM local time on Monday, 9 May 2011, at the offices of Maples and Calder located at Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands. The purpose of the meeting will be to:

1. Approve the Company's financial statements for the financial year ended 31 December 2010;
2. Re-appoint Rothman Pantall LLP as the Company's Auditors for fiscal year 2011;
3. Grant authority to Board of Directors to fix the remuneration of the Company's Auditor for 2010;
4. Re-elect Michael Delouche as a Class I Director of the Company;
5. Elect Ole Jacob Diesen as a Class I Director of the Company;
6. Grant authority to Board of Directors to fix remuneration to the Company's Directors;
7. By way of a Special Resolution, pursuant to the terms of Article 16 of the Articles of Association of the Company, to approve the granting of a new general authorisation to the Board (or any committee thereof) to issue shares at any time forming part of the authorised but unissued share capital of the Company, warrants or convertible bonds in the Company in one or more tranches and from time to time and in exchange for cash, such general authorisation to be valid only for a period of two years from the date of passing of the Special Resolution and subject to the restriction that the total number of shares that the Board (or any committee thereof) may issue pursuant to such general authorisation shall not exceed that number of shares which equals 50% of shares in issue at the time of passing this Special Resolution;
8. Approve and ratify the actions of the Directors and Officers of the Company; and
9. Transact such other business as may be properly brought before the Meeting.

If you do not plan to attend the meeting, we request that the shareholder complete, date, sign and deliver the enclosed form of proxy to either of the following: (1) the offices of Star Reefers AS at Jernpefaret 12, 0788 Oslo, Norway, telefax no. +47 23 22 04 00 or (2) the Company's office at P.O. Box 10718, George Town, Grand Cayman KY1-1006, CAYMAN ISLANDS, telefax no. +1.345.946.3342, no less than 24 hours prior to the stated time of the Annual General Meeting.

At the date of mailing, the Company had 9,647,479 ordinary shares issued and outstanding and each ordinary share is entitled to one vote. If you are uncertain as to any aspect of this Notice, Proxy Statement and form of Proxy, you should consult the Company Secretary or your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

The Directors, whose names appear on page 1 of the Proxy Statement, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken reasonable care to ensure that such is the case), the information contained in this Notice and Proxy Statement is in accordance with the facts and does not omit anything likely to affect the import of such information.

11 April 2011

By order of the Board of Directors of
STAR Reefers Inc.