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STARLITE
STARLIGHT INTERNATIONAL HOLDINGS LIMITED
升岡國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 485)

**ANNOUNCEMENT PURSUANT TO RULE 3.8 OF
THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

This announcement is made pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement made by Starlight International Holdings Limited (the “**Company**”) on 2 January 2014 (the “**Announcement**”) in relation to, among others, a possible acquisition of an aggregate of 1,076,785,361 shares of the Company (the “**Sale Shares**”), representing approximately 53.9% of the issued share capital of the Company as at the date of this announcement and approximately 53% of the issued share capital of the Company assuming exercise in full of all outstanding options by all holders of options before completion of the sale and purchase of the Sale Shares, by the Purchaser from the Vendors. Capitalised terms used in this announcement have the same meaning as those defined in the Announcement unless expressly defined herein.

The Board announces that an aggregate of 200,000 new Shares was issued by the Company on 6 January 2014 upon exercise of 200,000 share options granted under the share option scheme of the Company adopted on 15 January 2008 (the “**Share Option Scheme**”) for an exercise price of HK\$0.100 per Share.

As a result, the total number of Shares in issue has been increased from 1,997,630,751 to 1,997,830,751 Shares and the number of outstanding share options to subscribe for Shares granted under the Share Option Scheme has reduced from 37,433,891 to 37,233,891. Save as aforesaid, the Company has no other outstanding securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

The associates of the Company (having the meaning ascribed thereto under the Takeovers Code, including persons holding 5% or more of a class of relevant securities of the Company) are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

* *for identification purposes only*

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Completion of the Proposed Transactions is subject to the satisfaction of the condition precedents described in the MOU and the Definitive Agreements and the negotiation and finalisation of the Definitive Agreements. There is no assurance the Proposed Transactions will materialise or eventually be consummated. Shareholders and investing public are urged to exercise caution when dealing in the Shares.

By Order of the Board
Starlight International Holdings Limited
LAU Sak Hong, Philip
Chairman

Hong Kong, 28 January 2014

As at the date of this announcement, the Board comprised Mr. Lau Sak Hong, Philip, Mr. Lau Sak Kai, Anthony, Mr. Lau Sak Yuk, Andy and Ms. Lau Chu Lan, Carol as executive directors, Mr. Peter Hon Sheung Tin as non-executive director and Mr. Chan Chak Chung, Mr. Chuck Winston Calptor and Mr. Tang Yee Man as independent non-executive directors.

The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.