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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)

**HOLDING ANNOUNCEMENT**

Reference is made to the announcement of Starlight International Holdings Limited (the “**Company**”) dated 2 January 2014 (the “**Announcement**”) in relation to, among others, a possible acquisition of an aggregate of 1,076,758,361 shares of the Company (the “**Sale Shares**”). Reference is also made to the announcement of the Company dated 30 January 2014 in respect of the suspension of trading in the shares of the Company on The Stock Exchange of Hong Kong Limited with effect from 9:00 a.m. on 4 February 2014 pending the release of an announcement of inside information relating to, among other things, a possible change in control of the Company pursuant to the Hong Kong Code on Takeovers and Mergers, proposed group restructuring and distribution in specie. Capitalised terms used in this announcement have the same meanings as those defined in the Announcement unless expressly defined herein.

The Board wishes to inform the public of the current status of the Proposed Transactions. On 30 January 2014, Mr. Lau Sak Hong, Philip, Philip Lau Holding Corporation, Wincard Management Services Limited, Mr. Lau Sak Kai, Anthony, Mr. Lau Sak Yuk, Andy, Mr. Lau Shek Yuen, Mr. Lau Sek Hoi, Jacky, Ms. Lau Chu Lan, Carol and Mr. Lau Sak Kong, Stanley (collectively, the “**Vendors**”) entered into a conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) with Achieve Prosper Capital Limited (the “**Purchaser**”), pursuant to which the Vendors have agreed to sell the Sale Shares, representing (a) approximately 53.9% of the issued share capital of the Company as at the date of this announcement and (b) approximately 52.9% of the issued share capital of the Company assuming exercise in full of all outstanding share options of the Company (the “**Share Options**”) by all holders of the Share Options before completion of the Sale and Purchase Agreement.

\* *for identification purpose only*

Completion of the Sale and Purchase Agreement is conditional upon the fulfillment of a number of conditions, including but not limited to, the independent Shareholders approving the distribution in specie. Upon completion of the Sale and Purchase Agreement, the Purchaser will be required to make an unconditional mandatory cash general offer for all the then issued Shares not already beneficially owned or agreed to be acquired by the Purchaser and parties acting in concert with it under Rule 26.1 of the Takeovers Code and an unconditional mandatory cash offer to cancel all the outstanding Share Options (the “**Listco Offers**”).

The Board further announces that on 30 January 2014, the Company and the Purchaser entered into a subscription agreement (the “**Subscription Agreement**”) pursuant to which the Company has agreed to issue, and the Purchaser has agreed to subscribe for, in cash, convertible bonds in the principal amount of HK\$75,000,000. Completion of the Subscription Agreement is subject to the fulfillment of a number of conditions, including but not limited to, the independent Shareholders approving the Subscription Agreement and the transactions contemplated thereunder and the closing of the Listco Offers.

**The Listco Offers are a possibility only. As the Listco Offers will only be made after completion of the Sale and Purchase Agreement and distribution in specie, which are subject to a number of conditions, the Listco Offers may or may not proceed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the securities of the Company.**

As at the date of this announcement, the Company is in the process of preparing a joint announcement in relation to, among other things, the aforesaid transactions pursuant to the Listing Rules and the Takeovers Code (the “**Joint Announcement**”). The Board considers that additional time is required for such purpose. The Joint Announcement will be published as and when appropriate.

As at the date of this announcement, the Company has 1,997,830,751 Shares in issue and 37,233,891 outstanding Share Options to subscribe for Shares granted under the share option scheme of the Company adopted on 15 January 2008. 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.

Trading in the Shares on the Stock Exchange will remain suspended pending the publication of the Joint Announcement.

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

Hong Kong, 5 February 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.*