

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction.*

**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 joint announcement made by Starlight International Holdings Limited (the “**Company**”), Achieve Prosper Capital Limited (the “**Offeror**”) and Fairy King Prawn Holdings Limited (“**Fairy King Prawn**”) on 21 March 2014 (the “**Joint Announcement**”) in relation to, among others, the Sale and Purchase Agreement, the Group Restructuring, the Share Premium Reduction, the Distribution In Specie, the CB Subscription, the Disposal, the Framework Purchase Agreement, the Listco Offers and the Privateco Offer. Capitalised terms used in this announcement have the same meaning as those defined in the Joint Announcement unless expressly defined herein.

The Board announces that an aggregate of 15,600,000 new Shares were allotted and issued by the Company on 27 March 2014 upon exercise of 15,600,000 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\$0.114 per Share.

As a result, the total number of Shares in issue has been increased from 1,997,830,751 to 2,013,430,751 Shares and the number of outstanding share options to subscribe for Shares granted under the Share Option Scheme has reduced from 37,233,891 to 21,633,891. 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.

\* *for identification purposes only*

The associates of the Company and Achieve Prosper Capital Limited (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.

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 of the Takeovers Code. 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.”*

**The Privateco Offer and the Listco Offers are a possibility only. As the Privateco Offer and the Listco Offers will only be made after completion of the Distribution In Specie and the Sale and Purchase Completion respectively, which are subject to a number of conditions, each of the Privateco Offer and the Listco Offers may or may not proceed. Shareholders, Optionholders and potential investors are therefore advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 1 April 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.*