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STARLITE

STARLIGHT

**ACHIEVE PROSPER
CAPITAL LIMITED**

達榮資本有限公司

*(Incorporated in Samoa with
limited liability)*

**INTERNATIONAL
HOLDINGS LIMITED**

升岡國際有限公司*

*(Incorporated in Bermuda with
limited liability)*

(Stock code: 485)

**FAIRY KING PRAWN
HOLDINGS LIMITED**

靚蝦王控股有限公司

*(Incorporated in the BVI with
limited liability)*

EXTENSION OF SALE AND PURCHASE LONG STOP DATE AND DELAY IN DESPATCH OF LISTCO OFFER DOCUMENT AND PRIVATECO OFFER DOCUMENT

The Board has been informed by the Vendors that the Vendors and the Purchaser entered into the Second Supplemental Sale and Purchase Agreement on 19 May 2014 to extend the Sale and Purchase Long Stop Date to 30 June 2014 (or such later date as parties thereto may agree).

As the making of the Listco Offers is subject to the Sale and Purchase Completion and the making of the Privateco Offer is subject to the completion of the Distribution In Specie, both of which are in turn subject to Independent Shareholders' approval at the SGM, an application has been made by the Offeror to the Executive for an extension of time to despatch the Listco Offer Document to within seven days of the Sale and Purchase Completion and an application has been made by Fairy King Prawn to the Executive for an extension of time to despatch the Privateco Offer Document to within seven days of the completion of the Distribution In Specie.

WARNING: 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

* for identification purpose only

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.

References are made to (i) the joint announcement issued by the Offeror, Fairy King Prawn and the Company dated 21 March 2014 in relation to, among other things, 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; and (ii) the circular to be issued by the Company dated 24 May 2014 containing, among other things, details of the Sale and Purchase Agreement, the Group Restructuring, the Share Premium Reduction, the Distribution In Specie, the CB Subscription Agreement, the Disposal, the Framework Purchase Agreement and financial information on each of the Group, the Scheme Group and the SIH Group, pro forma financial information of the Remaining Group and the Privateco Group, the letter of recommendation from the Independent Board Committee and the letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders regarding the Share Premium Reduction, the Distribution In Specie, the CB Subscription Agreement, the Framework Purchase Agreement and the respective transactions contemplated thereunder (the “**Circular**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

EXTENSION OF SALE AND PURCHASE LONG STOP DATE

Pursuant to the Sale and Purchase Agreement (as supplemented by a supplemental agreement dated 21 March 2014), all the conditions precedent of the Sale and Purchase Agreement shall be satisfied on or before 31 May 2014 (or such other date as agreed by the Vendors and the Purchaser in writing (the “**Sale and Purchase Long Stop Date**”). As additional time is required by the Company to finalise certain information to be included in the Circular, on 19 May 2014, the Vendors and the Purchaser entered into the Second Supplemental Sale and Purchase Agreement (the “**Second Supplemental Sale and Purchase Agreement**”) to extend the Sale and Purchase Long Stop Date to 30 June 2014 (or such later date as parties thereto may agree).

Save for the above, all other terms and conditions of the Sale and Purchase Agreement (as supplemented by a supplemental agreement dated 21 March 2014) shall remain unchanged.

DELAY IN DESPATCH OF LISTCO OFFER DOCUMENT AND PRIVATECO OFFER DOCUMENT

Pursuant to the letter from the Executive on 27 March 2014, the Executive granted consent to extend the latest time for the despatch of the Privateco Offer Document to within seven days of the completion of the Distribution In Specie or 31 May 2014, whichever is earlier.

Pursuant to the letter from the Executive on 1 April 2014, the Executive granted consent to extend the latest time for the despatch of the Listco Offer Document to within seven days of the Sale and Purchase Completion or 31 May 2014, whichever is earlier.

These consents were given under Rule 8.2 of the Takeovers Code.

As the making of the Listco Offers is subject to the Sale and Purchase Completion and the making of the Privateco Offer is subject to the completion of the Distribution In Specie, both of which are in turn subject to Independent Shareholders' approval at the SGM, an application has been made by the Offeror to the Executive for an extension of time to despatch the Listco Offer Document to within seven days of the Sale and Purchase Completion and an application has been made by Fairy King Prawn to the Executive for an extension of time to despatch the Privateco Offer Document to within seven days of the completion of the Distribution In Specie. The Executive is minded to grant consent to the extension to despatch the Listco Offer Document and the Privateco Offer Document to not later than seven days of the Sale and Purchase Completion and the completion of the Distribution In Specie respectively or 30 June 2014, whichever is earlier.

WARNING: 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 of
**ACHIEVE PROSPER
CAPITAL LIMITED**
WANG Xing Qiao
Director

By Order of the Board
**STARLIGHT
INTERNATIONAL
HOLDINGS LIMITED**
LAU Sak Hong, Philip
Chairman

By Order of the board of
**FAIRY KING PRAWN
HOLDINGS LIMITED**
LAU Sak Hong, Philip
Director

Hong Kong, 23 May 2014

As at the date of this joint 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 jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Hong Kong Shihua, Liaoning Shihua Property, Fairy King Prawn, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of their

knowledge, opinions expressed in this joint announcement (other than the information relating to the Offeror, Hong Kong Shihua, Liaoning Shihua Property, Fairy King Prawn, their respective associates and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, (i) the sole director of the Offeror is Mr. Wang Xing Qiao; (ii) the sole director of Hong Kong Shihua is Mr. Wang Jing; and (iii) the sole director of Liaoning Shihua Property is Mr. Wang Jing.

The director of the Offeror, the director of Hong Kong Shihua and the director of Liaoning Shihua Property jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendors, the Privateco, Fairy King Prawn, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the information relating to the Group, the Vendors, the Privateco, Fairy King Prawn, their respective associates and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the director(s) of Fairy King Prawn are Mr. Lau Sak Hong, Philip, Mr. Lau Yat Sun, Kevin and Ms. Lau Jun Jun.

The directors of Fairy King Prawn jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Offeror, Hong Kong Shihua, Liaoning Shihua Property, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than the information relating to the Group, the Offeror, Hong Kong Shihua, Liaoning Shihua Property, their respective associates and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this announcement shall prevail over its Chinese text.