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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**”).

References are made to (i) the joint announcement made by the Company, the Offeror and Fairy King Prawn on 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 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 and the Framework Purchase Agreement, financial information on each of the Group, the Scheme Subsidiaries 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.

The Board announces that an aggregate of 20,377,734 new Shares were allotted and issued by the Company on 3 June 2014 upon exercise of 20,377,734 Share Options granted under the share option scheme of the Company adopted on 15 January 2008 (the “**Share Option Scheme**”) at exercise prices between HK\$0.1000 and HK\$0.2053 per Share, including 5,000,000 Share Options at an exercise

* *for identification purposes only*

price of HK\$0.1880 per Share held by Mr. Lau Sek Hoi, Jacky which he has undertaken in the Sale and Purchase Agreement that he would exercise prior to the Sale and Purchase Completion. Details of the Share Options exercised are set out as follows:

Number of Share Options	Exercise price per Share (HK\$)
177,734	0.2053
5,000,000	0.1880
300,000	0.1880
1,600,000	0.1320
2,000,000	0.1230
800,000	0.1200
1,500,000	0.1150
9,000,000	0.1000
Total: 20,377,734	

As a result, the total number of Shares in issue has increased from 2,013,430,751 Shares to 2,033,808,485 Shares and the number of outstanding Share Options to subscribe for Shares granted under the Share Option Scheme has reduced from 21,633,891 to 1,256,157. 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 and the Offeror (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, 4 June 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.