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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)

REVISED TIMETABLE IN RELATION TO:-

- (1) EXPECTED COMPLETION OF THE GROUP RESTRUCTURING;**
- (2) EXPECTED COMPLETION OF THE SHARE PREMIUM REDUCTION;**
- (3) EXPECTED COMPLETION OF THE DISTRIBUTION IN SPECIE;**
- (4) SALE AND PURCHASE COMPLETION;**
- (5) RECORD DATE; AND**
- (6) BOOK CLOSURE PERIOD**

Reference is made to (i) the circular issued by Starlight International Holdings Limited (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 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**”); and (ii) the announcement (the “**Adjourned SGM Announcement**”) issued by the Company dated 16 June 2014 in relation to adjournment of special general meeting of the Company (the “**Adjourned SGM**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

REVISED TIMETABLE

As set out in the Adjourned SGM Announcement, among other matters, the expected timetable for the expected completion of the Group Restructuring, the Share Premium Reduction, the Distribution In Specie and the Sale and Purchase Completion contained in the Circular will be revised.

In anticipation of the Adjourned SGM to be held at 3:00 p.m. on Thursday, 19 June 2014, the expected timetable as set out in the Circular has been revised as follows:

* *for identification purposes only*

Event	Time & Date
Time and date of the Adjourned SGM	3:00 p.m. on Thursday, 19 June 2014
Publication of an announcement regarding the poll results of the Adjourned SGM	Thursday, 19 June 2014
Expected completion of the Group Restructuring	Friday, 20 June 2014
If the approvals sought at the Adjourned SGM are obtained:	
Expected completion of the Share Premium Reduction	Friday, 20 June 2014
Last day of dealings in the Shares cum-entitlement to the Distribution In Specie	Friday, 20 June 2014
First day of dealings in the Shares ex-entitlement to the Distribution In Specie	Monday, 23 June 2014
Latest date and time for lodging transfers of Shares to qualify for entitlement to the Distribution In Specie . . .	4:30 p.m. on Tuesday, 24 June 2014
Book closure period	Wednesday, 25 June 2014 to Thursday, 26 June 2014
Record Date	Thursday, 26 June 2014
Expected completion of the Distribution In Specie	Thursday, 26 June 2014
Expected Sale and Purchase Completion Date (<i>note 1</i>)	2:00 p.m. on Thursday, 26 June 2014

Note 1: Pursuant to the terms of the Sale and Purchase Agreement, the Sale and Purchase Completion shall take place on the fifth Business Day after the conditions precedent under the Sale and Purchase Agreement have been fulfilled or (as the case may be) waived by the Purchaser on or before the Sale and Purchase Long Stop Date.

Note 2: A detailed timetable for the Listco Offers and the Privateco Offer will be included in the Listco Offer Document and the Privateco Offer Document respectively. Pursuant to the letter from the Executive on 26 May 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 30 June 2014, whichever is earlier. Pursuant to the letter from the Executive on 26 May 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 30 June 2014, whichever is earlier.

Note 3: Dates and deadlines stated in this announcement for events in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable will be announced as appropriate. All times and dates refer to Hong Kong local time.

CHANGE OF BOOK CLOSURE DATE AND THE RECORD DATE

The Shareholders and the public should note that as a result of the change in the timetable, the Record Date to determine the entitlements to the Distribution In Specie has been changed to Thursday, 26 June 2014 and the register of members of the Company will be closed from Wednesday, 25 June 2014 to Thursday, 26 June 2014, both dates inclusive. No transfer of Shares will be registered during such period.

Further announcement(s) will be made in relation to those events which are scheduled to take place after the Adjourned SGM as and when appropriate in accordance with applicable regulatory requirements.

WARNING: THE DISTRIBUTION IN SPECIE IS SUBJECT TO, AMONG OTHER THINGS, INDEPENDENT SHAREHOLDERS' APPROVAL AT THE ADJOURNED SGM. AS SUCH, THE DISTRIBUTION IN SPECIE MAY OR MAY NOT PROCEED AND IS A POSSIBILITY ONLY.

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, 17 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.