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STARLITE

**ACHIEVE PROSPER
CAPITAL LIMITED**
達榮資本有限公司
*(Incorporated in Samoa with
limited liability)*

**STARLIGHT
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)*

COMPLETION OF THE DISTRIBUTION IN SPECIE AND SALE AND PURCHASE COMPLETION

On 26 June 2014, completion of the Distribution In Specie and the Sale and Purchase Completion took place.

GF Securities will, on behalf of Fairy King Prawn and in compliance with the Takeovers Code, make the Privateco Offer to acquire all the New Privateco Shares (other than those already owned or agreed to be acquired by Fairy King Prawn and parties acting in concert with it) at the Privateco Offer Price.

Kingston Securities will, on behalf of the Offeror and in compliance with the Takeovers Code, make the Listco Offers to (i) acquire all the Offer Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) at the Share Offer Price; and (ii) cancel all the outstanding Share Options at the Option Offer Price.

The Privateco Offer Document will be despatched to the Privateco Shareholders not later than seven days of completion of the Distribution In Specie. The Listco Offer Document will be despatched to the Shareholders and the Optionholders not later than seven days of the Sale and Purchase Completion. Further announcements in relation to the despatch of the Privateco Offer Document and the Listco Offer Document respectively will be made as and when appropriate.

* for identification purposes only

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 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.

COMPLETION OF THE DISTRIBUTION IN SPECIE

On 26 June 2014, completion of the Distribution In Specie took place. Pursuant to the Distribution In Specie, 2,033,808,485 New Privateco Shares were distributed to the Shareholders whose names appeared on the register of members of the Company on 26 June 2014, being the Record Date. After completion of the Distribution In Specie, the Privateco Group no longer forms part of the Group.

Immediately after completion of the Distribution In Specie, Fairy King Prawn and parties acting in concert with it own, control or have directions over 1,290,385,709 New Privateco Shares, representing approximately 63.4% of the issued share capital of the Privateco. GF Securities will, on behalf of Fairy King Prawn and in compliance with the Takeovers Code, make the Privateco Offer to acquire all the New Privateco Shares (other than those already owned or agreed to be acquired by Fairy King Prawn and parties acting in concert with it) at the Privateco Offer Price.

Unless requested by way of written request to the board of directors of the Privateco by a Privateco Shareholder, no share certificate will be issued in respect of the New Privateco Shares upon completion of the Distribution In Specie and before completion of the Privateco Offer. No application will be made for the listing of, and permission to deal in, the New Privateco Shares on the Stock Exchange or any other stock exchange.

SALE AND PURCHASE COMPLETION

Immediately after completion of the Distribution In Specie which took place on 26 June 2014, the Sale and Purchase Completion took place on the same day. Pursuant to the terms of the Sale and Purchase Agreement (as amended and supplemented by a supplemental agreement dated 21 March 2014 and the Second Supplemental Agreement), a total of 1,076,758,361 Sale Shares were transferred by the Vendors to the Offeror at the consideration of HK\$0.1720 per Sale Share and an aggregate consideration of HK\$185,202,438.09.

Immediately upon the Sale and Purchase Completion, the Offeror and parties acting in concert with it became interested in 1,076,758,361 Shares, representing approximately 52.94% of the issued share capital of the Company. Accordingly, the Offeror is required to make the Share Offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code. Pursuant to Rule 13.5 of the Takeovers Code, the Option Offer would also be made to cancel all the outstanding Share Options.

Kingston Securities will, on behalf of the Offeror and in compliance with the Takeovers Code, make the Listco Offers to (i) acquire all the Offer Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) at the Share Offer Price; and (ii) cancel all the outstanding Share Options at the Option Offer Price.

Shareholders should note that immediately after the Sale and Purchase Completion, the Company has approximately 46.92% of its issued Shares in the hands of the public. The Offeror intends to maintain the listing status of the Company and the Offeror and the Company irrevocably undertake that they will be responsible for maintaining the 25% public float requirement after the closing of the Listco Offers.

The Stock Exchange has stated that if, upon closing of the Listco Offers, less than the minimum prescribed percentage applicable to the Company, being 25%, of the Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares.

DESPATCH OF THE PRIVATECO OFFER DOCUMENT AND THE LISTCO OFFER DOCUMENT

The Privateco Offer Document will be despatched to the Privateco Shareholders not later than seven days of completion of the Distribution In Specie. The Listco Offer Document will be despatched to the Shareholders and the Optionholders not later than seven days of the Sale and Purchase Completion. Further announcements in relation to the despatch of the Privateco Offer Document and the Listco Offer Document respectively will be made as and when appropriate.

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, 26 June 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 directors 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 joint announcement shall prevail over its Chinese text.