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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)

ENTERING INTO OF FRAMEWORK PURCHASE AGREEMENT

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; (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**”); and (iii) the adjourned SGM held on 19 June 2014 and the announcement issued by the Company on 19 June 2014 in relation to the poll results of the adjourned SGM whereby the resolution approving the Framework Purchase Agreement was duly passed by the Independent Shareholders. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that on 30 June 2014 (after trading hours), the Privateco and Treasure Green Holdings Limited, a subsidiary of the Company, entered into the Framework Purchase Agreement whereby the Privateco Group will sell and the Remaining Group will purchase certain electronic products in accordance with the terms of the Framework Purchase Agreement.

* *for identification purposes only*

The Framework Purchase Agreement constitutes a special deal under the Takeovers Code and is conditional upon, among other things, obtaining the prior consent of the Executive under Rule 25 of the Takeovers Code. The Executive has given its consent to the special deal on 12 June 2014. Details of the transactions contemplated under the Framework Purchase Agreement are set out in the Circular.

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

Hong Kong, 30 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 English text of this announcement shall prevail over its Chinese text.