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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an special general meeting (the “SGM”) of Starlight International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 23 June 2010 at 5th Floor, Shing Dao Industrial Building, 232 Aberdeen Main Road Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. **“THAT**, conditional upon (i) the Listing Committee of The Stock Exchange and Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below); and (ii) the compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from 5:00 p.m. on the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):
 - (a) the reduction of issued share capital whereby the par value of each issued Share will be reduced from HK\$0.40 to HK\$0.10 by cancelling HK\$0.30 of the paid-up capital on each issued Share (“**Capital Reduction**”);
 - (b) the subdivision of each authorised but unissued Share of HK\$0.40 each into four (4) shares of HK\$0.10 each (the “**Adjusted Shares**”) (“**Share Subdivision**”);
 - (c) the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company (together with the Capital Reduction and the Share Subdivision, the “**Capital Reorganisation**”); and

* *for identification purpose only*

- (d) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to any of the foregoing or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder.”

ORDINARY RESOLUTION

2. “THAT

- (a) subject to the passing of the resolution 1 and conditional upon fulfilment of the conditions of the Underwriting Agreement (as defined below), the Open Offer (as defined below) and the transaction contemplated thereunder be and are hereby approved:

For the purpose of this resolutions, “**Open Offer**” means the proposed issue by way of open offer of not less than 628,071,062 Offer Shares and not more than 642,675,862 Offer Shares at the subscription price of HK\$0.12 per Offer Share, (each a “**Share**”) of HK\$0.10 each in the share capital of the Company (the “**Offer Shares**”) at a subscription price of HK\$0.12 per Offer Share to the qualifying shareholders (“**Qualifying Shareholders**”) of the Company whose names appear on the date by reference to which entitlement under the Open Offer will be determined (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of four (4) Offer Shares for every five (5) Adjusted Shares subject to the fulfilment or waiver of the conditions and terms set out in the underwriting agreement dated 7 May 2010 (the “**Underwriting Agreement**”, including, if any, all supplemental agreements or deeds relating thereto) entered into among, the Company, Mr. Lau Sak Hong, Philip (“**Mr. Philip Lau**”), Mr. Chu Tai On (“**Underwriter A**”), Mr. Yu Kam Ching, Peter (“**Underwriter B**”), Mr. Cho, Stephen Wing Cheung (“**Underwriter C**”), Mr. Fan Shi Hoo (“**Underwriter D**”), Mr. Ng Kam Ching (“**Underwriter E**”, together with Underwriter A, Underwriter B, Underwriter C and Underwriter D, the “**Underwriters**”), (a copy of the Underwriting Agreement having been produced to the meeting marked “A” and initialled by the chairman of the SGM for the purpose of identification).”

- (b) the Directors be and are hereby authorized to allot and issue the Offer Shares pursuant to the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Excluded Shareholders as they may deem necessary, desirable or expedient to having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong;

- (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified;
- (d) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and
- (e) any Directors be and are hereby authorized to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders.”.

By the order of the Board
Starlight International Holdings Limited
Lau Sak Hong, Philip
Chairman

Hong Kong, 31 May 2010

Registered Office:
Cannon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:
5th Floor
Shing Dao Industrial Building
232 Aberdeen Main Road
Hong Kong

Notes:

1. A member of the Company (“**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. Where there are joint registered holders of any shares of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the SGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors of the Company comprised Mr. LAU Sak Hong, Philip, Mr. LAU Sak Kai, Anthony and Mr. LAU Sak Yuk, Andy as executive directors; Mr. Peter HON Sheung Tin as non-executive director and Mr. HO Hau Chong, Norman, Mr. CHAN Chak Chung and Mr. Winston Calptor CHUCK as independent non-executive directors.