

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO THE REGISTRAR

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR USE BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON 14 JULY 2010.

本申請表格(申請表格)具有價值,但不可轉讓,並僅供下列之合資格股東使用。二零一零年七月十四日下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格有任何疑問,應諮詢閣下之持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。

Deals in the Shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS"), and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可透過中央結算及交收系統(「中央結算系統」)進行交收,閣下應諮詢閣下之持牌證券商、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情,以及該等安排對閣下享有之權利及權益所構成之影響。

A copy of this Application Form, together with a copy of the prospectus of Starlight International Holdings Limited (the "Company") dated 29 June 2010 (the "Prospectus"), together with documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and filed with the Registrar of Companies in Bermuda. The Registrar of Companies in Bermuda and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格之印本連同升岡國際有限公司(「本公司」)於二零一零年六月二十九日刊發之發售章程(「發售章程」)連同發售章程附錄三「送呈公司註冊處之文件」一段所指定之文件之印本,已依據香港法例第32章公司條例第342C條之規定送呈香港公司註冊處登記及於百慕達公司註冊處備案。百慕達公司註冊處及香港公司註冊處對此任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘若發售股份獲批准在聯交所上市及買賣,發售股份將獲香港結算接納為合資格證券,自發售股份在聯交所開始買賣日期或香港結算可能指定之其他日期起,可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。所有中央結算系統之活動均依據其生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

It should be noted that the Shares have been dealt in on an ex-entitlement basis since 14 June 2010. Dealings in such Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in such Shares up to date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 16 July 2010, will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed). Any Shareholder or other person contemplating selling or purchasing Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

請注意,股份由二零一零年六月十四日起按除權基準買賣,該等股份將會在規限公銷協議之條件尚未達致時進行買賣。任何股東或其他人士凡於截至規限公開發售之所有條件達致當日前(預期為二零一零年七月十六日買賣該等股份),均須因而承擔公開發售未能成為無條件或未能進行之風險。於此段期間有意買賣股份之任何股東或其他人士如對其狀況有任何疑問,務請諮詢其本身之專業顧問。

Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外,本表格所用詞彙與發售章程所界定者具相同涵義。

除文義另有所指外,本表格所用詞彙與發售章程所界定者具相同涵義。

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

升岡國際有限公司*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 485)

(股份代號: 485)

Branch share registrar and transfer office in Hong Kong:
Tricor Secretaries Limited
26/F Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處:
卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

OPEN OFFER OF 628,071,062 OFFER SHARES

AT HK\$0.12 PER OFFER SHARE PAYABLE IN FULL ON ACCEPTANCE ON THE BASIS OF FOUR OFFER SHARES FOR EVERY FIVE SHARES HELD ON THE RECORD DATE

按於記錄日期所持每五股股份獲發售四股發售股份之基準 以每股發售股份0.12港元(須於接納時繳足) 公開發售628,071,062股發售股份

APPLICATION FORM

申請表格

<p>Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址</p> <div style="border: 1px solid black; height: 100px; width: 100%;"></div>	<p>Number of Shares registered in your name on 23 June 2010 於二零一零年六月二十三日以下閣下名義登記之股份數目</p> <div style="border: 1px solid black; height: 100px; width: 100%;"></div>
<p>Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.12) 認購申請僅可由上述已登記之合資格股東作出。請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.12港元計算)</p>	<p>Number of Offer Shares offered to you subject to payment in full on acceptance by not later than 4:00 p.m. on 14 July 2010 閣下獲要約認購之發售股份數目,須不遲於二零一零年七月十四日下午四時正前接納時繳足股款</p>
<p>Amount payable when applied in full 全數申請認購時應繳款項</p>	<p>Number of Offer Shares applied for 申請認購之發售股份數目</p>
<p>Box A 甲欄</p>	<p>Box B 乙欄</p>
<p>Box C 丙欄</p>	<p>Box D 丁欄</p>

You are entitled to apply for any number of Offer Shares which is equal to or less than your assumed allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assumed allotment of four Offer Shares for every five Shares held on 23 June 2010.

閣下有權根據本申請表格申請認購相等或少於上述之數額。閣下應根據發售章程之規定,在發售章程所規定的限期下,上述要約乃向名列本公司股東名冊而屬合資格股東之人士作出。當於二零一零年六月二十三日所持每五股股份獲發售四股發售股份。

Completion and return of this Application Form by (i) any person outside Hong Kong; or (ii) any person who is a resident or national of any territory outside Hong Kong will constitute a warranty and representation to the Company by such person that all registration, legal or regulatory requirements or any other special formalities of the relevant jurisdiction, if any, in connection with such application have been or will be complied with.

閣下完成及交回本申請表格或交回本申請表格,不論在何處,均構成對本公司之保證及聲明,即閣下保證閣下已遵守或將遵守有關管轄司法管轄區之所有註冊、法律或監管規定或任何其他特別程序或手續,且將遵守有關管轄司法管轄區之所有註冊、法律或監管規定或任何其他特別程序或手續。

Completion and return of this Application Form by (i) any person outside Hong Kong; or (ii) any person who is a resident or national of any territory outside Hong Kong will constitute a warranty and representation to the Company by such person that all registration, legal or regulatory requirements or any other special formalities of the relevant jurisdiction, if any, in connection with such application have been or will be complied with.

閣下完成及交回本申請表格或交回本申請表格,不論在何處,均構成對本公司之保證及聲明,即閣下保證閣下已遵守或將遵守有關管轄司法管轄區之所有註冊、法律或監管規定或任何其他特別程序或手續,且將遵守有關管轄司法管轄區之所有註冊、法律或監管規定或任何其他特別程序或手續。

* for identification purpose only
* 僅供識別



STARLIGHT INTERNATIONAL HOLDINGS LIMITED

升岡國際有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 485)

CONDITIONS

1. No Excluded Overseas Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion and return of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Secretaries Limited or some person(s) nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares which they have applied for subject to the Memorandum of Association and Bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheque(s) and cashier's order(s) is/are dishonoured upon first presentation is/are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the application procedures set out herein.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.12). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on 14 July 2010. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier's orders must be issued by a bank in Hong Kong, made payable to "Starlight International Holdings Limited – Open Offer Account" for Offer Shares under assured allotment. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by 4:00 p.m. on 14 July 2010, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

FORCE MAJEURE

If at any time, prior to the Latest Time for Termination:

- (1) in the reasonable discretion of Underwriter A (on behalf of the Underwriters), the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of Underwriter A (on behalf of the Underwriters) materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of Underwriter A (on behalf of the Underwriters) materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of Underwriter A (on behalf of the Underwriters) is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of Underwriter A (on behalf of the Underwriters) will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Prospectus, the prospectus or the prospectus documents or other announcements or circulars in connection with the Open Offer.

Underwriter A (on behalf of the Underwriters) shall at his sole and absolute discretion be entitled by notice in writing to the Company, served prior to the Latest Time for Termination to terminate the Underwriting Agreement.

If the Underwriters terminates the Underwriting Agreement, the Open Offer will not proceed.

It should be noted that the Shares have been dealt in on an ex-entitlement basis since 14 June 2010. Dealings in such Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in such Shares up to date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 16 July 2010, will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed). Any Shareholder or other person contemplating selling or purchasing Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

Investors may wish to obtain professional advice regarding the dealings in Shares during such period.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the Application Form together with a cheque and/or a cashier's order in payment for the Offer Shares accepted will constitute a warranty by the subscriber that the cheque and/or cashier's order will be honored on first presentation. Any Application Form in respect of which the accompanying cheque or cashier's order is dishonored on first presentation is liable to be rejected, and in that event the Offer Shares offered to the Qualifying Shareholders and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR OFFER SHARES

It is expected that certificates for fully-paid Offer Shares will be posted by ordinary post to subscribers who have been allotted the relevant Offer Shares at their own risk by 21 July 2010. You will receive one share certificate for all the Offer Share(s) allotted to you.

GENERAL

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

This Application Form and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, the laws of Hong Kong.

* for identification purpose only

STARLITE

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

升岡國際有限公司*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 485)

(股份代號: 485)

To: Starlight International Holdings Limited

致: 升岡國際有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.12 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 29 June 2010 and subject to the Memorandum of Association and Bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.12港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此依照日期為二零一零年六月二十九日之發售章程所載之條款及條件，以及貴公司之公司章程大綱及細則所載各項規定，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或任何少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊，作為有關數目或數目較少之發售股份之持有人，並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等自行承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert
contact telephone
number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2010

日期: 二零一零年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下資料:

Number of Offer Shares applied for (being the total specified in Box D, failing which, the total specified in Box B) 申請認購發售股份數目(丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D or, failing which the total specified in Box C) 股款總額(丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier's order is drawn 支票/銀行本票之付款銀行名稱	Cheque/Banker's cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier's orders should be crossed "ACCOUNT PAYEE ONLY" and made payable to "Starlight International Holdings Limited — Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線並以「Starlight International Holdings Limited — Open Offer Account」為抬頭人開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收到款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。