

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.

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。

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.

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.

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)

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

Registered office:
註冊辦事處：
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

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

Head office and principal place of business in Hong Kong:
5th Floor
Shing Dao Industrial Building
232 Aberdeen Main Road
Hong Kong

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

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

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

Main application form structure with four boxes: Box A (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), Box B (Amount payable when applied in full), Box C (HKS 港元), Box D (Number of Offer Shares applied for).

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.

閣下有資格就本申請表格所申購之股份數目，不少於或少於上述之數目，而在本申請表格中填妥下列資料。閣下應根據本申請表格所填妥之資料，填妥下列資料。閣下應根據本申請表格所填妥之資料，填妥下列資料。

* for identification purpose only * 僅供識別



STARLIGHT INTERNATIONAL HOLDINGS LIMITED

升岡國際有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：485)

條件

1. 除外海外股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由彼等自行承擔。
3. 填妥及交回本申請表格將構成申請人指示及授權本公司及／或卓佳秘書商務有限公司或彼等提名之其他人士代表認購人辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必需或合宜之所有其他事宜以根據發售章程所述安排，將認購人所申請認購之數目或較少數目之發售股份登記在認購人名下。
4. 發售股份之認購人承諾簽署所有文件並採取一切其他必要行動以讓認購人登記成為所申請認購之發售股份之持有人，惟須符合本公司之公司組織章程大綱及公司細則之規定。
5. 本公司收到認購款項後將隨即將之過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票及銀行本票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留酌情權接受或拒絕任何未符合本表格所載申請手續之發售股份認購申請。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於申請表格乙欄所列 閣下獲保證配發之發售股份數目。

欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.12港元計算)。倘所收到之相應認購款項少於所填上之發售股份數目之所需股款，則認購人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並於二零一零年七月十四日下午四時正或之前交回本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元款項。支票必須以香港銀行戶口開出，而銀行本票則須由香港銀行發出，並以「Starlight International Holdings Limited – Open Offer Account」為抬頭人認購保證配額之發售股份並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一零年七月十四日下午四時正或之前收到，否則 閣下申請認購發售股份之權利以及一切有關權益將視作被拒絕而予以註銷。

不可抗力事件

倘於終止截止時間前任何時間：

(1) 包銷商甲(代表包銷商)合理酌情認為公開發售之成功將因以下事件而受到重大不利影響：

- (a) 引入任何新法例或規例或更改任何現行法例或規例(或其司法詮釋)或發生任何性質事件而包銷商甲(代表包銷商)合理認為或會對本集團之整體業務或財務或營業狀況或前景或公開發售本身造成重大不利影響；或
- (b) 本地、國家或國際發生任何政治、軍事、金融、經濟或其他性質(不論是否與任何上述事件類似)之事件或變動(不論是否與該日之前及／或之後發生或持續之連串事件或變動有關)，或發生任何本地、全國性或國際性暴動或敵意升級或武裝衝突或影響本地證券市場之事件而包銷商甲(代表包銷商)合理認為或會對本集團之整體業務或財務或營業狀況或前景或公開發售之成功造成重大不利影響，又或使得進行公開發售變成不宜或不智；或

(2) 市況出現任何不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場有變，或證券買賣被暫停或大受限制)而包銷商甲(代表包銷商)合理認為可能對公開發售之成功造成重大或不利影響，又或使得進行公開發售變成不宜或不智；或

(3) 本公司或本集團任何成員公司之情況有變而包銷商甲(代表包銷商)合理認為將對本公司之前景造成不利影響，包括在不限制前述原則下就本集團任何成員公司提出清算或清盤呈請或通過有關決議案或發生類似事件或銷毀本集團任何重大資產；或

(4) 一般證券或本公司證券在聯交所連續暫停買賣超過十個營業日(惟涉及審批發售章程、該發售章程或章程文件或有關公開發售之其他公佈或通函而暫停買賣者除外)。

包銷商甲(代表包銷商)，唯一及全權酌情有權於終止截止時間前，向本公司發出書面通知，以終止包銷協議。

倘包銷商終止包銷協議，則公開發售將不會進行。

謹請注意，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包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。於該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。

投資者應就於該期間買賣股份尋求專業意見。

支票及銀行本票

所有付款支票及銀行本票於收取後將立即過戶，而有關款項所得之一切利息(如有)將撥歸本公司。填妥並交回申請表格連同就所接納發售股份之付款支票及／或銀行本票後，將代表申請人保證該支票及／或銀行本票將可於首次過戶時兌現。倘付款支票或銀行本票在首次過戶時未能兌現，本公司有權拒絕受理有關之申請表格。在此情況下，合資格股東獲要約認購之發售股份及所有附帶之權利將被視作遭拒絕而予以註銷。

發售股份之股票

預期繳足股款發售股份之股票將於二零一零年七月二十一日或之前以平郵方式寄予獲配發有關發售股份之認購人，郵誤風險由彼等自行承擔。 閣下將就向 閣下配發之所有發售股份獲發一張股票。

一般事項

所有文件(包括本公司退還款項之支票)將以平郵方式寄至有權收取者之登記地址，郵誤風險由彼等自行承擔。

本申請表格及接納其中所載之要約均須受香港法例監管，並按其詮釋。

* 僅供識別

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。