



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) : 31 / 05 / 2011**
**To : Hong Kong Exchanges and Clearing Limited**
**Name of Issuer Starlight International Holdings Limited**
**Date Submitted 01 / 06 / 2011**
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

(1) Stock code : <u>485</u> Description : <u>Ordinary shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>5,000,000,000</u>	<u>\$0.10</u>	<u>\$500,000,000</u>
Increase/(decrease):	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>\$0.10</u>	<u>\$500,000,000</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>_____</u>	<u>_____</u>
Increase/(decrease)	<u>_____</u>	<u>_____</u>	<u>_____</u>
Balance at close of the month	<u>_____</u>	<u>_____</u>	<u>_____</u>

## 2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	N/A	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	N/A	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

**HK\$500,000,000**

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## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,505,246,290	N/A	N/A	N/A
Increase/ (decrease) during the month	0	N/A	N/A	N/A
Balance at close of the month	1,505,246,290	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme adopted on 12/09/2002						
Ordinary shares						
Exercise price:						
HK\$0.31	Nil	Nil	Nil	Nil	Nil	6,354,400
HK\$0.3549	Nil	Nil	Nil	Nil	Nil	1,028,984
HK\$0.3677	Nil	Nil	Nil	Nil	Nil	187,088
HK\$0.4126	Nil	Nil	Nil	Nil	Nil	14,031,600
(Note 1)						
2. Share option scheme adopted on 15/01/2008						
Ordinary shares						
Exercise price:						
HK\$0.2228	Nil	Nil	Nil	Nil	Nil	701,580
HK\$0.2053	Nil	Nil	Nil	Nil	Nil	858,311
HK\$0.0855	Nil	Nil	Nil	Nil	Nil	2,338,600
HK\$0.188	Nil	Nil	Nil	Nil	Nil	12,300,000
(Note 1)						

3. N/A	
( / / )	
shares	
(Note 1)	
Total A. (Ordinary shares)	0
(Preference shares)	N/A
(Other class)	N/A
Total funds raised during the month from exercise of options (State currency)	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. First warrant	N/A	20,000,000	NIL	20,000,000	NIL	20,000,000
		First warrants		First warrants		
( 20 / 09 / 2011 )						
Stock code (if listed)		unlisted				
Class of shares issuable (Note 1)		ordinary				
Subscription price		HK\$0.33				
EGM approval date (if applicable) (dd/mm/yyyy)		(N/A)				
2. Second warrant	N/A	105,000,000	NIL	105,000,000	NIL	105,000,000
		Second warrants		Second warrants		
( 20 / 09 / 2011 )						
Stock code (if listed)		unlisted				
Class of shares issuable (Note 1)		ordinary				
Subscription price		HK\$0.33				
EGM approval date (if applicable) (dd/mm/yyyy)		(N/A)				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				

For Main Board and GEM listed issuers

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B. (Ordinary shares)					0	
(Preference shares)					N/A	
(Other class)					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						

For Main Board and GEM listed issuers

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. N/A						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
_____ ( / / ) shares ( <i>Note 1</i> )		
2. N/A		
_____ ( / / ) shares ( <i>Note 1</i> )		
3. N/A		
_____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

## Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: (dd/mm/yyyy) ( / / )	N/A
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	N/A
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: (dd/mm/yyyy) ( / / )	N/A
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: (dd/mm/yyyy) ( / / )	N/A

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	
6. Repurchase of shares	<p>Class of shares repurchased _____ (Note 1)</p> <p>Cancellation date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	
7. Redemption of shares	<p>Class of shares redeemed _____ (Note 1)</p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	
8. Consideration issue	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
Total E.		(Ordinary shares) N/A	
		(Preference shares) N/A	
		(Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

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Submitted by: Lo Tai On

Title: Secretary  
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*