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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 SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Starlight International Holdings Limited (the “Company”) is to be held at 5th Floor, Shing Dao Industrial Building, 232 Aberdeen Main Road Hong Kong on 22 November 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution with or without amendments to be taken by way of poll:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the Provisional Sale and Purchase agreement dated 26 September 2011 (the “**Provisional Sale and Purchase Agreement**”) and the Formal Sale and Purchase Agreement entered into between Starlight Exports Limited, a wholly-owned subsidiary of the Company, as the vendor and Most Million Limited, as the purchaser, in relation to the disposal of the non-residential property located in Admiralty for an aggregate consideration of HK\$90,000,000 (a copy of Provisional Sale and Purchase Agreement will be produced to the Meeting marked “A” and a copy of the Formal Sale and Purchase agreement will be produced to the Meeting marked “B” for the purpose of identification) and the transactions contemplated thereunder be and are thereby approved, confirmed and ratified; and
- (b) any director of the Company be and is thereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Provisional Sale and Purchase Agreement, the Formal Sale and Purchase Agreement and the matters contemplated therein.”

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

Hong Kong, 2 November 2011

* *for identification purpose only*

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

***Head office and 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 entitled to attend and vote at the meeting 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 registered 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 appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorize 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 Shareholders 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 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. Ho Hau Chong, Norman, Mr. Chan Chak Chung and Mr. Chuck Winston Calptor as independent non-executive Directors.