

**FAIR WIND SECRETARIAL SERVICES LIMITED**  
**富榮秘書服務有限公司**

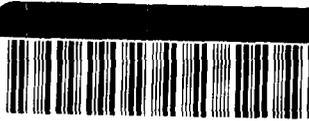
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Tel: 2526 2186 • Fax: 2827 4836 • E-mail: fw@fairwind.com.hk

Your Ref:

Our Ref: S/5411/89

L:



03007426

7th February, 2003

Securities and Exchange Commission,  
Division of Corporate Finance,  
Office of International Corporate Finance,  
Room 3045 (Stop 3-4),  
450 Fifth Street,  
Washington, D.C.20549,  
United States of America.

SUPPL

PROCESSED

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FINANCIAL

7:21

Ladies and Gentlemen,

Re: Starlight International Holdings Limited  
("the Company")  
Rule 12g3-2(b) Exemption  
File No.82-3594

Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of the Company, enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

Yours faithfully,  
For and on behalf of  
FAIR WIND SECRETARIAL SERVICES  
LIMITED

LO Tai On  
Director

Enc.  
c.c. the Company

*LO 3/14*

Annex A to Letter to the SEC  
Dated 7th February, 2003 of  
Starlight International Holdings Limited

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on January 11, 1994:-

**DESCRIPTION OF DOCUMENT**

1. Title : Notification of Repurchases of Company's Shares  
Date : 17th January, 2003  
27th January, 2003  
28th January, 2003

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong  
Date : 31st January, 2003  
Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

Form of Share Buyback Report to The Stock Exchange  
of Hong Kong Limited ("the Exchange")

03 FEB 2003 11:13:21

Form G (AMENDED)

To : The Head of the Listing Division  
The Listing Division  
The Stock Exchange of Hong Kong Limited

Dear Sir,

Name of Company : STARLIGHT INTERNATIONAL HOLDINGS LIMITED

Description of Securities : SHARES

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid</u>
17/01/2003	420,000	on the Exchange	0.083	0.081	HK\$ 34,310
Total	<u>420,000</u>				<u>HK\$ 34,310</u>

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional information for company's whose primary listing is on the Exchange

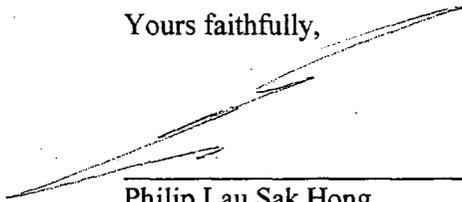
1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above). (a) 420,000
2. % of previous months turnover acquired this month to date  

$$\frac{420,000}{16,825,546} \times 100 = 2.496\%$$
3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 3,270,000
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution  

$$\frac{3,270,000}{2,687,575,402} \times 100 = 0.122\%$$

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 30<sup>th</sup> July, 2002 which has been filed with the Exchange.

Yours faithfully,



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Philip Lau Sak Hong  
Director for and on behalf of  
STARLIGHT INTERNATIONAL  
HOLDINGS LIMITED  
Date: 17<sup>th</sup> January, 2003

#a5411/Formg/sl

Form of Share Buyback Report to The Stock Exchange  
of Hong Kong Limited ("the Exchange")

Form G

To : The Head of the Listing Division  
The Listing Division  
The Stock Exchange of Hong Kong Limited

Dear Sir,

Name of Company : STARLIGHT INTERNATIONAL HOLDINGS LIMITED

Description of Securities : SHARES

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid</u>
27/01/2003	1,800,000	on the Exchange	0.087	0.086	HK\$ 156,000
Total	<u>1,800,000</u>				<u>HK\$ 156,000</u>

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional information for company's whose primary listing is on the Exchange

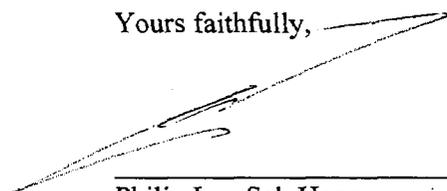
1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above). (a) 2,220,000
2. % of previous months turnover acquired this month to date
 

<u>2,220,000</u>	x 100	
16,825,546		13.194%
3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 5,070,000
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
 

<u>5,070,000 x 100</u>	
2,687,575,402	0.189 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 30<sup>th</sup> July, 2002 which has been filed with the Exchange.

Yours faithfully,



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Philip Lau Sak Hong  
Director for and on behalf of  
STARLIGHT INTERNATIONAL  
HOLDINGS LIMITED  
Date: 27<sup>th</sup> January, 2003

#a5411/Formg/sl

Form of Share Buyback Report to The Stock Exchange  
of Hong Kong Limited ("the Exchange")

Form G

To : The Head of the Listing Division  
The Listing Division  
The Stock Exchange of Hong Kong Limited

Dear Sir,

Name of Company : STARLIGHT INTERNATIONAL HOLDINGS LIMITED

Description of Securities : SHARES

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid</u>
28/01/2003	650,000	on the Exchange	0.089	0.088	HK\$ 57,500
Total	<u>650,000</u>				<u>HK\$ 57,500</u>

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional information for company's whose primary listing is on the Exchange

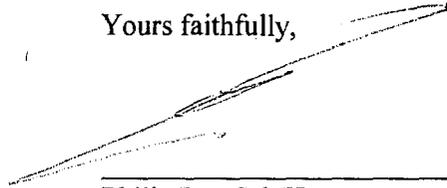
1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above). (a) 2,870,000
2. % of previous months turnover acquired this month to date  

$$\frac{2,870,000}{16,825,546} \times 100$$
17.057%
3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 5,720,000
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution  

$$\frac{5,720,000 \times 100}{2,687,575,402}$$
0.213 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 30<sup>th</sup> July, 2002 which has been filed with the Exchange.

Yours faithfully,



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Philip Lau Sak Hong  
Director for and on behalf of  
STARLIGHT INTERNATIONAL  
HOLDINGS LIMITED  
Date: 28<sup>th</sup> January, 2003

#a5411/Formg/sl

Monthly Return on Movement of Listed Equity Securities  
For the month ended 31st January, 2003

FORM I

TO: The Research & Planning Department of The Stock Exchange of  
Hong Kong Limited

From: Starlight International Holdings Limited  
(Name of Company)

Mr. Peter LEE Yip Wah Tel No.: 2827 1778  
(Name of Responsible Official)

Date: 7th February, 2003

03 FEB 20 01:17:21

(A) Information of Types of Listed Equity Securities:  
(please tick wherever applicable)

- |                            |   |                                     |                       |
|----------------------------|---|-------------------------------------|-----------------------|
| 1. Ordinary shares         | : | <input checked="" type="checkbox"/> | 2. Preference shares: |
| 3. Other classes of shares | : |                                     | please specify: _____ |
| 4. Warrants                | : |                                     | please specify: _____ |

**(B) Movement in Authorised Share Capital:**

	<u>No. of Ordinary shares/Preference shares/other classes of shares</u>	<u>Par Value (HK\$)</u>	<u>Authorised Share Capital (HK\$)</u>
Balance at close of preceding month:	5,000,000,000	\$0.10	\$500,000,000
Increase/(Decrease) (SGM approval date):	Nil	Nil	Nil
Balance at close of the month:	5,000,000,000	\$0.10	\$500,000,000

**(C) Movement in Issued Share Capital:**

	<u>No. of Ordinary shares</u>	<u>No. of Preference shares</u>	<u>No. of other classes of shares</u>
Balance at close of preceding month:	2,684,725,402	Nil	Nil
Increase/(Decrease) during the month	(2,870,000)	Nil	Nil
Balance at close of the month:	2,681,855,402	Nil	Nil

(D) Details of Movement:

\* please delete and insert "N/A" wherever inapplicable

TYPE OF SECURITIES	SECURITIES IN ISSUE AT CLOSE OF PRECEDING MONTH	MOVEMENT DURING THE MONTH			SECURITIES IN ISSUE AT CLOSE OF THE MONTH	IN NO. OF NEW SHARES ARISING THEREFROM
		Granted	Exercised	Cancelled		
SHARE OPTIONS* Type	No. of Options				No. of Options	
1. <u>Employee share option scheme</u> Exercise price: HK\$ _____	83,245,056	Nil	Nil	Nil	83,245,056	Nil
2. <u>Employee share option scheme</u> Exercise price: HK\$ _____ Exercise price: HK\$ _____	Nil	Nil	Nil	Nil	Nil	Nil
WARRANTS* Date of Expiry	Nominal Value (HK\$)	Exercised (HK\$)			Nominal Value (HK\$)	
1. _____ Subscription price HK\$ _____						
2. _____ Subscription price HK\$ _____						

CONVERTIBLES* Class	Units	Converted (Units)	Units
Convertibles Notes Convertible price: HK\$ _____	N/A	N/A	N/A
<b>OTHER ISSUES OF SHARES*</b>			
Rights Issue Placing Bonus Issue Scrip Dividend Repurchase of share Redemption of share Consideration issue Others (Please specify)	Price: Price: Price: Price:	Issue and allotment Date: Issue and allotment Date: Issue and allotment Date: Issue and allotment Date: Cancellation Date: January 17, 27 & 28, 2003 (as per the Redemption Date: board resolutions passed)	increased/(decreased) during the month:
Total No. of ordinary shares/preference shares/other classes of shares			(2,870,000)

Remarks:

Authorised Signatory:



Name: Peter LEE Yip Wah

Title: Secretary

Note:

All information contained in this form may be reproduced and provided to other information vendors or users of market data at the sole discretion of the Stock Exchange without prior notification to the company/issuer.