

**FAIR WIND SECRETARIAL SERVICES LIMITED**

**富榮秘書服務有限公司**

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RECEIVED

2005 FEB 25

OFFICE OF INTERNATIONAL CORPORATE FINANCE

Your Ref:

Our Ref: S/5411/89 LTO/sl

7th February, 2005

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



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

PROCESSED

MAR 01 2005

THOMSON FINANCIAL

LO Tai On  
Director

Enc. c.c. the Company

Annex A to Letter to the SEC  
Dated 7th February, 2005 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 movement of securities in Hong Kong

Date : 31st January, 2005

Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

Monthly Return on Movement of Listed Equity Securities  
For the month ended 31st January, 2005

**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 January, 2005

**(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:	1,250,000,000	\$0.40	\$500,000,000
Increase/(Decrease) (SGM approval date):	Nil	Nil	Nil
Balance at close of the month:	1,250,000,000	\$0.40	\$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:	762,608,114	Nil	Nil
Increase/(Decrease) during the month	Nil	Nil	Nil
Balance at close of the month:	762,608,114	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
	No. of Options	Granted	Exercised	Cancelled	No. of Options	
SHARE OPTIONS* Type						
1. Employee share option scheme adopted on 12th September, 2002 Exercise price: HK\$0.40 Exercise price: HK\$0.86 Exercise price: HK\$0.808 Exercise price: HK\$0.814	4,700,500 15,144,000 3,000,000 2,650,000	Nil Nil Nil Nil	Nil Nil Nil Nil	Nil Nil Nil Nil	4,700,500 15,144,000 3,000,000 2,650,000	
2. Employee share option scheme adopted on Exercise price: HK\$						
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
<u>Convertibles Notes</u> Convertible price: HK\$ _____	N/A	N/A	N/A
OTHER ISSUES OF SHARES*  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: Redemption Date: Issue and allotment Date: Issue and allotment Date:	

Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month: 0

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.

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