

FAIR WIND SECRETARIAL SERVICES LIMITED

富榮秘書服務有限公司



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士丹利街十六號騷利大廈九樓
• Fax: 2827 4836 • E-mail: fw@fairwind.com.hk



Your Ref:

Our Ref: S/5411/89 LTO/sl

7th November, 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

RECEIVED
2005 NOV 17 P 12:28
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

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

3 PROCESSED
NOV 18 2005
THOMSON
FINANCIAL

LO Tai On
Director

Enc.
c.c. the Company

2005/11/17

Annex A to Letter to the SEC
dated 7th November, 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 Repurchases of Company's Shares
Date : 19th October, 2005
20th October, 2005
28th October, 2005

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong
Date : 31st October, 2005

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



香港交易所

FF010M
Appendix 5THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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2005 NOV 17 P 12:28

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE
OF HONG KONG LIMITED ("THE EXCHANGE")OFFICE OF INTERNATIONAL
CORPORATE FINANCE

FORM G

Case Number: _____

By Fax/Hand

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

Date: 28 October, 2005

Dear Sir,

Name of Company: Starlight International Holdings Limited (Stock Code : 0485)

Description of Securities: Ordinary Shares

A. Purchase Report

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

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	HKD	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
28 October, 2005	350,000	on the Exchange	0.5700	0.5700	199,500.00

Total	350,000	199,500.00
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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) 1,642,500

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

2. % of previous months turnover acquired this month to date 12.367 %

((a) x 100)
13.281,718

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 1,907,500
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
- ((b) x 100)
758,488,114 0.251 %

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 29 July 2005 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 0
2. % of previous months turnover acquired this month to date
- ((a) x 100)
previous months turnover on the Exchange 0.000 %

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". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Signed 

Name:
Lau Sak Hong
for and on behalf of
Starlight International Holdings Limited



香港交易所

FF010M
Appendix 5

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE
OF HONG KONG LIMITED ("THE EXCHANGE")**

FORM G

Case Number: _____

By Fax/Hand

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

Date: 20 October, 2005

Dear Sir,

Name of Company: Starlight International Holdings Limited (Stock Code : 0485)

Description of Securities: Ordinary Shares

A. Purchase Report

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

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	HKD	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
20 October, 2005	380,000	on the Exchange	0.5700	0.5600	214,100.00

Total	<u>380,000</u>	<u>214,100.00</u>
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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) 1,292,500

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

2. % of previous months turnover acquired this month to date 9.730 %

((a) x 100)
13,281,718

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 1,557,500
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
- ((b) x 100)
758,488,114 0.205 %

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 29 July, 2005 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 0
2. % of previous months turnover acquired this month to date
- ((a) x 100)
previous months turnover on the Exchange 0.000 %

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". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Signed 

Name:
Lau Sak Hong
for and on behalf of
Starlight International Holdings Limited



THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE
OF HONG KONG LIMITED ("THE EXCHANGE")

FORM G

Case Number: _____

By Fax/Hand

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

Date: 19 October, 2005

Dear Sir,

Name of Company: Starlight International Holdings Limited (Stock Code : 0485)

Description of Securities: Ordinary Shares

A. Purchase Report

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

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	HKD	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
19 October, 2005	345,000	on the Exchange	0.5700	0.5600	195,600.00

Total	<u>345,000</u>		<u>195,600.00</u>
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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) 912,500

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

2. % of previous months turnover acquired this month to date 6.870 %

((a) x 100)
13,281,718

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 1,177,500
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
- ((b) x 100)
758,488,114 0.155 %

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 29 July, 2005 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 0
2. % of previous months turnover acquired this month to date
- ((a) x 100)
previous months turnover on the Exchange 0.000 %

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". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully


Signed

Name:
Lau Sak Hong
for and on behalf of
Starlight International Holdings Limited

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

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: 3rd November, 2005

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

- | | | | | | |
|----|-------------------------|---|-------------------------------------|----|-----------------------|
| 1. | Ordinary shares | : | ☒ | 2. | Preference shares: |
| 3. | Other classes of shares | : | | | please specify: _____ |
| 4. | Warrants | : | | | please specify: _____ |

(B) Movement in Authorised Share Capital:

	No. of Ordinary shares/Preference shares/other classes of shares	Par Value (HK\$)	Authorised Share Capital (HK\$)
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:

	No. of Ordinary shares	No. of Preference shares	No. of other classes of shares
Balance at close of preceding month:	758,223,114	Nil	Nil
Increase/(Decrease) during the month	(1,642,500)	Nil	Nil
Balance at close of the month:	756,580,614	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
SHARE OPTIONS*	No. of Options	Granted	Exercised	Cancelled	No. of Options	
1. Employee share option scheme adopted on 12th September, 2002						
Exercise price: HK\$0.40	4,700,500	Nil	Nil	Nil	4,700,500	
Exercise price: HK\$0.86	15,144,000	Nil	Nil	Nil	15,144,000	
Exercise price: HK\$0.808	3,000,000	Nil	Nil	Nil	3,000,000	
Exercise price: HK\$0.814	2,650,000	Nil	Nil	Nil	2,650,000	
Exercise price: HK\$0.67	1,500,000	Nil	Nil	Nil	1,500,000	
2. Employee share option scheme adopted on						
Exercise price: HK\$						
WARRANTS*	Nominal Value (HK\$)	Exercised (HK\$)			Nominal Value (HK\$)	
Date of Expiry						
1. _____						
Subscription price HK\$ _____						
2. _____						
Subscription price HK\$ _____						

CONVERTIBLES*	Units	Converted (Units)	Units
Class			
Convertible price: HK\$ _____	N/A	N/A	N/A
Convertible Notes			
Convertible price: HK\$ _____			
OTHER ISSUES OF SHARES*			
Rights Issue	Price:	Issue and allotment Date:	
Placing	Price:	Issue and allotment Date:	
Bonus Issue		Issue and allotment Date:	
Scrip Dividend		Issue and allotment Date:	
Repurchase of share		Cancellation Date: October 3, 7, 19, 20 & 28, 2005 (as per the board resolution passed)	
Redemption of share		Redemption Date:	
Consideration issue	Price:	Issue and allotment Date:	
Others (Please specify)	Price:	Issue and allotment Date:	

Remarks:

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

(1,642,500)

(1,642,500)

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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