

富榮秘書服務有限公司



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Your Ref:

Our Ref: S/5411/89 LTO/sl

8th May, 2007

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

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MAY 17 A 9:19
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

PROCESSED FAIR WIND SECRETARIAL SERVICES
LIMITED

MAY 21 2007
THOMSON
FINANCIAL

LO Tai On
Director

Enc.
c.c. the Company

Handwritten signature and date: 5/18

Annex A to Letter to the SEC
Dated 8th May, 2007 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 : 30th April, 2007

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

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MAY 17 A 9:49
OFFICE OF PUBLIC AFFAIRS
SECURITIES AND EXCHANGE COMMISSION

Monthly Return on Movement of Listed Equity Securities

for the month ended 30th April, 2007

FORM I

RECEIVED

2007 MAY 17 A 9:40

TO: The Research & Planning Department of The Stock Exchange of Hong Kong Limited
PRICE OF LISTED EQUITY SECURITIES COMPANY LIMITED

From: Starlight International Holdings Limited
(Name of Company)

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

Date: 2nd May, 2007

(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:

	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:	787,607,614	Nil	Nil
Increase/(Decrease) during the month	1,030,000	Nil	Nil
Balance at close of the month:	788,637,614	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
		Granted	Exercised	Cancelled		
SHARE OPTIONS*						
1. Employee share option scheme adopted on 12th September, 2002	No. of Options				No. of Options	
Exercise price: HK\$0.86	3,000,000	Nil	Nil	Nil	3,000,000	
Exercise price: HK\$0.814	2,500,000	Nil	700,000	Nil	1,800,000	700,000
Exercise price: HK\$0.89	12,440,000	Nil	Nil	Nil	12,440,000	
Exercise price: HK\$1.15	500,000	Nil	Nil	Nil	500,000	
Exercise price: HK\$1.45	2,000,000	Nil	Nil	Nil	2,000,000	
Exercise price: HK\$1.66	820,000	Nil	270,000	Nil	550,000	270,000
Exercise price: HK\$1.72	100,000	Nil	60,000	Nil	40,000	60,000
Exercise price: HK\$1.93	3,000,000	Nil	Nil	Nil	3,000,000	
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* Class	Units	Converted (Units)	Units	
<u>Convertible Notes</u> Convertible price: HK\$ _____	N/A	N/A	N/A	
OTHER ISSUES OF SHARES*				
Rights Issue	Price: Issue and allotment Date: Price: Issue and allotment Date:			
Placing				
Bonus Issue				
Scrip Dividend				
Repurchase of share				
Redemption of share				
Consideration issue	Issue and allotment Date: Cancellation Date: Redemption Date: Issue and allotment Date: Issue and allotment Date:			
Others (Please specify)	Issue and allotment 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:				1,030,000

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.
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