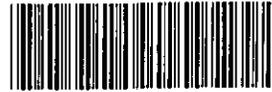


8th Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong.  
香港中環士丹利街十六號 騏利大廈八樓  
Tel: 2827 1778 • Fax: 2827 4790 • E-mail: fw@fairwind.com.hk

Stanley Street, Central, Hong Kong.  
十六號 騏利大廈九樓  
1836 • E-mail: fw@fairwind.com.hk



07024478

Your Ref:

Our Ref: S/5411/89 LTO/sl

8th June, 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

2007 JUN 19 11:11 AM  
RECEIVED

B PROCESSED  
JUN 20 2007  
THOMSON  
FINANCIAL

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

File No. 82-3594  
Rule 12g3-2(b) Exemption  
Fair Wind Secretarial Services Limited

Annex A to Letter to the SEC  
Dated 8th June, 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 : 31st May, 2007  
Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

**FORM I**

Monthly Return on Movement of Listed Equity Securities  
for the month ended 31st May, 2007

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

From: Starlight International Holdings Limited  
(Name of Company)

Mr. Philip Lau Sak Hong Tel No.: 34711354  
(Name of Responsible Official)

Date: 8th June, 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:	788,637,614	Nil	Nil
Increase/(Decrease) during the month	1,630,000	Nil	Nil
Balance at close of the month:	790,267,614	Nil	Nil

(D) Details of Movement:

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

SHARE OPTIONS* Type	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			
1. Employee share option scheme adopted on 12th September, 2002	Exercise price: HK\$0.86	3,000,000	Nil	Nil	Nil	3,000,000		
	Exercise price: HK\$0.814	1,800,000	Nil	800,000	Nil	1,000,000	800,000	
	Exercise price: HK\$0.89	12,440,000	Nil	Nil	Nil	12,440,000		
	Exercise price: HK\$1.15	500,000	Nil	500,000	Nil	0	500,000	
	Exercise price: HK\$1.45	2,000,000	Nil	Nil	Nil	2,000,000		
	Exercise price: HK\$1.66	550,000	Nil	330,000	Nil	200,000	330,000	
	Exercise price: HK\$1.72	40,000	Nil	Nil	Nil	40,000		
	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\$								

END

CONVERTIBLES*	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:	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: 1,630,000

Authorised Signatory: \_\_\_\_\_

Name: Philip Lau Sak Hong  
 Title: Director

**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.  
 #45411/form1.docx/sl