

富榮秘書服務有限公司



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Your Ref:

Our Ref: S/5411/89 LTO/sl

6th June, 2008

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.

SUPL

RECEIVED  
2008 JUN 16 A 11:00  
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

LO Tai On  
Director

PROCESSED

JUN 18 2008

THOMSON REUTERS

Enc.  
c.c. the Company

*Handwritten signatures and initials, including 'LO Tai On' and 'Director'.*

Annex A to Letter to the SEC  
Dated 6th June, 2008 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, 2008

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

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2008 JUN 16 A 11:00  
SEC OF INTERPOL  
CORPORATE

Monthly Return on Movement of Listed Equity Securities

for the month ended 31st May, 2008

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.: 28271778  
(Name of Responsible Official)

Date: 3rd June, 2008

(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:	790,378,828	Nil	Nil
Increase/(Decrease) during the month	0	Nil	Nil
Balance at close of the month:	790,378,828	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				
SHARE OPTIONS* Type Employee share option scheme adopted on 12th September, 2002			Granted	Exercised	Cancelled	No. of Options					
							Exercise price: HK\$0.86	3,000,000	Nil	Nil	3,000,000
							Exercise price: HK\$0.814	500,000	Nil	Nil	500,000
							Exercise price: HK\$0.89	12,000,000	Nil	Nil	12,000,000
							Exercise price: HK\$1.45	2,000,000	Nil	Nil	2,000,000
							Exercise price: HK\$1.66	220,000	Nil	Nil	220,000
Exercise price: HK\$1.72	40,000	Nil	Nil	40,000							
Exercise price: HK\$1.93	3,000,000	Nil	Nil	Nil	3,000,000						
Employee share option scheme adopted on 15th January, 2008			Granted	Exercised	Cancelled	No. of Options					
							Exercise price: HK\$1.042	150,000	Nil	Nil	150,000
Exercise price: HK\$0.96	346,000	Nil	Nil	Nil	346,000						
WARRANTS*	Nominal Value (HK\$)		Exercised (HK\$)			Nominal Value (HK\$)					
Date of Expiry											
Subscription price HK\$											
Subscription price HK\$											
Subscription price HK\$											

**END**

CONVERTIBLES*	Units	Converted (Units)	Units
Convertible 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:	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:	Price: Price:

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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