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Your Ref:



Our Ref: S/5411/89 LTO/sl



08005454

9th October, 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**

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2008 OCT 20 P 2:45  
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

**PROCESSED**

**OCT 22 2008**

**THOMSON REUTERS**

LO Tai On

Director

Enc.

c.c. the Company

Annex A to Letter to the SEC  
dated 9th October, 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 Repurchases of Company's Shares  
Date : 23rd September, 2008  
24th September, 2008

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong  
Date : 30th September, 2008

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

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OFFICE OF THE SECRETARY  
CORPORATE FINANCE



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 31 July 2008 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.

Yours faithfully,

Signed \_\_\_\_\_

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)



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 31 July 2008 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.

Yours faithfully,

Signed \_\_\_\_\_

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

Monthly Return on Movement of Listed Equity Securities

For the month ended 30th September, 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 October, 2008

(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:	790,378,828	Nil	Nil
Increase/(Decrease) during the month	(2,245,000)	Nil	Nil
Balance at close of the month:	788,133,828	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	No. of Options	
HARE OPTIONS* 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	500,000	Nil	Nil	Nil	500,000
	Exercise price: HK\$0.89	12,000,000	Nil	Nil	Nil	12,000,000
	Exercise price: HK\$1.45	2,000,000	Nil	Nil	Nil	2,000,000
	Exercise price: HK\$1.66	220,000	Nil	Nil	Nil	220,000
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	
Employee share option scheme adopted on 15th January, 2008	Exercise price: HK\$1.042	150,000	Nil	Nil	Nil	150,000
	Exercise price: HK\$0.96	346,000	Nil	Nil	Nil	346,000
	WARRANTS* Date of Expiry	Nominal Value (HK\$)	Exercised (HK\$)			Nominal Value (HK\$)
Subscription price HK\$						
Subscription price HK\$						

**END**

CONVERTIBLES*	Class	Units	Converted (Units)	Units
Convertible Notes	N/A	N/A	N/A	
Convertible price: HK\$ _____				
<b>OTHER ISSUES OF SHARES*</b>				
Rights Issue				
Placing				
Bonus Issue				
Scrip Dividend				
Repurchase of share				
Redemption of share				
Consideration issue				
Others (Please specify)				
Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month:				(2,245,000)

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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