

**FAIR WIND SECRETARIAL SERVICES LIMITED**  
**富榮秘書服務有限公司**

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Your Ref:

Our Ref: S/5411/89 LTO/sl



09047217

2nd October, 2009

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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2009 OCT 28 P 1:02  
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.

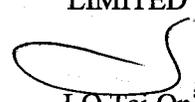
These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

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.

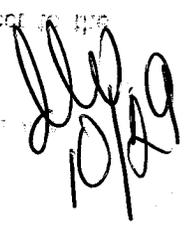
Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

Yours faithfully,  
For and on behalf of  
**FAIR WIND SECRETARIAL SERVICES  
LIMITED**

  
LO Tai On  
Director

Enc.  
c.c. the Company



Annex A to Letter to the SEC  
Dated 2 October 2009 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 : 30 September 2009  
Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and



香港交易所

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OFFICE OF INTERNATIONAL  
FINANCE

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30 / 09 / 2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Starlight International Holdings LimitedDate Submitted 02 / 10 / 2009

## I. Movements in Authorised Share Capital

## 1. Ordinary Shares

(1) Stock code : <u>485</u> Description : <u>Ordinary shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>1,250,000,000</u>	<u>\$0.40</u>	<u>\$500,000,000</u>
Increase/(decrease)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>1,250,000,000</u>	<u>\$0.40</u>	<u>\$500,000,000</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>_____</u>	<u>_____</u>
Increase/(decrease)	<u>_____</u>	<u>_____</u>	<u>_____</u>
Balance at close of the month	<u>_____</u>	<u>_____</u>	<u>_____</u>

## 2. Preference Shares

Stock code : _____	Description : _____		Par value (State currency)	Authorised share capital (State currency)
		No. of preference shares		
Balance at close of preceding month		N/A		
Increase/(decrease)				
Balance at close of the month				

## 3. Other Classes of Shares

Stock code : _____	Description : _____		Par value (State currency)	Authorised share capital (State currency)
		No. of other classes of shares		
Balance at close of preceding month		N/A		
Increase/(decrease)				
Balance at close of the month				

Total authorised share capital at the end of the month (State  
currency) :

**HK\$500,000,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	785,088,828	N/A	N/A	N/A
Increase/ (decrease) during the month	0	N/A	N/A	N/A
Balance at close of the month	785,088,828	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<b>1. Share option scheme adopted on 12/09/2002</b>						
Ordinary shares						
Exercise price:						
HK\$0.814	Nil	Nil	Nil	Nil	Nil	500,000
HK\$0.89	Nil	Nil	Nil	Nil	Nil	12,000,000
HK\$1.45	Nil	Nil	Nil	Nil	Nil	2,000,000
HK\$1.66	Nil	Nil	Nil	Nil	Nil	220,000
HK\$1.72	Nil	Nil	Nil	Nil	Nil	40,000
HK\$1.93	Nil	Nil	Nil	Nil	Nil	3,000,000
<i>(Note 1)</i>						
<b>2. Share option scheme adopted on 15/01/2008</b>						
Ordinary shares						
Exercise price:						
HK\$1.042	Nil	Nil	Nil	Nil	Nil	150,000
HK\$0.96	Nil	Nil	Nil	Nil	Nil	346,000
HK\$0.40	Nil	Nil	Nil	Nil	Nil	500,000
<i>(Note 1)</i>						

Stock code (if listed) \_\_\_\_\_

Class of shares issuable *(Note 1)* \_\_\_\_\_

Subscription price \_\_\_\_\_

3. N/A	
( / / )	
shares	
(Note 1)	
Total A. (Ordinary shares)	N/A
(Preference shares)	N/A
(Other class)	N/A
Total funds raised during the month from exercise of options (State currency)	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				



For Main Board and GEM listed issuers

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
					Total C. (Ordinary shares)	N/A
					(Preference shares)	N/A
					(Other class)	N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
( / / ) shares (Note 1)		
2. N/A		
( / / ) shares (Note 1)		
3. N/A		
( / / ) shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

## Other Movements in Issued Share Capital

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	
4. Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	

For Main Board and GEM listed issuers

Type of Issue	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A
6. Repurchase of shares		Class of shares _____ repurchased <i>(Note 1)</i> Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A
7. Redemption of shares		Class of shares _____ redeemed <i>(Note 1)</i> Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A
8. Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ (Note 1) Issue and allotment date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
10. Other (Please specify)	At price: State currency _____ Class of shares issuable _____ (Note 1) Issue and allotment date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
		Total E. (Ordinary shares)	N/A
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

