


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

 3rd Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong.  
香港中環士丹利街十六號騏利大廈三樓  
Tel: 2827 1778 • Fax: 2827 4790 • E-mail: fw@fairwind.com.hk



06014386

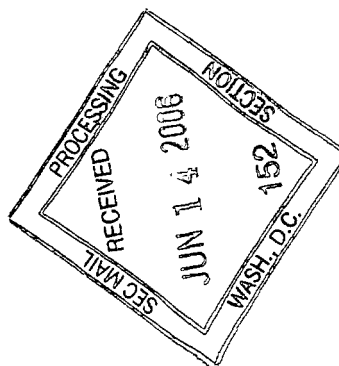
16 Stanley Street, Central, Hong Kong.  
街十六號騏利大廈九樓  
4836 • E-mail: fw@fairwind.com.hk

Your Ref:

Our Ref: S/5411/89 LTO/sl

8th June, 2006

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**

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

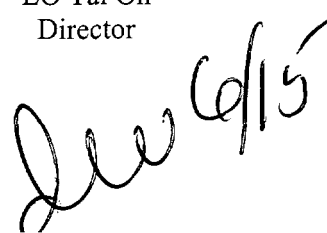
  
LO Tai On  
Director

**PROCESSED**

**JUN 15 2006**

  
**THOMSON  
FINANCIAL**

Enc.  
c.c. the Company

  
JUN 15

Annex A to Letter to the SEC  
dated 8th June, 2006 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 : 29th May, 2006  
1st June, 2006  
2nd June, 2006  
7th June, 2006

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong  
Date : 31st May, 2006

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

Monthly Return on Movement of Listed Equity Securities  
For the month ended 31st May, 2006

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.: 2827 1778  
(Name of Responsible Official)

Date: 1st June, 2006

(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:	760,880,614	Nil	Nil
Increase/(Decrease) during the month	(765,000)	Nil	Nil
Balance at close of the month:	760,115,614	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
		No. of Options	Granted	Exercised		
SHARE OPTIONS* Type						
1. Employee share option scheme adopted on 12th September, 2002						
Exercise price: HK\$0.40	1,700,500	Nil	Nil	Nil	1,700,500	
Exercise price: HK\$0.86	15,144,000	Nil	Nil	Nil	15,144,000	
Exercise price: HK\$0.808	3,000,000	Nil	Nil	Nil	3,000,000	
Exercise price: HK\$0.814	2,650,000	Nil	Nil	Nil	2,650,000	
Exercise price: HK\$0.80	4,910,000	Nil	Nil	Nil	4,910,000	
Exercise price: HK\$0.89	19,160,000	Nil	Nil	Nil	19,160,000	
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
Convertible Notes		N/A	N/A	N/A
Convertible price: HK\$ _____				
<b>OTHER ISSUES OF SHARES*</b>				
Rights Issue		Price:	Issue and allotment Date:	Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month: <u>765,000</u>
Placing		Price:	Issue and allotment Date:	
Bonus Issue		Price:	Issue and allotment Date:	
Scrip Dividend			Issue and allotment Date:	
Repurchase of share			Cancellation Date: 29th May, 2006 (as per the board meeting passed)	
Redemption of share		Price:	Redemption Date:	
Consideration issue		Price:	Issue and allotment Date:	
Others (Please specify)		Price:	Issue and allotment Date:	

Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month: 765,000

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.

#a5411/form1.doc/si

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

**FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")**

**FORM G**

Case Number: \_\_\_\_\_

By Fax/Hand

To: The Head of the Listing Division  
The Listing Division  
The Stock Exchange of Hong Kong Limited

Date: 7 June, 2006

Dear Sir,

Name of Company: **Starlight International Holdings Limited (Stock Code : 0485)**

Description of Securities: **Ordinary Shares**

**A. Purchase Report**

We hereby report the following purchases by our company of the above securities.

Trading Day/Date	Number of Securities Purchased	Method of Purchase*	Price per Share or Highest Price Paid \$	HKD	
				Lowest Price Paid \$	Total Paid \$
7 June, 2006	180,000	On the Exchange	1.1500	1.1500	207,000.00

**Total** 180,000 207,000.00

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

**B. Additional Information for company's whose primary listing is on the Exchange**

- Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) 4,167,500
- % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution  
( 758,488,114 (a) x 100 ) 0.549 %

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

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 29 July, 2005 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: Chan Po Chung  
Director, Secretary or other duly authorised  
officer  
for and on behalf of  
Starlight International Holdings Limited





**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

**FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE  
 OF HONG KONG LIMITED ("THE EXCHANGE")**

**FORM G**

Case Number: \_\_\_\_\_

By Fax/Hand

To: The Head of the Listing Division  
 The Listing Division  
 The Stock Exchange of Hong Kong Limited

Date: 29 May, 2006

Dear Sir,

**Name of Company:** Starlight International Holdings Limited (Stock Code : 0485)

**Description of Securities:** Ordinary Shares

**A. Purchase Report**

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<b>HKD</b>	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
29 May, 2006	765,000	On the Exchange	1.1300	1.1100	856,650.00

<b>Total</b>	<u>765,000</u>	<u>856,650.00</u>
--------------	----------------	-------------------

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

**B. Additional Information for company's whose primary listing is on the Exchange**

- Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) 2,872,500
- % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution  

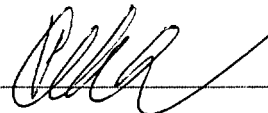
$$\left( \frac{\text{(a) x 100}}{758,488,114} \right)$$
0.379 %

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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 29 July, 2005 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: Chan Po Chung  
Director, Secretary or other authorised officer  
for and on behalf of  
Starlight International Holdings Limited

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE  
OF HONG KONG LIMITED ("THE EXCHANGE")**

**FORM G**

Case Number: \_\_\_\_\_

By Fax/Hand

To: The Head of the Listing Division  
The Listing Division  
The Stock Exchange of Hong Kong Limited

Date: 2 June, 2006

Dear Sir,

**Name of Company:** Starlight International Holdings Limited (Stock Code : 0485)

**Description of Securities:** Ordinary Shares

**A. Purchase Report**

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	Price per Share	<b>HKD</b>	
			or Highest Price Paid \$	Lowest Price Paid \$	Total_ Paid \$
2 June, 2006	850,000	On the Exchange	1.1600	1.1600	986,000.00

**Total**                             850,000   986,000.00

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

**B. Additional Information for company's whose primary listing is on the Exchange**

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution)   (a) 3,987,500

2. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution

(   (a) x 100   )   0.526 %  
  758,488,114

Appendix 5

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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 29 July, 2005 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  
Director, Secretary or other duly authorised  
officer  
for and on behalf of  
Starlight International Holdings Limited

THE STOCK EXCHANGE OF HONG KONG LIMITED  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE  
OF HONG KONG LIMITED ("THE EXCHANGE")

## FORM G

Case Number: \_\_\_\_\_

By Fax/Hand

To: The Head of the Listing Division  
The Listing Division  
The Stock Exchange of Hong Kong Limited

Date: 1 June, 2006

Dear Sir,

Name of Company: **Starlight International Holdings Limited (Stock Code : 0485)**Description of Securities: **Ordinary Shares****A. Purchase Report**

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<b>HKD</b>	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
1 June, 2006	265,000	On the Exchange	1.1600	1.1500	305,250.00

<b>Total</b>	<u>265,000</u>	<u>305,250.00</u>
--------------	----------------	-------------------

\* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

**B. Additional Information for company's whose primary listing is on the Exchange**

- Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) 3,137,500
- % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution  

$$\left( \frac{\text{(a) x 100}}{758,488,114} \right)$$
0.414 %

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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 29 July, 2005 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: Chan Po Chung  
Director, Secretary or other duly authorised  
officer  
for and on behalf of  
Starlight International Holdings Limited