
SCHEDULE 13D

Under the Securities Exchange Act of 1934

GEMSTAR INTERNATIONAL GROUP LTD.
(Name of Issuer)

Ordinary Shares, par value \$.01 per share
(Title of Class of Securities)

G-3788-V106
(CUSIP Number)

Michael D. Fricklas, Esq.
Viacom Inc.
1515 Broadway
New York, New York 10036
Telephone: (212) 258-6000
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and Communications)

May 8, 1997
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with this statement / /.

Page 1 of 22

CUSIP No. G-3788-V106

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
VIACOM INTERNATIONAL INC.

I.R.S. Identification No. 13-3844753

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)-----
/ / (b)-----

(3) SEC Use Only-----

(4) Sources of Funds (See Instructions)-----

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e).-----

(6) Citizenship or Place of Organization Delaware

Number of (7) Sole Voting Power-----

| | | | |
|--------------------|---|-----------|-------|
| Shares | | | |
| Beneficially | (8) Shared Voting Power | 3,454,827 | |
| Owned by | | | ----- |
| Each | (9) Sole Dispositive Power | | ----- |
| Reporting | | | |
| Person | (10) Shared Dispositive Power | 3,454,827 | |
| With | | | ----- |
| | | | ----- |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | 3,454,827 | |
| | | | ----- |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | |
| (See Instructions) | | | ----- |
| (13) | Percent of Class Represented by Amount in Row (11) | 7.37% | |
| | | | ----- |
| (14) | Type of Reporting Person (See Instructions) | C0 | |
| | | | ----- |

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
SUMNER M. REDSTONE

S.S. No.

(2) Check the Appropriate Box if a Member of Group (See Instructions)
/ / (a)-----
/ / (b)-----

(3) SEC Use Only-----

(4) Sources of Funds (See Instructions)-----

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e).-----

(6) Citizenship or Place of Organization United States

| | | |
|-----------------------------|------------------------------|-----------|
| Number of Shares | (7) Sole Voting Power | 22,126 |
| Beneficially Owned by | (8) Shared Voting Power | 3,454,827 |
| Each | (9) Sole Dispositive Power | 22,126 |
| Reporting Person With | 10) Shared Dispositive Power | 3,454,827 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,476,953

(12) Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions)-----

(13) Percent of Class Represented by Amount in Row (11)
7.42%

(14) Type of Reporting Person (See Instructions) IN

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is the voting Ordinary Shares, \$.01 par value per share (the "Ordinary Shares"), of Gemstar International Group Limited, a British Virgin Islands corporation (the "Issuer"), with its principal executive office located at 135 North Los Robles Avenue, Suite 800, Pasadena, California 91101

Item 2. Identity and Background.

This Statement is being filed by Mr. Sumner M. Redstone and Viacom International Inc. (the "Company").

The Company has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. All of its common stock is held by Viacom Inc., a Delaware corporation ("Viacom"), which also has its principal executive offices at 1515 Broadway, New York, New York 10036. As of April 30, 1997, approximately 67.4% of the Class A Common Stock, par value \$.01 per share, of Viacom and approximately 18.43% of the Class B Common Stock, par value \$.01 per share, of Viacom was owned by National Amusements, Inc., a Maryland corporation ("NAI").

NAI has its principal offices at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, United Kingdom and South America, and holding the common stock of Viacom. Mr. Sumner M. Redstone may be deemed to be a beneficial owner of 75% of the issued and outstanding shares of capital stock of NAI.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman, President and Chief Executive Officer of NAI; Chairman and Chief Executive Officer of Viacom; and President and Chief Executive Officer of the Company.

The directors and executive officers of the Company, Viacom and NAI are set forth on Schedules I, II and III, respectively, attached hereto. Each of Schedules I, II and III sets forth the following information with respect to each such person:

- (i) name;
- (ii) business address (or residence address)
- (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

All of the directors and executive officers of the Company, Viacom and NAI are citizens of the United States.

During the last five years, neither of the Reporting Persons nor any person listed on Schedules I, II and III have been convicted in a criminal proceeding or were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining

future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The Ordinary Shares were acquired by the Reporting Persons as a result of the merger (the "Merger") on May 8, 1997 of StarSight Telecast, Inc., a California corporation ("StarSight"), with a subsidiary of the Issuer, on the basis of .6062 Ordinary Shares for each share of Common Stock of StarSight owned as of April 8, 1997 (the "Record Date").

Item 4. Purpose of Transaction.

Pursuant to the Merger, the Reporting Persons received .6062 Ordinary Shares for each share of Common Stock of StarSight beneficially owned by the Reporting Persons as of the Record Date. In connection with the Merger, certain predecessors-in-interest of the Reporting Persons executed the affiliate letters described in Item 6 hereof. The Company also has beneficial ownership of 60,114 Ordinary Shares underlying options held by former Directors of StarSight representing the Company, which options are currently exercisable and expire 90 days after the Merger. Although the Reporting Persons may, subject to the provisions of the affiliate letters referred to above, at any time and from time to time, purchase or sell Ordinary Shares in public or private transactions, including exercise of the options described in this Item 4, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The Company beneficially owns 3,454,827 Ordinary Shares, which represent approximately 7.37% of the issued and outstanding Ordinary Shares (based on the number of shares of Common Stock of StarSight that were reported by StarSight to be issued and outstanding as of the Record Date and the number of Ordinary Shares of the Issuer that were reported by the Issuer to issued and outstanding as of the Record Date). Such shares consist of:

- (i) 2,713,238 Ordinary Shares held directly by the Company over which the Company has voting and dispositive power;
- (ii) 681,475 shares of Common Stock held by Virgin Interactive Entertainment Inc., a Delaware corporation ("Virgin"). All of the issued and outstanding shares of Virgin Interactive Entertainment Inc. are owned by Virgin Interactive Entertainment (Investment) Ltd., a United Kingdom corporation, which in turn is wholly owned by Virgin Interactive Entertainment (Holdings) Ltd., a United Kingdom corporation. The issued and outstanding shares of Virgin Interactive Entertainment (Holdings) Ltd. are owned approximately 90% by Virgin Interactive Entertainment Ltd., a United Kingdom corporation, and approximately 10% by the Company. Virgin Interactive Entertainment Ltd. is wholly owned by Spelling Entertainment Group Inc., a Delaware corporation. SEGI Holding Corp., a Delaware corporation, beneficially owns approximately

76% of Spelling Entertainment Group Inc. and is a wholly owned subsidiary of Blockbuster Pictures Holding Corporation, a Delaware corporation, which in turn is a wholly owned subsidiary of the Company.

- (iii) 60,114 shares of Common Stock subject to options exercisable within 60 days of the date of this Amendment to the 13D Statement which are held by former directors of StarSight for the benefit of the Company. These options do not entitle the Company to vote on any matter submitted to a vote of Issuer's shareholders.

Viacom, as the sole shareholder of the Company, may be deemed the beneficial owner of all of the shares of Common Stock described in clauses (i) through (iii) of this Item 5.

NAI, as the controlling shareholder of Viacom, may be deemed the beneficial owner of all of the shares of Common Stock described in clauses (i) through (iv) of this Item 5.

Sumner M. Redstone, as the controlling stockholder of NAI, may be deemed the beneficial owner of all of the shares of Common Stock described in clauses (i) through (iv) of this Item 5. Sumner M. Redstone also owns 22,126 shares of Common Stock directly. The aggregate beneficial ownership of Sumner M. Redstone is approximately 7.42%.

Ordinary Shares owned by executive officers and directors of the persons described in Item 2 (other than Sumner M. Redstone) are disclosed on Schedule IV attached hereto.

Item 6. Contracts, Arrangements, Understandings or Relationships
With Respect to Securities of the Issuer.

In connection with the Merger, certain predecessors-in-interest of the Reporting Persons executed the affiliate letters filed as Exhibits 99.1 and 99.2 hereto.

Item 7. Material to Be Filed as Exhibits.

- 99.1 Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and PVI Transmission Inc. (predecessor-in-interest to Viacom International Inc.)
- 99.2 Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and Spelling Entertainment Inc. (predecessor-in-interest to Virgin Interactive Entertainment Inc.)

Signatures

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

May 19, 1997

Viacom International Inc.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President
and Deputy General
Counsel

/s/ Sumner M. Redstone

Sumner M. Redstone, Individually

Schedule I
Viacom International Inc.
Executive Officers

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name and Address of Corporation or Other Organization in Which Employed ----- |
|---------------------|--|--|---|
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc. and Chief Executive Officer of Viacom International Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Vaughn A. Clarke | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Treasurer of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Philippe P. Dauman* | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Thomas E. Dooley | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |

*Also a Director

Schedule II
(Continued)

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in Which Employed |
|-----------------------|--|---|---|
| Carl D. Folta | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Michael D. Fricklas* | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Controller and Chief Accounting Officer of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Development of Viacom Inc. and Sr. VP of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| William A. Roskin | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| George S. Smith, Jr.* | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Mark M. Weinstein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Government Affairs of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |

*Also a Director

Schedule II
 Viacom Inc.
 Executive Officers

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name and Address of Corporation or Other Organization in Which Employed ----- |
|---------------------|--|--|---|
| Sumner M. Redstone* | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Viacom; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Vaughn A. Clarke | Viacom Inc. 1515 Broadway New York, NY 10016 | Sr. VP, Treasurer of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Philippe P. Dauman* | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Thomas E. Dooley* | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |

 *Also a Director

Schedule II
(Continued)

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in Which Employed |
|----------------------|--|--|--|
| Carl D. Folta | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Relations of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Controller and Chief Accounting Officer of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Development of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| William A. Roskin | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Human Resources and Administration of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| George S. Smith, Jr. | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Chief Financial Officer of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Mark M. Weinstein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Government Affairs of Viacom | Viacom International Inc. 1515 Broadway New York, NY 10036 |

Schedule II
(Continued)

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in Which Employed |
|---------------------|--|---|--|
| Directors | | | |
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & Abrams 60 State Street Boston, MA 02109 |
| Ken Miller | Credit Suisse First Boston Corporation 11 Madison Avenue New York, NY 10010 | Vice Chairman of Credit Suisse First Boston Corporation | Credit Suisse First Boston Corporation 11 Madison Avenue New York, NY 10010 |
| Brent D. Redstone | 31270 Eagle Crest Lane Evergreen, CO 80439 (Residence) | Self-Employed | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Shari Redstone | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Executive Vice President of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Frederic V. Salerno | NYNEX Corporation 335 Madison Avenue New York, NY 10033 | Vice Chairman and Chief Financial Officer of NYNEX | NYNEX Corporation 335 Madison Avenue New York, NY 10033 |
| William Schwartz | Yeshiva University 2495 Amsterdam Avenue New York, NY 10033 | VP for Academic Affairs (chief academic officer) of Yeshiva University | Yeshiva University 2495 Amsterdam Avenue New York, NY 10033 |
| Ivan Seidenberg | NYNEX Corporation 335 Madison Avenue New York, NY 10017 | Chairman of the Board and Chief Executive Officer of NYNEX | NYNEX Corporation 335 Madison Avenue New York, NY 10017 |

Schedule III
National Amusements, Inc.
Executive Officers

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in Which Employed |
|---------------------|--|---|--|
| Sumner M. Redstone* | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board, Chief Executive Officer of Viacom Inc., Chairman of the Board, President President, and Chief Executive Officer of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Shari Redstone* | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Executive Vice President of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Jerome Magner | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Vice President and Treasurer of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| DIRECTORS | | | |
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & Abrams 60 State Street Boston, MA 02109 |
| David Andelman | Lourie and Cutler 60 State Street Boston, MA 02109 | Attorney | Lourie and Cutler 60 State Street Boston, MA 02109 |
| Philippe P. Dauman | Viacom International Inc. 1515 Broadway New York, NY 10036 | Deputy Chairman, Executive Vice President, General Counsel and Chief Administrative Officer of Viacom Inc. | Viacom Inc. 1515 Broadway New York, NY 10036 |
| Martin Davis | Wellspring Associates Inc. 620 Fifth Avenue New York, NY 10020 | President of Wellspring Associates Inc. | Wellspring Associates Inc. 620 Fifth Avenue New York, NY 10020 |

*Also a Director

Schedule III
Continued

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in Which Employed |
|-------------------|---|--|--|
| ----- | ----- | ----- | ----- |
| Brent D. Redstone | c/o Showtime Networks Inc. 8101 E. Prentice Avenue Suite 704 Engelwood, CO 80111 | Director of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Phyllis Redstone | 98 Baldpate Hill Road Newton Centre, MA 02159 (Residence) | None | N/A |

*Also a Director

Schedule IV

Ordinary Shares of the Issuer
held by Executive Officers and
Directors of the Reporting Person

| | |
|-----------------------|-------|
| George S. Abrams | 1,030 |
| Thomas E. Dooley | 4,384 |
| William A. Roskin | 2,828 |
| *George S. Smith, Jr. | 4,748 |

*Also a Director of the Issuer

EXHIBIT INDEX

| Exhibit No. | Description | Page No. |
|-------------|--|----------|
| ----- | ----- | ----- |
| 99.1 | Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and PVI Transmission Inc. (predecessor-in-interest to Viacom International Inc.) | |
| 99.2 | Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and Spelling Entertainment Inc. (predecessor-in-interest to Virgin Interactive Entertainment Inc.) | |

Gemstar International Group Limited
135 North Los Robles Avenue - Suite 800
Pasadena, California 91101

Ladies and Gentlemen:

I have been advised that as of the date of this letter I may be deemed to be an "affiliate" of StarSight Telecast, Inc., a California corporation (the "Company"), as the term "affiliate" is (i) defined within the meaning of Rule 145 of the rules and regulations (the "Rules and Regulations") of the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), and/or (ii) used in and for purposes of Accounting Series Releases 130 and 135, as amended, of the Commission. Pursuant to the terms of the Agreement and Plan of Merger dated as of December 23, 1996 (the "Agreement"), among Gemstar International Group Limited, a British Virgin Islands corporation ("Parent"), G/S Acquisition Subsidiary, a California corporation ("Sub"), and the Company, Sub will be merged with and into the Company (the "Merger").

In connection with the Merger, I am entitled to receive ordinary shares, par value \$.01 per share, of Parent (the "Parent Shares") in exchange for shares (or options or warrants for shares) owned by me of capital stock of the Company (the "Company Shares").

I represent, warrant and covenant to Parent that in the event I receive any Parent Shares as a result of the Merger:

- (a) I shall not make any sale, transfer or other disposition of the Parent Shares in violation of the Act or the Rules and Regulations.
- (b) I have carefully read this letter and the Agreement and discussed the requirements of such documents and other applicable limitations upon my ability to sell, transfer or otherwise dispose of Parent Shares, to the extent I felt necessary, with my counsel or counsel for the Company.
- (c) I have been advised that the issuance of Parent Shares to me pursuant to the Merger will be registered with the Commission under the Act on a Registration Statement on Form F-4. However, because I have been advised that, at the time the Merger is submitted for a vote of the shareholders of the Company (a) I may be deemed to be an affiliate of the Company and (b) other than as set forth in the Agreement, the distribution by me of the Parent Shares has not been registered under the Act, I will not sell, transfer or otherwise dispose of Parent Shares issued to me in the Merger unless (i) such sale, transfer or other disposition is effected in compliance with the applicable requirements of Rule 145 promulgated by the Commission under the Act, (ii) such sale, transfer or other disposition has been made pursuant to an effective registration statement under the Act or (iii) in the

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opinion of counsel reasonably acceptable to Parent or as described in a "no-action" or interpretive letter from the staff of the Commission, such sale, transfer or other disposition is otherwise exempt from registration under the Act.

- (d) I understand that Parent, except as provided by contractual arrangement existing on the date hereof, is under no obligation, to register the sale, transfer or other disposition of the Parent Shares by me or on my behalf under the Act or, except as set forth in the following paragraph, to take any other action necessary in order to make compliance with an exemption from such registration available solely as a result of the Merger.

From and after the Effective Time of the Merger and for so long as is necessary in order to permit me to sell the Parent shares held by me pursuant to Rule 145 and, to the extent applicable, Rule 144 under the Securities Act, Parent will file on a timely basis all reports required to be filed by it pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, as the same shall be in effect at the time, referred to in paragraph (c) of Rule 144 under the Securities Act, in order to permit me to sell, transfer or otherwise dispose of the

Parent Shares held by me pursuant to the terms and conditions of Rule 145 and the applicable provisions of Rule 144.

- (e) I also understand that there will be placed on the certificates for the Parent Shares issued to me, or any substitutions therefor, a legend stating in substance:

THE SHARES REPRESENTED BY THIS CERTIFICATE WERE ISSUED IN A TRANSACTION TO WHICH RULE 145 PROMULGATED UNDER THE SECURITIES ACT OF 1933 APPLIES. THE SHARES REPRESENTED BY THIS CERTIFICATE MAY ONLY BE TRANSFERRED IN ACCORDANCE WITH THE TERMS OF AN AGREEMENT DATED DECEMBER 23, 1996 BETWEEN THE REGISTERED HOLDER HEREOF AND GEMSTAR INTERNATIONAL GROUP LIMITED A COPY OF WHICH AGREEMENT IS ON FILE AT THE PRINCIPAL OFFICES OF GEMSTAR INTERNATIONAL GROUP LIMITED.

- (f) I also understand that unless a sale or transfer is made in conformity with the provisions of Rule 145 or Rule 144, or pursuant to a registration statement, Parent reserves the right to put the following legend on the certificates issued to my transferee:

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AND WERE ACQUIRED FROM A PERSON WHO RECEIVED SUCH SHARES IN A TRANSACTION TO WHICH RULE 145 PROMULGATED UNDER THE SECURITIES ACT OF 1933 APPLIES. THE SHARES HAVE BEEN ACQUIRED BY THE HOLDER NOT WITH A VIEW TO, OR FOR RESALE IN CONNECTION WITH, ANY DISTRIBUTION THEREOF WITHIN THE MEANING OF THE SECURITIES ACT OF 1933 AND MAY NOT BE SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN ACCORDANCE WITH AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933.

It is understood and agreed that the legends set forth in paragraphs (e) and (f) above shall be removed by delivery of substitute certificates without such legend if the undersigned shall have delivered to Parent a copy of a letter

from the staff of the Commission, or an opinion of counsel reasonably satisfactory to Parent in form and substance reasonably satisfactory to Parent, to the effect that such legend is not required for purposes of the Act.

In connection with the proposed Merger, I wish to inform you that I do not have any present commitment, plan or intention to sell (or engage in a risk-reducing or other arrangement which would be treated as a sale for federal income tax purposes), transfer or otherwise dispose of any of my Company Shares prior to and in contemplation of the Merger or any of the Parent Shares I will receive in the Merger. I further agree that I will not offer to sell, sell or otherwise dispose of any of the Parent Shares in violation of the Act or offer to sell, sell or otherwise dispose of any of my Company Shares (other than through conversion to Parent's Shares in the Merger) or any of the Parent Shares received by me in the Merger until such time as financial results covering at least 30 days of post-merger combined operations have been published, whether by issuance of a quarterly earnings report on Form 10-Q or Form 6-K, or other applicable form, or other public issuance (such as a press release) which includes such information. Notwithstanding the foregoing, I understand that I will not be prohibited from selling up to 10% of the shares I hold at the time of the Merger during the aforementioned period if the requirements of Rule 145 are complied with.

If the Merger Agreement were to be terminated prior to the Effective Time in accordance with its terms, this letter Agreement and my obligations hereunder will also terminate concurrently with the termination of the Merger Agreement.

Execution of this letter should not be considered an admission on my part that I am an "affiliate" of the Company as described in the first paragraph of this letter, or as a waiver of any rights I may have to object to any claim that I am such an affiliate on or after the date of this letter.

Very truly yours,

PVI TRANSMISSION INC.

/s/ Edward Schor, Vice President

Accepted this 23rd day of
December 1996, by

GEMSTAR INTERNATIONAL GROUP, LTD.

By: /s/ Larry Goldberg

Name: Larry Goldberg
Title: Secretary

Gemstar International Group Limited
135 North Los Robles Avenue - Suite 800
Pasadena, California 91101

Ladies and Gentlemen:

I have been advised that as of the date of this letter I may be deemed to be an "affiliate" of StarSight Telecast, Inc., a California corporation (the "Company"), as the term "affiliate" is (i) defined within the meaning of Rule 145 of the rules and regulations (the "Rules and Regulations") of the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), and/or (ii) used in and for purposes of Accounting Series Releases 130 and 135, as amended, of the Commission. Pursuant to the terms of the Agreement and Plan of Merger dated as of December 23, 1996 (the "Agreement"), among Gemstar International Group Limited, a British Virgin Islands corporation ("Parent"), G/S Acquisition Subsidiary, a California corporation ("Sub"), and the Company, Sub will be merged with and into the Company (the "Merger").

In connection with the Merger, I am entitled to receive ordinary shares, par value \$.01 per share, of Parent (the "Parent Shares") in exchange for shares (or options or warrants for shares) owned by me of capital stock of the Company (the "Company Shares").

I represent, warrant and covenant to Parent that in the event I receive any Parent Shares as a result of the Merger:

- (a) I shall not make any sale, transfer or other disposition of the Parent Shares in violation of the Act or the Rules and Regulations.
- (b) I have carefully read this letter and the Agreement and discussed the requirements of such documents and other applicable limitations upon my ability to sell, transfer or otherwise dispose of Parent Shares, to the extent I felt necessary, with my counsel or counsel for the Company.
- (c) I have been advised that the issuance of Parent Shares to me pursuant to the Merger will be registered with the Commission under the Act on a Registration Statement on Form F-4. However, because I have been advised that, at the time the Merger is submitted for a vote of the shareholders of the Company (a) I may be deemed to be an affiliate of the Company and (b) other than as set forth in the Agreement, the distribution by me of the Parent Shares has not been registered under the Act, I will not sell, transfer or otherwise dispose of Parent Shares issued to me in the Merger unless (i) such sale, transfer or other disposition is effected in compliance with the applicable requirements of Rule 145 promulgated by the Commission under the Act, (ii) such sale, transfer or other disposition has been made pursuant to an effective registration statement under the Act or (iii) in the opinion of counsel reasonably acceptable to Parent or as described in a "no-action" or interpretive letter from the staff of the Commission,

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such sale, transfer or other disposition is otherwise exempt from registration under the Act.

- (d) I understand that Parent, except as provided by contractual arrangement existing on the date hereof, is under no obligation, to register the sale, transfer or other disposition of the Parent Shares by me or on my behalf under the Act or, except as set forth in the following paragraph, to take any other action necessary in order to make compliance with an exemption from such registration available solely as a result of the Merger.

From and after the Effective Time of the Merger and for so long as is necessary in order to permit me to sell the Parent shares held by me pursuant to Rule 145 and, to the extent applicable, Rule 144 under the Securities Act, Parent will file on a timely basis all reports required to be filed by it pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, as the same shall be in effect at the time, referred to in paragraph (c) of Rule 144 under the Securities Act, in order to permit me to sell, transfer or otherwise dispose of the Parent Shares held by me pursuant to the terms and conditions of Rule 145 and the applicable provisions of Rule 144.

- (e) I also understand that there will be placed on the certificates for the Parent Shares issued to me, or any substitutions therefor, a legend stating in substance:

THE SHARES REPRESENTED BY THIS CERTIFICATE WERE ISSUED IN A TRANSACTION TO WHICH RULE 145 PROMULGATED UNDER THE SECURITIES ACT OF 1933 APPLIES. THE SHARES REPRESENTED BY THIS CERTIFICATE MAY ONLY BE TRANSFERRED IN ACCORDANCE WITH THE TERMS OF AN AGREEMENT DATED DECEMBER 23, 1996 BETWEEN THE REGISTERED HOLDER HEREOF AND GEMSTAR INTERNATIONAL GROUP LIMITED A COPY OF WHICH AGREEMENT IS ON FILE AT THE PRINCIPAL OFFICES OF GEMSTAR INTERNATIONAL GROUP LIMITED.

- (f) I also understand that unless a sale or transfer is made in conformity with the provisions of Rule 145 or Rule 144, or pursuant to a registration statement, Parent reserves the right to put the following legend on the certificates issued to my transferee:

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AND WERE ACQUIRED FROM A PERSON WHO RECEIVED SUCH SHARES IN A TRANSACTION TO WHICH RULE 145 PROMULGATED UNDER THE SECURITIES ACT OF 1933 APPLIES. THE SHARES HAVE BEEN ACQUIRED BY THE HOLDER NOT WITH A VIEW TO, OR FOR RESALE IN CONNECTION WITH, ANY DISTRIBUTION THEREOF WITHIN THE MEANING OF THE SECURITIES ACT OF 1933 AND MAY NOT BE SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN ACCORDANCE WITH AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933.

It is understood and agreed that the legends set forth in paragraphs (e) and (f) above shall be removed by delivery of substitute certificates without such legend if the undersigned shall have delivered to Parent a copy of a letter from the staff of the Commission, or an opinion of counsel reasonably

satisfactory to Parent in form and substance reasonably satisfactory to Parent, to the effect that such legend is not required for purposes of the Act.

In connection with the proposed Merger, I wish to inform you that I do not have any present commitment, plan or intention to sell (or engage in a risk-reducing or other arrangement which would be treated as a sale for federal income tax purposes), transfer or otherwise dispose of any of my Company Shares prior to and in contemplation of the Merger or any of the Parent Shares I will receive in the Merger. I further agree that I will not offer to sell, sell or otherwise dispose of any of the Parent Shares in violation of the Act or offer to sell, sell or otherwise dispose of any of my Company Shares (other than through conversion to Parent's Shares in the Merger) or any of the Parent Shares received by me in the Merger until such time as financial results covering at least 30 days of post-merger combined operations have been published, whether by issuance of a quarterly earnings report on Form 10-Q or Form 6-K, or other applicable form, or other public issuance (such as a press release) which includes such information. Notwithstanding the foregoing, I understand that I will not be prohibited from selling up to 10% of the shares I hold at the time of the Merger during the aforementioned period if the requirements of Rule 145 are complied with.

If the Merger Agreement were to be terminated prior to the Effective Time in accordance with its terms, this letter Agreement and my obligations hereunder will also terminate concurrently with the termination of the Merger Agreement.

Execution of this letter should not be considered an admission on my part that I am an "affiliate" of the Company as described in the first paragraph of this letter, or as a waiver of any rights I may have to object to any claim that I am such an affiliate on or after the date of this letter.

Very truly yours,

SPELLING ENTERTAINMENT INC.

/s/ William P. Clark

Accepted this 23rd day of
December 1996, by

GEMSTAR INTERNATIONAL GROUP, LTD.

By: /s/ Larry Goldberg

Name: Larry Goldberg
Title: Secretary