

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name :** **SJTU Sunway Software Industry Limited**

**Stock code (ordinary shares):** **8148**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 10 November 2004.

#### **A. General**

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 9 January 2004

Name of Sponsor(s) : Core Pacific – Yamaichi Capital Limited

Names of directors : *Executive Directors*  
Mr. SZE Wai, Marco  
Mr. CHU Chi Shing  
Mr. SHANG GUAN Bu Yan  
Mr. CHEN Si Gen  
Mr. WANG Hui Bo  
Mr. HE En Pei  
Mr. HE Zhan Tao  
Mr. CHEN Cheng Ping

#### *Independent non-executive Directors*

Mr. SONG Jing Sheng  
Mr. WANG Tian Ye  
Mr. HO Chen-yu

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company		<b>Number of Shares or attributable number of Shares held</b>	<b>Approximate percentage of shareholding or attributable percentage of shareholding</b>
	<b>Name</b>		
	Futart Industry Company Limited	64,355,828	32.18%
	Simplex Technology Investment (HongKong) Co. Limited	22,528,484	11.26%
	Hongkong Sunway Technology Development Limited	20,157,757	10.08%
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A		
Financial year end date	: 31 December		
Registered address	: Century Yard Cricket Square Hutchins Drive P.O. Box 2681 GT George Town Grand Cayman British West Indies		
Head office and principal place of business	: Room 601 No. 6, Zhong Guan Cun South Street Zhong Dian Information Building Hai Dian District Beijing 100086 PRC		
Web-site address (if applicable)	: www.sunv.com		
Share registrar	: Tengis Limited Ground Floor Bank of East Asia Harbour View Centre 56 Gloucester Road Wanchai Hong Kong		
Auditors	: KPMG <i>Certified Public Accountants</i> 8th Floor Prince's Building 10 Chater Road Central Hong Kong		

**B. Business activities**

The Group is principally engaged in the research, development and sale of four major lines of software products comprising translation software, information security software, internet application software and entertainment software targeting at enterprises and individual consumers in the PRC. Since its establishment in August 1998, the Group has successfully developed and launched various software titles with different versions and upgrades. Currently, the Group's translation software "Oriental Express" is being widely used by the market and highly acclaimed by various newspapers and magazines in the PRC. Leveraging on its expertise and resources in translation software development, the Group is also engaged in the provision of translation and information localisation services through a platform named "Lingoworld" over the internet. The Directors believe that the operation of "Lingoworld" not only broadens the Group's revenue base but also serves as an effective marketing channel to promote the Group's translation software.

**C. Ordinary shares**

Number of ordinary shares in issue : 200,000,000

Par value of ordinary shares in issue : HK\$0.01 per Share

Board lot size (in number of shares) : 10,000 Shares

Name of other stock exchange(s) on which:  
ordinary shares are also listed : N/A

**D. Warrants**

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A

No. of warrants outstanding : N/A

No. of shares falling  
to be issued upon the  
exercise of outstanding warrants : N/A

**E. Other securities**

N/A

## Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Mr. Sze Wai, Marco

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Mr. Shang Guan Bu Yan

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Mr. Chu Chi Shing

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Mr. Wang Hui Bo

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Mr. Chen Si Gen

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Mr. He Zhan Tao

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Mr. He En Pei

\_\_\_\_\_  
Mr. Song Jing Sheng

\_\_\_\_\_  
Mr. Chen Cheng Ping

\_\_\_\_\_  
Mr. Ho Chen-yu

\_\_\_\_\_  
Mr. Wang Tian Ye

## NOTES

- 1 *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.*