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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SJTU Sunway Software Industry Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SJTU SUNWAY SOFTWARE INDUSTRY LIMITED

交大銘泰軟件實業有限公司*

(incorporated in the Cayman Islands with limited liability)

(stock code: 8148)

DISCLOSEABLE TRANSACTION

This circular, for which the directors of SJTU Sunway Software Industry Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to SJTU Sunway Software Industry Limited. The directors of SJTU Sunway Software Industry Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven (7) days from the date of its posting.

* *for identification purpose only*

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Acquisition”	the acquisition by Besto of (i) 100% interests in Mighty Wish; or (ii) 100% interests in both the Translation Company and Mighty Wish, if the Reorganisation is not implemented, pursuant to the Equity Transfer Agreement
“Besto”	Besto Investment Limited, a company incorporated in the BVI with limited liability, a wholly owned subsidiary of the Company
“BVI”	the British Virgin Islands
“Company”	SJTU Sunway Software Industry Limited (交大銘泰軟件實業有限公司*), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Completion”	completion of the Equity Transfer Agreement
“Consideration Shares”	such number of new Shares to be issued by the Company to Mr. Yu pursuant to the Equity Transfer Agreement at an issue price per Consideration Share of HK0.394, being the average closing price of the Shares for the five trading days before the date of the Equity Transfer Agreement
“Directors”	the directors of the Company
“Equity Transfer Agreement”	the equity transfer agreement dated 30 March 2005 entered into between Mr. Yu, Besto, the Company and Mighty Wish in relation to the Acquisition
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Third Party”	a party who is independent from and not connected with the directors, chief executive, management shareholders, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (within the meaning of the GEM Listing Rules)
“Latest Practicable Date”	20 April 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Mighty Wish”	Mighty Wish Services Limited, a company incorporated in the BVI with limited liability and wholly owned by Mr. Yu
“Mr. Yu”	Mr. Yu Xindong, an Independent Third Party, the vendor named in the Equity Transfer Agreement
“PRC”	the People’s Republic of China
“PRC GAAP”	the generally accepted accounting principles in the PRC
“Reorganisation”	the acquisition of 100% interests in the Translation Company by Mighty Wish whereby the Translation Company will become a wholly foreign owned enterprise owned by Mighty Wish
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Share(s)”	share(s) of HK\$0.01 each of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Translation Company”	上海瑞津翻譯有限公司 (Shanghai Ruijin Translation Company Limited), a limited liability company established in the PRC and owned as to 95% by Mr. Yu and the remaining 5% by an Independent Third Party
“%”	per cent.

In this circular, for purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.06 to HK\$1.00. Such exchange rate has been used, where applicable, for purposes of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

LETTER FROM THE BOARD



SJTU SUNWAY SOFTWARE INDUSTRY LIMITED

交大銘泰軟件實業有限公司*

(incorporated in the Cayman Islands with limited liability)

(stock code: 8148)

Executive Directors:

Sze Wai, Marco (*Chairman*)

Chu Chi Shing

He En Pei

He Zhan Tao

Chen Si Gen

Wang Hui Bo

Shang Guan Bu Yan

Registered address:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town

Grand Cayman

British West Indies

Independent non-executive Directors:

Song Jing Sheng

Wang Tian Ye

Ho Chen-yu

Principal place of business

in Hong Kong:

Units 2003 and 2005

20th Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

22 April 2005

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

INTRODUCTION

On 1 April 2005, the Directors announced that on 30 March 2005, Mr. Yu, Besto, the Company and Mighty Wish entered into the Equity Transfer Agreement pursuant to which Mr. Yu has agreed to sell, and Besto has agreed to purchase (i) 100% interests in Mighty Wish; or (ii) 100% interests in both the Translation Company and Mighty Wish, if the Reorganisation is not implemented, at a consideration of HK\$19,500,000 (subject to adjustment as referred to below). As at the date of the Equity Transfer Agreement, Mighty Wish is wholly owned by Mr. Yu and the Translation Company is owned as to 95% by Mr. Yu and 5% by an Independent Third Party.

* *for identification purpose only*

LETTER FROM THE BOARD

Since the applicable percentage ratio is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company.

The purpose of this circular is to give you further information regarding the Equity Transfer Agreement and other information of the Group.

EQUITY TRANSFER AGREEMENT

Date : 30 March 2005

Parties : (a) Mr. Yu (as vendor);

(b) Besto (as purchaser), an investment holding company incorporated in the BVI and wholly owned by the Company;

(c) the Company; and

(d) Mighty Wish, a limited liability company incorporated in the BVI and wholly owned by Mr. Yu. It is intended that Mighty Wish will be an investment holding company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Mr. Yu (also being the sole owner of Mighty Wish) an Independent Third Party not connected with the directors, chief executive, management shareholders or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the GEM Listing Rules).

Subject matter of the Equity Transfer Agreement : (i) 100% of the equity interests of Mighty Wish which is beneficially owned by Mr. Yu; or

(ii) if the Reorganisation is not implemented, 100% of the equity interests of both the Translation Company and Mighty Wish.

Completion : Completion will take place on the 10th business day (excluding Saturday) after the fulfilment of the last condition (other than Condition (4)) set out in the paragraph headed "Conditions precedent" below.

Consideration

The consideration of HK\$19,500,000 (subject to adjustment as referred to below) was determined after arm's length negotiation among Mr. Yu, Besto, the Company and Mighty

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Wish on normal commercial terms and taking into account various factors, including the potential revenue contribution of the Translation Company to the Group, the growth prospects of the Translation Company and earnings potential and synergy opportunity with the Group.

After considering the above factors, the Directors (including the independent non-executive Directors) were of the view that the terms of the Equity Transfer Agreement were normal commercial terms and were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The consideration shall be paid in the following manner:

- (1) HK\$2,000,000 (the “Deposit”) in cash shall be paid by Besto upon the execution of the Equity Transfer Agreement;
- (2) HK\$10,500,000 in cash shall be paid by Besto on the date of Completion; and
- (3) the remaining balance (after adjustment as referred to below as may be necessary) shall be paid by the Company by issuing the Consideration Shares.

Adjustment to consideration and the Consideration Shares:

Where the audited net profits (under the PRC GAAP) of the Translation Company for the period from 1 April 2005 to 31 March 2006 amount to RMB2,800,000 (equivalent to approximately HK\$2,642,000), the Company shall issue the Consideration Shares which, in aggregate, represent a monetary value of HK\$7,000,000 to Mr. Yu within 10 business days (excluding Saturday) after the issuance of the relevant audited financial statements of the Translation Company. Under such circumstances, 17,766,497 Consideration Shares in aggregate will be allotted and issued to Mr. Yu.

The amount of RMB2,800,000 was arrived at arm’s length negotiation between Mr. Yu and the Group taking into account various factors including the business prospects and the market conditions of information localisation industry. The Group has also considered the commercial contract with a reputable international corporation for information localisation services recently obtained by the Translation Company.

If the audited net profits of the Translation Company for the period from 1 April 2005 to 31 March 2006 (which are expected to be issued within three months after 31 March 2006) is less than RMB2,800,000 (equivalent to approximately HK\$2,642,000), the consideration shall be adjusted as follows:

Adjusted consideration = Original consideration (HK\$19,500,000) –
[(HK\$2,641,510 (equivalent to RMB2,800,000) –
audited net profits of the Translation Company for
the period from 1 April 2005 to 31 March 2006) X 4]

The above adjustment mechanism was arrived after arm’s length negotiation between Mr. Yu and the Group taking into account the growth prospect of the translation industry in the PRC.

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If the adjusted consideration is more than HK\$12,500,000, the Company shall issue the Consideration Shares to Mr. Yu as follows:

Number of Consideration Shares to be issued = $\frac{(\text{Adjusted consideration} - \text{HK\$12,500,000})}{\text{HK0.394}}$

Where the adjusted consideration is equal to or less than HK\$12,500,000, the Group is not required to pay further amount or allot and issue any Consideration Shares to Mr. Yu.

The issue price of the Consideration Shares of HK\$0.394 represents:

- (a) the average closing price of the Shares for the five trading days before the date of the Equity Transfer Agreement; and
- (b) a discount of approximately 0.2% of the closing price of HK\$0.395 of the Shares as at the date of the Equity Transfer Agreement.

The Consideration Shares will be allotted and issued pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 5 May 2004. The Directors were authorised to issue new Shares up to 40,000,000 Shares under such mandate and the Company has not allotted and issued any new Shares pursuant to such mandate prior to the entering of the Equity Transfer Agreement. As at the Latest Practicable Date, the authorised share capital of the Company was HK\$40,000,000 comprising 4,000,000,000 Shares of which 200,000,000 Shares have been allotted and issued.

The Directors confirmed that there would not be any change in control of the Company as a result of the issue and allotment of the Consideration Shares, if any.

An application will be made to the GEM Listing Committee of the Stock Exchange by the Company for the listing of and permission to deal in the Consideration Shares.

Conditions precedent

The conditions precedent to which the Equity Transfer Agreement is subject are:

- (1) the listing of, and permission to deal in, the Consideration Shares having been approved by the GEM Listing Committee of the Stock Exchange;
- (2) the relevant approvals, agreements or waivers in relation to the Acquisition and other related transactions having been obtained, including the approvals from the competent PRC government authority for the Reorganisation and the Acquisition (if necessary);
- (3) in the reasonable opinion of Besto and the Company that the Translation Company has been reorganised as a wholly owned subsidiary of Mighty Wish or, with prior written consent of Besto, Besto under the PRC laws and regulations; that the Translation Company has been legally and validly converted into a wholly foreign

LETTER FROM THE BOARD

owned enterprise; that the then registered capital of the Translation Company is not less than RMB100,000 (equivalent to approximately HK\$94,340) and that all necessary approvals from the relevant authorities having been obtained;

- (4) on or before the Completion, Mr. Yu not having breached any of the warranties and representations contained in the Equity Transfer Agreement; and
- (5) within five business days of the fulfillment of condition (3) above, Besto and the Company not having been aware of any material breaches of the warranties and representations on the part of Mr. Yu contained in the Equity Transfer Agreement.

Condition (3) above shall be fulfilled or caused to be fulfilled by Mr. Yu and Mighty Wish at their own cost within 90 days after the execution of the Equity Transfer Agreement.

The Equity Transfer Agreement shall be terminated forthwith in the event that (i) condition (3) above is not fulfilled within 90 days after the execution of the Equity Transfer Agreement; or (ii) within five business days (excluding Saturday) after the fulfillment of condition (3), condition (5) above is not satisfied or otherwise waived by Besto and the Company. In such circumstances, Mr. Yu shall return the entire amount of the Deposit (without interest) to Besto.

INFORMATION ON MIGHTY WISH AND THE TRANSLATION COMPANY

Mighty Wish is a limited liability company incorporated in the BVI on 18 December 2003. Mighty Wish is wholly and beneficially owned by Mr. Yu. Save for entering into the Equity Transfer Agreement, Mighty Wish has not carried on any business since its incorporation.

The Translation Company is a limited liability company established in the PRC on 11 April 2003 with a registered capital of RMB100,000 (equivalent to approximately HK\$94,340). Prior to the completion of the Equity Transfer Agreement, the Translation Company is owned as to 95% by Mr. Yu and the remaining 5% by an individual who is an Independent Third Party. The Translation Company is principally engaged in the business of information localisation in the PRC.

The unaudited net losses of the Translation Company (under the PRC GAAP) for the two years ended 31 December 2004 were as follows:

	For the year ended 31 December 2003	For the year ended 31 December 2004
Net loss (before taxation and extraordinary items)	RMB38,397	RMB26,833
Net loss (after taxation and extraordinary items)	RMB38,397	RMB26,833

LETTER FROM THE BOARD

As at 31 December 2003 and 2004, the unaudited net asset value of the Translation Company (under the PRC GAAP) were approximately RMB61,603 and RMB34,770 respectively. The original consideration of HK\$19,500,000 represents a premium of approximately 593 times of the unaudited net asset value of the Translation Company as at 31 December 2004. The Directors have considered the growth prospects and earnings potential of the Translation Company, and in particular, the commercial contract with a reputable international corporation for information localisation services recently obtained by the Translation Company when arriving the consideration with the Vendor.

After the Completion, the Company will consolidate 100% of the financial results of each of the Translation Company and Mighty Wish with the Group's financial results.

REASONS FOR THE ACQUISITION

The Group is principally engaged in the business of information localisation including the provision of translation services with the aid of translation software developed by the Group, serving a wide array of industries, including automobile, information technology, energy, machinery and construction in the PRC.

The Directors believe that the Group can expand its information localisation business through the Acquisition. The Directors also believe that the Acquisition will bring synergetic effects to the Group's business and therefore further strengthening the Group's business in this area.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Equity Transfer Agreement are normal commercial terms and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

DISCLOSEABLE TRANSACTION

Since the applicable percentage ratio is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendix to this circular.

By order of the board of Directors
Sze Wai, Marco
Chairman

1. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

- (a) As at the Latest Practicable Date, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO), or are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or are required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

Name of Directors	Nature of interest	Number and class of securities (note 1)
He En Pei	Beneficial interest	1,770,000 Shares (L) (note 2)
He Zhan Tao	Beneficial interest	250,000 Shares (L) (note 2)

Notes:

1. The letter "L" represents the interests in the share and underlying shares of the Company.
 2. These Shares represent the respective number of Shares which would be allotted and issued upon exercise in full of the options granted to each of He En Pei and He Zhan Tao under the share option scheme of the Company.
- (b) Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company has any interest in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO), or are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or are required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors to be notified to the Company and the Stock Exchange.

2. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS IN THE COMPANY

(a) Substantial shareholders

As at the Latest Practicable Date, so far as is known to the Directors, the following persons, other than a Director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Name of shareholder	Nature of interest	Number of shares (Note 1)	Approximate percentage of shareholding
Futart Industry Company Limited ("Futart")	Beneficial owner	64,355,828 (L)	32.18%
Start Technology Company Limited ("Start Technology")	Interest of a controlled corporation (note 2)	64,355,828 (L)	32.18%
Simplex Technology Investment (Hong Kong) Co. Limited ("Simplex")	Beneficial owner	24,528,484 (L)	12.26%
Shanghai Jiaoda Industrial Investment Management (Group) Limited ("Jiaoda Industrial Group")	Interest of a controlled corporation (note 3)	24,528,484 (L) (note 4)	12.26%
Shanghai Jiao Tong University	Interest of a controlled corporation (note 3)	24,528,484 (L) (note 4)	12.26%
Hongkong Sunway Technology Development Limited ("HK Sunway")	Beneficial owner	20,157,757 (L)	10.08%

Notes:

1. The letter "L" denotes the entity's interests in the Shares.
2. The interest in the Shares is held through Futart, the entire issued share capital of which was beneficially owned by Start Technology, a company whose shares are listed on the Main Board of the Stock Exchange. The issued share capital of Start Technology was owned as to approximately 25.05% by Leading Value Industrial Limited which is in turn owned as to 100% by Mr. Sze Wai, Marco, an executive Director.
3. The interest in the Shares is held through, Simplex, the entire issued share capital of which was beneficially owned by Jiaoda Industrial Group. The registered capital of Jiaoda Industrial Group is owned as to 96.735% by Shanghai Jiao Tong University and 3.265% by Shanghai Jiaoda Enterprise Management Centre (上海交大企業管理中心), an entity wholly owned by Shanghai Jiao Tong University.
4. 2,000,000 Shares out of these 24,528,484 Shares are the Shares which would be allotted and issued upon exercise in full of the options granted to Simplex under the share option scheme of the Company.

(b) Other persons whose interests are recorded in the register required to be kept under the provisions of Divisions 2 and 3 of Part XV of the SFO

As at the Latest Practicable Date, save for the entities disclosed in subparagraph (a) above, the following entities/person, so far as is known to the Directors, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of shareholder	Nature of interest	Number of shares (Note 1)	Approximate percentage of shareholding
Dignet Investment Limited ("Dignet")	Beneficial owner	14,653,812 (L)	7.33%
Optipure Industries Limited ("Optipure")	Interest of a controlled corporation (Note 2)	14,653,812 (L)	7.33%
Mr. Ko Wing Leung, Stephen ("Mr. Ko")	Interest of controlled corporations (Note 2)	14,653,812 (L)	7.33%

Notes:

1. The letter "L" denotes the entity's interests in the Shares.
2. The interests in the Shares were held through Dignet, the entire issued share capital of which was beneficially owned by Optipure, which was in turn beneficially owned by Mr. Ko.

- (c) Save as disclosed in this circular, so far as is known to the Directors, there is no other person who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, had a direct or indirect interests amounting to 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

3. LITIGATION

Two writ of summons were filed against the Company for damages in relation to breaches of agreements and defamation arising from the termination of an acquisition of a company. After seeking legal advice, the Directors are of the opinion that the alleged claims are unjustifiable and will take vigorous actions to defend the cases.

Save as disclosed above, as at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

4. DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 1 November 2003, and is automatically renewable for successive terms of one year upon expiry of the then current term, until terminated by not less than three months' notice in writing served by either party.

Save as disclosed above, none of the Directors has entered into any service agreements with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

5. COMPETING BUSINESS

None of the Directors and management shareholders of the Company has any interests in any business which competes or may compete with the business in which the Group is engaged.

6. COMPLIANCE ADVISER'S INTEREST

Pursuant to the agreement dated 31 December 2003 entered into between the Company and Core Pacific – Yamaichi Capital limited ("CPY Capital"), CPY Capital acts as the Company's compliance adviser for a period commencing from 9 January 2004 to 31 December 2006 and CPY Capital will receive fees for acting as the Company's compliance adviser.

As at the Latest Practicable Date, as notified and updated by CPY Capital pursuant to Rule 6.35 of the GEM Listing Rules, CPY Capital, its directors, employees or associates, did not have any interest in the share capital of the Company or any of its subsidiaries, or any right to subscribe for or to nominate persons to subscribe for the share capital of the Company or any of its subsidiaries.

7. MISCELLANEOUS

- (a) The registered office of the Company is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies.
- (b) The principal place of business of the Company in Hong Kong is at Units 2003 and 2005, 20th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.
- (c) The Hong Kong share registrar and transfer office of the Company is Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.
- (d) The company secretary and qualified accountant of the Company is Mr. Ho Shu Pui, an associate member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Company Secretaries.
- (e) The compliance officer of the Company is Mr. Chu Chi Shing.
- (f) The audit committee of the Company comprises the three independent non-executive Directors, Mr. Song Jin Sheng, Mr. Wang Tian Ye and Mr. Ho Chen-yu. Each of the independent non-executive Directors does not hold directorship in other companies listed on GEM, the Main Board operated by the Stock Exchange or other exchanges. The main responsibilities of the audit committee is to review the financial reporting process and internal control of the Company.
- (g) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.