

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.*



## **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)**

### **APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND AUDIT COMMITTEE MEMBERS**

The Board announces that Mr. Wang Bin and Mr. Xu Shi Hong have been appointed as independent non-executive directors and audit committee members of the Company and Mr. Song Jing Sheng has resigned as an independent non-executive director and audit committee member of the Company with effect from 13 June 2005.

Reference is made to the announcement of the Company dated 6 May 2005 in relation to the outstanding appointment of independent non-executive director and audit committee member of the Company.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the "Board") of directors (the "Directors") of SJTU Sunway Software Industry Limited (the "Company") announces that Mr. Wang Bin ("Mr. Wang") and Mr. Xu Shi Hong ("Mr. Xu") have been appointed as independent non-executive directors and audit committee members of the Company effective from 13 June 2005.

Mr. Wang, aged 37, holds a bachelor degree of Philosophy from Nankai University (南開大學) and a master degree of Investment Economics (投資經濟) from the Graduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生院). He has over 10 years of experience in security consultancy and brokerage businesses. Mr. Wang is currently the Vice President of China Chengxin Financial Consulting Co., Ltd (中誠信財務顧問有限公司) in the People's Republic of China ("PRC").

Mr. Xu, aged 43, holds a bachelor degree of economics, majoring in financial accounting from Beijing College of Economics\* (北京經濟學院) (now known as Capital University of Economics and Business (首都經貿大學)). He is an accountant conferred by the Ministry of Finance of the PRC in November 1993. Mr. Xu has over 20 years of experience in financial management and currently holds a financial management position in China Travel Services Head Office (中國旅行社總社) in the PRC.

\* For identification purposes only

Both Mr. Wang and Mr. Xu do not hold any directorship in other listed companies in the past three years. Other than being an independent non-executive director of the Company, each of Mr. Wang and Mr. Xu does not hold any position in the Company or any subsidiary of the Company.

There is no service contract entered into between each of Mr. Wang and Mr. Xu and the Company. Mr. Wang and Mr. Xu are subject to retirement by rotation and re-election pursuant to the articles of association of the Company. The amount of emolument for each of Mr. Wang and Mr. Xu is HK\$10,000 per month, which is determined by the Board with reference to their duties and responsibilities. Save as disclosed herein, there is no other benefit provided to Mr. Wang and Mr. Xu in relation to their directorships in the Company.

Both Mr. Wang and Mr. Xu do not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the date hereof, both Mr. Wang and Mr. Xu do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of the Hong Kong).

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the above appointments.

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board also announces that Mr. Song Jing Sheng (“Mr. Song”) has resigned as an independent non-executive director and audit committee member of the Company with effect from 13 June 2005, for his own business pursuits. The Board wishes to take this opportunity to express its sincere gratitude to Mr. Song for his contribution towards the Company during the tenure of his office. Mr. Song confirmed that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and to the shareholders of the Company.

Upon the appointments of Mr. Wang and Mr. Xu on 13 June 2005, the Company has complied with Rule 5.05(1), Rule 5.05(2) and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM Listing Rules”) which require the Company to retain at all times a minimum of three independent non-executive directors one of whom must have appropriate professional qualifications or accounting or related financial management expertise and three audit committee members.

By Order of the Board  
**SJTU Sunway Software Industry Limited**  
**Sze Wai, Marco**  
*Chairman*

Hong Kong, 13 June 2005

As at the date of this announcement, the Directors are as follow:–

Executive Directors	Sze Wai, Marco, Chu Chi Shing, He En Pei, He Zhan Tao, Chen Si Gen, Wang Hui Bo and Shang Guan Bu Yan
---------------------	---

Independent non-executive Directors	Wang Tian Ye, Wang Bin and Xu Shi Hong
-------------------------------------	--

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with GEM Listing Rules for the purpose of giving information with regard to SJTU Sunway Software Industry Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement 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 announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website (<http://www.hkgem.com>) for at least seven days from the date of its posting.*