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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)**

### **ACQUISITION OF MIGHTY WISH AND TRANSLATION COMPANY – SUPPLEMENTAL AGREEMENT**

On 28 June 2005, Mr. Yu, Besto, the Company and Mighty Wish entered into the Supplemental Agreement pursuant to which the last date for the fulfillment of a condition precedent to the completion of the Acquisition was extended and the financial period of the Translation Company referred to in the adjustment mechanism of the consideration and the number of the Consideration Shares was amended accordingly.

Reference is made to the announcement of SJTU Sunway Software Industry Limited ("**Company**") dated 1 April 2005 ("**April Announcement**") in relation to the acquisition of Mighty Wish and the Translation Company by Besto, a wholly owned subsidiary of the Company. Unless the context otherwise requires, capitalised terms defined in the April Announcement shall have the same meanings when used therein.

#### **Relevant provisions of the Equity Transfer Agreement**

Pursuant to the Equity Transfer Agreement, the completion of the Acquisition is conditional upon, among other conditions, 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 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. Such condition 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, failing which the Equity Transfer Agreement shall be terminated.

\* For identification purpose only

It was further provided in the Equity Transfer Agreement that the consideration for the Acquisition and the number of Consideration Shares shall be adjusted in accordance with a formula with reference to the audited net profits of the Translation Company for the period from 1 April 2005 to 31 March 2006.

Details of the above provisions are set out in the April Announcement.

### **Supplemental Agreement**

As advised by Mr. Yu and Mighty Wish, the conversion of the Translation Company into a wholly foreign owned enterprise and the reorganisation of the Translation Company as a wholly owned subsidiary of Besto are still in progress as at the date of this announcement. The Directors are given to understand that application has been made to the relevant PRC governmental authority for the approval. It is expected that all necessary approvals can be obtained within 90 days from the date of the Supplemental Agreement (as defined below).

Accordingly, on 28 June 2005, Mr. Yu, Besto, the Company and Mighty Wish entered into a supplemental agreement to the Equity Transfer Agreement ("**Supplemental Agreement**") pursuant to which the last date for the fulfillment of such condition precedent to the completion of the Acquisition was extended from 90 days after the execution of the Equity Transfer Agreement (i.e. 28 June 2005) to 180 days after the execution of the Equity Transfer Agreement (i.e. 26 September 2005).

Consequential to the above changes, the parties also agreed in the Supplemental Agreement to amend the financial period of the Translation Company referred to in the formula of adjustment of the consideration of the Acquisition and the number of Consideration Shares to cover the period from 1 July 2005 to 30 June 2006.

Save for the above, other terms of the Equity Transfer Agreement remained unchanged.

As at the date of this announcement, the directors of the Company are as follows:

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
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Independent non-executive directors	Wang Tian Ye, Wang Bin and Xu Shi Hong
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By order of the board of Directors  
**Sze Wai, Marco**  
*Chairman*

Hong Kong, 28 June 2005

*This announcement, 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 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.*

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