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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)

**RESIGNATION AND APPOINTMENT OF DIRECTORS,  
APPOINTMENT OF COMPANY SECRETARY, FINANCIAL CONTROLLER,  
QUALIFIED ACCOUNTANT, AUTHORIZED REPRESENTATIVES AND  
COMPLIANCE OFFICER,  
AND  
CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

### **CHANGES IN DIRECTORSHIP**

The Board announces the following changes of directorship of the Company with effect from 1 February 2007:

1. Mr. Sze Wai, Macro, Mr. Chen Si Gen and Mr. Shang Guan Bu Yan resigned as executive Directors; and
2. Ms. Tinna Chan Yee and Ms. Syeda Bakhtiar be appointed as executive Directors.

### **APPOINTMENT OF COMPANY SECRETARY, FINANCIAL CONTROLLER, QUALIFIED ACCOUNTANT, AUTHORIZED REPRESENTATIVES AND COMPLIANCE OFFICER**

The Company is pleased to announce that Ms. Tinna Chan Yee was appointed as the authorized representative and compliance officer of the Company with effect from 1 February 2007.

The Company is pleased to announce that Mr. Lau King Tang Vincent was appointed as the company secretary, financial controller, qualified accountant and authorized representative of the Company with effect from 1 February 2007.

### **CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board is also pleased to announce that its head office and principal place of business in Hong Kong will be changed to Unit 2704, 27/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong with effect from 1 February 2007.

## RESIGNATION OF DIRECTORS

The Board announced that for personal reasons, Mr. Sze Wai, Macro, Mr. Chen Si Gen and Mr. Shang Guan Bu Yan resigned as executive Directors with effect from 1 February 2007 (collectively the “Resigned Directors”). Each of the Resigned Directors confirmed that there are no matters needed to be brought to the attention of the Stock Exchange and the Shareholders in respect of their resignations. The Resigned Directors confirmed to the Board that each of the Resigned Directors has no disagreement with the Board.

The Board wishes to express its sincere gratitude to the Resigned Directors for their contributions to the Company during their tenures of office.

## APPOINTMENT OF DIRECTORS

Ms. Tinna Chan Yee and Ms. Syeda Bakhtiar were appointed as executive Directors with effect from 1 February 2007.

Ms. Tinna Chan Yee and Ms. Syeda Bakhtiar are the two directors of the S&D Holdings Group Limited (“**S&D Holdings**”), the controlling shareholder of the Company holding 136,545,828 shares of the Company (representing about 68.27% of the issued share capital of the Company) as at the date of this announcement.

The shareholders of S&D Holdings and their respective shareholding percentage are set out in the following table:

Shareholder	Shareholding Percentage
Wen Chen	4.17%
Tinna Chan Yee	14.16%
David Cigar Yee	14.17%
Syed Waliuddin Ahmed	14.17%
Syeda Bakhtiar	14.17%
Frank Wai Kah Yee	15.00%
Stephen Yee	24.16%
<b>Total</b>	<b><u>100.00%</u></b>

Ms. Tinna Chan Yee and Ms. Syeda Bakhtiar are the wife of Mr. David Cigar Yee and Mr. Syed Waliuddin Ahmed respectively.

Ms. Tinna Chan Yee, aged 37, was appointed as an executive Director on 1 February 2007. She did not hold any directorship in any listed public companies in the last 3 years. She holds an accounting diploma, has approximately 5 years of experience in property development business and approximately 10 years of experience in life insurance underwriting. Before that, she has also performed duties in marketing, accounting and management for her family jewelry business.

Save as disclosed herein, Ms. Tinna Chan Yee does not hold any position with the Company and other members of the Group. Ms. Tinna Chan Yee does not have any other relationship with other Directors, senior management and substantial shareholders of the Company.

Ms. Tinna Chan Yee has not entered into any service contract with any other member of the Group and is not appointed for a fixed term. Her emolument will be determined by the Board and by reference to the Group's results and performance for the financial year concerned. Ms. Tinna Chan Yee is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association.

Ms. Syeda Bakhtiar, aged 29, was appointed as an executive Director on 1 February 2007. She did not hold any directorship in any listed public companies in the least 3 years. She holds a bachelor of commerce degree and has approximately 6 years of experience in property development business as a director.

Save as disclosed herein, Ms. Syeda Bakhtiar does not hold any position with the Company and other members of the Group. Ms. Syeda Bakhtiar does not have any other relationship with other Directors, senior management and substantial shareholders of the Company.

Ms. Syeda Bakhtiar has not entered into any service contract with any other member of the Group and is not appointed for a fixed term. Her emolument will be determined by the Board and by reference to the Group's results and performance for the financial year concerned. Ms. Syeda Bakhtiar is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules in relation to the above appointments.

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

#### **APPOINTMENT OF COMPANY SECRETARY, FINANCIAL CONTROLLER, QUALIFIED ACCOUNTANT AUTHORIZED REPRESENTATIVES AND COMPLIANCE OFFICER**

The Company is pleased to announce that Ms. Tinna Chan Yee was also appointed as the authorized representative and the compliance officer of the Company with effect from 1 February 2007.

The Company is pleased to announce that Mr. Lau King Tang Vincent was appointed as company secretary, financial controller, qualified accountant and the authorized representative of the Company with effect from 1 February 2007. Mr. Lau King Tang Vincent is currently a Certified Public Accountant and a member of the Hong Kong Institute of Certified Public Accountants.

## **CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

With effect from 1 February 2007, the Company's head office and principal place of business in Hong Kong will be changed to Unit 2704, 27/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong.

## **DEFINITIONS**

“Board”	board of Directors
“Company”	SJTU Sunway Software Industry Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board of  
**SJTU Sunway Software Industry Limited**  
**Tan Shu Jiang**  
*Executive Director*

Hong Kong, 1 February 2007

*As at the date of this announcement, the Board comprises Ms. Tinna Chan Yee and Ms. Syeda Bakhtiar and Mr. Tan Shu Jiang being executive Directors; and Mr. Wang Tian Ye, Mr. Wang Bin and Mr. Xu Shi Hong being independent non-executive Directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 for at least 7 days from the date of its posting.*

*\* For identification purpose only*