

## 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 (To be changed to S & D International Development Group 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 15 August 2007.

#### A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 9 January 2004

Name of Sponsor(s): N/A

Names of directors:  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)

*Executive Directors*  
Mrs. Tinna CHAN YEE  
Mrs. Sana Bakhtiar AHMED  
Mr. TAN Shu Jiang  
Mr. Henry Dicker YEE

*Independent non-executive Directors*  
Mr. CHAN Cheong Yee  
Mr. Ronald Garry HOPP  
Mr. YIP Tai Him

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>		
S&D Holdings Group Limited	136,545,828	68.27%
Simplex Technology Investment (Hong Kong) Co. Limited	22,528,484	11.26%
Yan Li Li	10,600,000	5.30%
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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	
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Financial year end date:	31 December	
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Registered address:	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands	
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Head office and principal place of business:	Room 2801, 28/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central Hong Kong	
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Web-site address (if applicable):	N/A	
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Share registrar:	Tricor Tengis Limited 26/F Tesbury Centre 28 Queen’s Road East 56 Gloucester Road Hong Kong	
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Auditors:	CCIF CPA Limited 20/F Sunning Plaza 10 Hysan Avenue Causeway Bay Hong Kong	

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries).*

The Group is principally engaged in the information localization business and custom-made solutions. The Group has decided to rationalise its business by focusing on providing professional services on custom-made solution to develop another group of target customers.

**C. Ordinary shares**

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

Par value of ordinary shares in issue:	<u>HK\$0.01 per Share</u>
Board lot size (in number of shares):	<u>10,000 Shares</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>N/A</u>

**D. Warrants**

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

**E. Other securities**

Details of any other securities in issue.  
(i.e. other than the ordinary shares described in C above and warrants described D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

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:

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Mrs. Tinna Chan Yee

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Mr. Chan Cheong Yee

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Mrs. Sana Bakhtiar Ahmed

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Mr. Ronald Garry Hopp

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Mr. Tan Shu Jiang

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Mr. Yip Tai Him

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Mr. Henry Dicker Yee

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