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S & D International Development Group Limited

基仕達國際發展集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8148)

ANNOUNCEMENT

(1) CHANGES OF BOARD COMPOSITION, MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE, AND CHIEF EXECUTIVE OFFICER;

**(2) CHANGES OF QUALIFIED ACCOUNTANT, COMPANY SECRETARY, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE;
AND**

(3) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

CHANGES OF BOARD COMPOSITION, MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE, AND CHIEF EXECUTIVE OFFICER

The Board announces that (i) Mrs. Tinna Chan Yee resigned as an executive Director; (ii) Mr. Henry Dicker Yee resigned as an executive Director and the chief executive officer of the Company; (iii) Mrs. Sana Bakhtiar Ahmed and Mr. Tan Shu Jiang resigned as executive Directors; (iv) Mr. Chan Cheong Yee, Mr. Ronald Garry Hopp and Mr. Yip Tai Him resigned as independent non-executive Directors and members of the audit committee, remuneration committee and nomination committee of the Company, all with effect from 14 July 2008.

The Board is pleased to announce that (i) Mr. Cheung Yu Ping has been appointed as the new chairman and the chief executive officer of the Company; (ii) Mr. Chan Chi Chiu Henry has been appointed as a new executive Director; and (iii) Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat have been appointed as new independent non-executive Directors, all with effect from 14 July 2008. The audit committee, remuneration committee and nomination committee of the Company will comprise of all of the newly appointed independent non-executive Directors with effect from 14 July 2008. Mr. Jin Guangjun has been appointed as the chairman of all the audit committee, remuneration committee and nomination committee of the Company.

CHANGES OF QUALIFIED ACCOUNTANT, COMPANY SECRETARY, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board announces that (i) Ms. Tse Suk Yee, Teresa resigned as the authorised representative, the qualified accountant and the company secretary of the Company; (ii) Mr. Henry Dicker Yee resigned as the compliance officer and authorised representative of the Company; (iii) Mr. Chan Chi Chiu Henry has been appointed as the new company secretary of the Company and Mr. Lok Wing Cheung Daniel has been appointed as the new qualified accountant of the Company; (iv) Mr. Chan Chi Chiu Henry has been appointed as the new compliance officer of the Company; and (v) Mr. Cheung Yu Ping and Mr. Chan Chi Chiu Henry have been appointed as the new authorised representatives of the Company, all with effect from 14 July 2008.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board is pleased to announce that the principal place of business of the Company in Hong Kong will be changed from Room 2801, 28/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong to Room 3712, 37/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong with effect from 14 July 2008. The telephone number has been changed to (852) 3106 2352 and the facsimile number has been changed to (852) 3106 0488 with effect from 14 July 2008.

CHANGES OF BOARD COMPOSITION, MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE, AND CHIEF EXECUTIVE OFFICER

The board (the “Board”) of directors (the “Director(s)”) of the S & D International Development Group Limited (the “Company”) announces that (i) Mrs. Tinna Chan Yee resigned as an executive Director; (ii) Mr. Henry Dicker Yee resigned as an executive Director and the chief executive officer of the Company; (iii) Mrs. Sana Bakhtiar Ahmed and Mr. Tan Shu Jiang resigned as executive Directors; (iv) Mr. Chan Cheong Yee, Mr. Ronald Garry Hopp and Mr. Yip Tai Him resigned as independent non-executive Directors and members of the audit committee, remuneration committee and nomination committee of the Company, all with effect from 14 July 2008. Each of the resigning Directors has confirmed that he/she has no disagreement with the Board and there is no matter in relation to his/her resignation that needs to be brought to the attention of the shareholders of the Company. The Board wishes to thank the resigning Directors for their valuable contribution to the Company in the past years.

The Board is pleased to announce that (i) Mr. Cheung Yu Ping has been appointed as the new chairman and the chief executive officer of the Company; (ii) Mr. Chan Chi Chiu Henry has been appointed as a new executive Director; and (iii) Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat have been appointed as new independent non-executive Directors, all with effect from 14 July 2008. The audit committee, remuneration committee and nomination committee of the Company will comprise of all of the newly appointed independent non-executive Directors with effect from 14 July 2008. Mr. Jin Guangjun has been appointed as the chairman of all the audit committee, remuneration committee and nomination committee of the Company.

Brief biographies of the new Directors are set out below:

Mr. Cheung Yu Ping, aged 50, has extensive experience in consultancy business of energy, information technology related projects and property investment in the PRC. He graduated at Harbin Institute of Technology, the PRC with a degree in construction engineering. Mr. Cheung has been operating his consultant business with offices both in Shenzhen and Hong Kong. Prior to starting his own business, he was a government official and senior engineer in Jilin Municipal Government from 1982 to 2000, where extensive connections and experience in the industry were developed. Currently, he is also an adjunct professor in the Shenzhen Graduate School of Harbin Institute of Technology.

Save as disclosed above, Mr. Cheung has not held any directorship or major appointments in other public listed company in the past three years from the date of this announcement.

Mr. Cheung has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company. His appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company.

Mr. Cheung beneficially owns 51% of the entire issued share capital of Hong Sheng Group Limited and is a director of Hong Sheng Group Limited. He is therefore deemed to be interested in 142,671,965 shares of the Company (the “Shares”) held by the Hong Sheng Group Limited as at the date hereof. Save as disclosed above, Mr. Cheung does not have any other relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any other interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Chan Chi Chiu Henry, aged 37, has been involved in the finance industry and information technology industry for more than 13 years. He graduated with Master Degree of Business Administration and Master Degree of Money, Banking and Finance from University of Nottingham and University of Birmingham, United Kingdom respectively and an Executive Master Degree of Business Administration from Tsinghua University, PRC. Mr. Chan is appointed as District Councillor of Tai Po district, Hong Kong for the period commencing from 2008 to 2012. As at the date of this announcement, Mr. Chan has not held any major appointment or directorship in other public listed company in the past three years from the date of this announcement.

As at the date of this announcement, Mr. Chan does not have any relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Chan has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company. His appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company.

Mr. Jin Guangjun, aged 48, has extensive experience in the field of civil engineering and architecture. He graduated with a Doctor of Philosophy in architecture from Tongji University, China, and a Master Degree in architecture from University of Harbin, PRC and Massachusetts Institute of Technology, USA. Currently, he is an executive dean and professor

in the Shenzhen Graduate School of Harbin Institute of Technology. As at the date of this announcement, Mr. Jin has not held any directorship or major appointment in other public listed company in the past three years from the date of this announcement.

As at the date of this announcement, Mr. Jin does not have any other relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Jin has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company. His appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company. Mr. Jin is entitled to a remuneration of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company, though there is no written document to record agreement on such remuneration.

Mr. Law Kin Ho, aged 40, is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. He graduated with a Bachelor's degree from Hong Kong Baptist University majoring in accountancy. He has over ten years of working experience in the field of accounting, audit and taxation. Mr. Law currently is an independent non-executive director of Coastal Greenland Limited, a company listed on the main board of the Stock Exchange (stock code: 1124). Save as disclosed above, Mr. Law has not held any directorship or major appointment in other public listed company in the past three years from the date of this announcement.

As at the date of this announcement, Mr. Law does not have any relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Law has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company. His appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company. Mr. Law is entitled to a remuneration of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company, though there is no written document to record agreement on such remuneration.

Mr. Chan Wai Fat, aged 40, Mr. Chan is currently a Senior Vice President of a securities house in Hong Kong. Mr. Chan holds a bachelor degree of commerce from The University of Western Australia and a master degree of business administration from Deakin University, Australia. He has years of experience in compliance, accounting and financial management in securities industry and has worked for international accounting firms and listed company in Hong Kong. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. As at the date of this announcement, Mr. Chan has not held any directorship or major appointment in other public listed company in the past three years from the date of this announcement.

As at the date of this announcement, Mr. Chan does not have any relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Chan has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company. His appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company. Mr. Chan is entitled to a remuneration of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company, though there is no written document to record agreement on such remuneration.

There is no service contract entered into between the Company and each of the above new executive and independent non-executive Directors. The executive Directors have not been appointed for any specified term and will be entitled to monthly salary determined by the remuneration committee of the Company by reference to the market terms, his experiences, duties and responsibilities in the Company, and a performance-based discretionary bonus to be determined by reference to the Company's and individual's performance.

There is no information which is discloseable nor is any of the above new executive and independent non-executive Directors involved in any of the matter required to be disclosed pursuant to any of the requirements of the provisions under items (h) to (v) of Rules 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of the new Directors.

CHANGES OF QUALIFIED ACCOUNTANT, COMPANY SECRETARY, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board announces that (i) Ms. Tse Suk Yee, Teresa resigned as the authorised representative, the qualified accountant and the company secretary of the Company; (ii) Mr. Henry Dicker Yee resigned as the compliance officer and authorised representative of the Company; (iii) Mr. Chan Chi Chiu Henry has been appointed as the new company secretary of the Company and Mr. Lok Wing Cheung Daniel has been appointed as the new qualified accountant of the Company; (iv) Mr. Chan Chi Chiu Henry has been appointed as the new compliance officer of the Company; and (v) Mr. Cheung Yu Ping and Mr. Chan Chi Chiu Henry have been appointed as the new authorised representatives of the Company, all with effect from 14 July 2008. Both Ms. Tse Suk Yee, Teresa and Mr. Henry Dicker Yee have confirmed that they have no disagreement with the Board and the Board is not aware of any matter regarding their resignations that need to be brought to the attention of the Shareholders.

Brief biography of “Company Secretary” and “Qualified Accountant” is set out below:

Mr. Chan Chi Chiu Henry, age 37, is a company secretary of the Company. His background and qualifications are set in brief biographies of the new Directors.

Mr. Lok Wing Cheung Daniel is a qualified accountant of the Company. Mr. Lok is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He holds a bachelor degree in Accountancy and a master degree in Finance. He has over ten years of experience in auditing and accounting.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board is pleased to announce that the principal place of business of the Company in Hong Kong will be changed from Room 2801, 28/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong to Room 3712, 37/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong with effect from 14 July 2008. The telephone number has been changed to (852) 3106 2352 and the facsimile number has been changed to (852) 3106 0488 with effect from 14 July 2008.

By order of the Board
S & D International Development Group Limited
Cheung Yu Ping
Chairman

Hong Kong, 14 July 2008

As at the date of this announcement, the Board comprises two executive Directors, who are Mr. Cheung Yu Ping and Mr. Chan Chi Chiu Henry, and three independent non-executive Directors, who are Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat.

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: (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 page of “Latest Company Announcements” on the GEM website for at least 7 days from the date of its posting and the website of the Company at www.sddevelop.com.