

*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.*



**SYS SOLUTIONS HOLDINGS LIMITED**

**軟迅科技控股有限公司**

**Colpo Mercantile Inc.**

*(Incorporated in the British Virgin Islands with limited liability)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8182)**

**JOINT ANNOUNCEMENT**

**(I) Completion of the acquisition of controlling interest in  
Sys Solutions Holdings Limited  
by Colpo Mercantile Inc.;**

**AND**

**(II) Mandatory cash offer by  
Baron Capital Limited  
on behalf of Colpo Mercantile Inc.  
for all the issued shares in  
Sys Solutions Holdings Limited**

**(other than those shares already owned by or agreed to be acquired by  
Colpo Mercantile Inc. or parties acting in concert with it);**

**AND**

**(III) Completion of the Share Sale Agreement**

**AND**

**(IV) Change of company secretary**

**Financial adviser to Colpo Mercantile Inc.**

 **Baron Capital Limited**

The Share Sale Agreement was completed on 10 November 2006. Accordingly, the Offeror will proceed with the General Offer to be made by Baron Capital on behalf of the Offeror for all the issued Shares (other than those Shares already owned by or agreed to be acquired by the Offeror or parties acting in concert with it).

A composite offer and response document including, among other things, the letter of advice of the independent financial adviser together with forms of acceptance and transfer will be despatched to the Shareholders on or before 29 November 2006 in accordance with Rule 8.2 of the Takeovers Code.

The Board announces the resignation of Mr. Chan Chi Hung as the Company Secretary and the appointment of Mr. James Chun-Hung Chan as the Company Secretary both with effect from 10 November 2006 following the completion of the Share Sale Agreement.

## **INTRODUCTION**

Reference is made to the joint announcement dated 8 November 2006 (the “Joint Announcement”) made by the Offeror and the Company in respect of (i) acquisition of controlling interest in the Company by the Offeror; and (ii) possible unconditional mandatory cash offer by Baron Capital on behalf of the Offeror for all the issued Shares (other than those Shares already owned by or agreed to be acquired by the Offeror and parties acting in concert with it). Unless otherwise stated, terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **COMPLETION OF THE SHARE SALE AGREEMENT**

The Share Sale Agreement was completed on 10 November 2006. Accordingly, the Offeror will proceed with the General Offer to be made by Baron Capital on behalf of the Offeror for all the issued Shares (other than those Shares already owned by or agreed to be acquired by the Offeror or parties acting in concert with it).

## **DESPATCH OF THE COMPOSITE OFFER AND RESPONSE DOCUMENT**

A composite offer and response document including, among other things, the letter of advice of the independent financial adviser together with forms of acceptance and transfer will be despatched to the Shareholders on or before 29 November 2006 in accordance with Rule 8.2 of the Takeovers Code.

## **CHANGE OF COMPANY SECRETARY**

Mr. Chan Chi Hung resigned as the company secretary of the Company (the “Company Secretary”) with effect from 10 November 2006 following the completion of the Share Sale Agreement. Mr. Chan Chi Hung still remains as an executive director of the Company. Mr. Chan Chi Hung confirmed that he has no disagreement with the Board and that there are no matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board further announces that Mr. James Chun-Hung Chan has been appointed as the Company Secretary with effect from 10 November 2006 following the completion of the Share Sale Agreement. Mr. James Chun-Hung Chan is a member of the Certified Management Accountant of British Columbia, Canada and has over 15 years’ experience in auditing, accounting and finance. Mr. James Chun-Hung Chan also serves as a corporate secretary for a publicly listed company in Canada since 2004.

The Board would like to take this opportunity to welcome Mr. James Chun-Hung Chan and express its appreciation for the valuable contribution of Mr. Chan Chi Hung towards the Company during his term of service.

By order of the sole director  
**Colpo Mercantile Inc.**  
**Chan Wing Him Kenny**  
*Sole Director*

By order of the board of directors  
**Sys Solutions Holdings Limited**  
**Lam Chi Shing**  
*Chairman*

Hong Kong, 13 November 2006

*As at the date of this announcement, the executive directors of the Company are Mr. Lam Chi Shing, Mr. Yuen Kin Tong and Mr. Chan Chi Hung and the independent non-executive directors of the Company are Mr. Lau Siu Ki Kevin, Mr. Wang Yat Yee Mark and Mr. Zhang Guo Xuan.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Offeror and its associates) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than information relating to the Offeror and its associates) have been arrived at after due and careful consideration and there are no other facts (other than information relating to the Offeror and its associates) not contained in this announcement, the omission of which would make any statement in this announcement (other than information relating to the Offeror and its associates) misleading.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Company and the Vendors and their respective associates) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than information relating to the Company and the Vendors and their respective associates) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement (other than information relating to the Company and the Vendors and their respective associates) misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*