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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

Appointment of Independent Financial Adviser

Financial Adviser to Colpo Mercantile Inc.

 **Baron Capital Limited**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

 **VXL FINANCIAL SERVICES LIMITED**
卓越企业融资有限公司

The Board announces that VXL Financial Services Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the General Offer pursuant to Rule 2.1 of the Takeovers Code.

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) the acquisition of controlling interest in the Company by the Offeror; and (ii) the 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.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the three independent non-executive Directors, namely, Lau Siu Ki Kevin, Wang Yat Yee Mark and Zhang Guo Xuan, has been established to advise the Independent Shareholders in respect of the General Offer. VXL Financial Services Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the General Offer pursuant to the Rule 2.1 of the Takeovers Code and such appointment has been approved by the Independent Board Committee.

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

By order of the Board
Sys Solutions Holdings Limited
Lam Chi Shing
Chairman

Hong Kong, 17 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 expressed by 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 confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than information expressed by the Company and the Vendors) 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) misleading.

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