



**JACKLEY HOLDINGS LIMITED**  
**美吉利國際控股有限公司\***  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 353)

**APPOINTMENT OF DIRECTORS**

The board of directors (the "Board") of Jackley Holdings Limited (the "Company") is pleased to announce that Mr. Lam Shu Chung ("Mr. Lam") and Mr. Law Fei Shing ("Mr. Law") have been appointed as executive directors, Mr. Lee Siu Leung ("Mr. Lee") and Mr. Ha Chun, Michael ("Mr. Ha") have been appointed as independent non-executive directors of the Company with effect from 9 August, 2004

Mr. Lam, aged 48, has around 20 years of experience in the Hong Kong financial market, ranging from the field of securities, foreign exchange to corporate banking. Furthermore, he has been actively participating in the management of a number of reputable financial institutions for over 10 years. Mr. Lam is currently a director of a private investment company and a private security company. Mr. Lam was a non-executive director of Haywood Investments Limited (stock code of 905), a company listed on the main board of Stock Exchange, since March 2004 but resigned on 28 July, 2004. Save as disclosed above, he has not held any directorship in any company listed on the Stock Exchange during the past three years. As at the date of this announcement, Mr. Lam has no relationship with any director, senior management or substantial or controlling shareholder of the Company save for (i) a share sale and purchase transaction entered into on normal commercial terms at arms length in April 2004 where coincidentally, a nominee company of Mr. Lam, Prime Orient International Limited ("Prime Orient"), was the purchaser and Mr. Liu Ngai Wing ("Mr. Liu"), an independent non-executive director of the Company was one of the directors of the vendor. Mr. Liu has confirmed with the Prime Orient that he has no beneficial interest in the said vendor or the said transaction; and (ii) being the sole director and beneficial owner of the controlling shareholder Prime Orient. Mr. Lam is interested in 511,725,000 shares of the Company (within the meaning of Part XV of the SFO) as at the date of this announcement. It is proposed that Mr. Lam shall receive an emolument of approximately HK\$600,000 per annum for his directorship which is up to the next annual general meeting of the Company subject to re-election. Mr. Lam confirms that no other matters need to be brought to the attention of holders of securities of the issuer.

Mr. Law, aged 44, is a certified public accountant practicing in Hong Kong. He is also a member of American Institute of Certified Public Accountants (AICPA), USA. Mr. Law has around 14 years of experience in the audit and accounting services. He was an executive director of China Specialised Fibre Holdings Limited (stock code of 285), a company listed on the main board of Stock Exchange, from May 2000 to December 2001. Save as disclosed above, he has not held any directorship in any company listed on the Stock Exchange during the past three years. He is currently the senior partner of Messrs. of F. S. Law & Co. being a Certified Public Accountants firm in Hong Kong. As at the date of this announcement, Mr. Law has no relationship with any director, senior management or substantial or controlling shareholder of the Company save for being a proposed executive director of the Company, nor does he have any interest in the shares of the Company (within the meaning of Part XV of the SFO). It is proposed that Mr. Law shall receive an emolument of approximately HK\$480,000 per annum for his directorship which is up to the next annual general meeting of the Company subject to re-election. Mr. Law confirms that no other matters need to be brought to the attention of holders of securities of the issuer.

Mr. Lee Siu Leung, aged 38, is a certified public accountant practicing in Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Society of Accountants, the Taxation Institute of Hong Kong, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. Mr. Lee also holds a Bachelor degree in Social Sciences (Hons) from the University of Hong Kong. Mr. Lee is an independent non-executive director of KTP Holdings Limited (stock code of 645), a company listed on the main board of Stock Exchange, since August 2000. Save as disclosed above, he has not held any directorship in any company listed on Stock Exchange during the past three years. He is currently the partner of S. L. Lee & Lau, being certified public accountants. As at the date of this announcement, Mr. Lee has no relationship with any director, senior management or substantial or controlling shareholder of the Company save for being appointed independent non-executive director of the Company, nor does he have any interest in the shares of the Company (within the meaning of Part XV of the SFO). It is proposed that Mr. Lee shall receive an emolument of approximately HK\$120,000 per annum for his directorship which is up to the next annual general meeting of the Company subject to re-election. Mr. Lee confirms that no other matters need to be brought to the attention of holders of securities of the issuer.

Mr. Ha Chun, Michael, aged 34, graduated from the Faculty of Law, University of Hong Kong in 1994 with a bachelor degree in law and was admitted as a solicitor of High Court in 1997 and a solicitor of the Supreme Court of England and Wales in 1998. Mr. Ha has been specializing in the areas of corporate finance, project finance, securities offerings, takeovers, cross-border mergers and acquisitions, venture capital, corporate restructuring, regulatory and compliance issues and general commercial transactions and services in Hong Kong and PRC. He is now a partner of Ha and Ho Solicitors and the company secretary of Shanxi Central Pharmaceutical International Limited (stock code of 327), a company listed on the main board of Stock Exchange. He has also been appointed as the independent non-executive director of PacificNet Inc., a company listed on the NASDAQ. Save as aforesaid, Mr. Ha did not hold any other position of directorship with any company listed on the Stock Exchange and NASDAQ during he past three years. As at the date of this announcement, Mr. Ha has no relationship with any director, senior management or substantial or controlling shareholder of the Company save for being a proposed independent non-executive director of the Company nor does he have any interest in Shares of the Company (within the meaning of Part XV of the SFO). It is proposed that Mr. Ha shall receive an emolument of approximately HK\$120,000 per annum for his directorship which is up to the next annual general meeting of the Company subject to re-election. Mr. Ha confirms that no other matters need to be brought to the attention of holders of securities of the issuer.

By order of the Board  
**Jackley Holdings Limited**  
**Chew Kean Eng**  
Executive Director

Hong Kong, 16 August 2004

As at the date of this announcement, the Board is comprised of Mr. Anthony Henry Serra, Mr. Chew Kean Eng, Mr. Khoo Chuan Teng, Mr. Lam Shu Chung, Mr. Law Fei Shing, as executive directors; Mr. Liu Ngai Wing, Mr. Ong Hoon Hoon, Mr. Lee Siu Leung, Mr. Ha Chun, Michael as independent non-executive directors.

\* For identification purposes only