



# SKY HAWK COMPUTER GROUP HOLDINGS LIMITED

天鷹電腦集團控股有限公司

(Incorporated in Cayman Island with limited liability)

(Stock Code: 1129)

## RETIREMENT OF EXECUTIVE DIRECTOR AND CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND AUDIT COMMITTEE MEMBERS

Mr. Chen Fang Yu has retired from the office as an executive director of the Company with effect from the closure of the annual general meeting of the Company held on 27 May 2005.

Mr. Chan But Leung and Mr. Shum Po Cheung have been appointed as independent non-executive directors and audit committee members of the Company with effect from 27 May 2005.

Mr. Chen Chin Ming and Mr. Lui Cho Tak have resigned from the office as independent non-executive directors and audit committee members of the Company with effect from 27 May 2005.

### Retirement of Executive Director

The board of directors (the "Board") of Sky Hawk Computer Group Holdings Limited (the "Company") hereby announces that Mr. Chen Fang Yu has retired from the office as an executive director of the Company with effect from the closure of the annual general meeting of the Company held on 27 May 2005. Mr. Chen Fang Yu has confirmed to the Board that his retirement from office was due to personal reasons. Mr. Chen Fang Yu confirmed that he has no disagreement with the Board and that there is no matter in relation to his retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

### Appointments of Independent Non-executive Directors and Audit Committee Members

The Board is pleased to announce that Mr. Chan But Leung ("Mr. Chan") and Mr. Shum Po Cheung ("Mr. Shum") have been appointed as independent non-executive directors and audit committee members of the Company with effect from 27 May 2005.

Mr. Chan, aged 47, is a China merchant. He has over 20 years of experience mainly in the trading of various kinds of metal between China and Europe. There is no service contract entered into between the Company and Mr. Chan and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. The director's fee for Mr. Chan as an independent non-executive director is HK\$84,000 per annum without any bonus payment which is determined by reference to his duties and responsibilities, and is in line with director's fees payable to other independent non-executive directors of the Company.

Mr. Shum, aged 31, is currently held an audit senior position in Asahi Iwasawa & Associate Management Consultants Limited, a professional Accounting practice firm. Mr. Shum has over 10 years of experience in the accounting and auditing field. Mr. Shum holds memberships in several professional associations, including the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. There is no service contract entered into between the Company and Mr. Shum and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. The director's fee for Mr. Shum as an independent non-executive director is HK\$90,000 per annum without any bonus payment which is determined by reference to his duties and responsibilities, and is in line with director's fees payable to other independent non-executive directors of the Company.

Mr. Chan and Mr. Shum have not held any directorship in any company listed on the Stock Exchange in the last three years and they do not have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Mr. Chan and Mr. Shum have never held any position with the Company or its subsidiaries and they do not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, there is no other matter concerning the appointments of Mr. Chan and Mr. Shum that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

### Resignation of Independent Non-executive Directors and Audit Committee Members

The Board announces that due to personal reasons, Mr. Chen Chin Ming and Mr. Lui Cho Tak ("Mr. Lui") have resigned from their offices as independent non-executive directors and audit committee members of the Company with effect from 27 May 2005. Mr. Chen Chin Ming and Mr. Lui confirmed that they have no disagreement with the Board and that there is no matter in relating to their resignations that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board takes this opportunity to welcome Mr. Chan and Mr. Shum to join the Board and thank Mr. Chen Fang Yu, Mr. Chen Chin Ming and Mr. Lui for their valuable contributions to the Company during the past years.

By Order of the Board  
**SKY HAWK COMPUTER GROUP HOLDINGS LIMITED**  
Wu Chi Lok  
Executive Director

Hong Kong, 27 May 2005

*As at the date of this announcement, the board of directors comprises Mr. Wang Chia Chin, Mr. Chen Ho Fa, Mr. Wu Chi Lok, and Mr. Wong Chong Fai, William, all being the executive directors and Mr. Chan But Leung, Mr. Shum Po Cheung and Mr. Hirosuke Yogo, all being the independent non-executive directors.*