



SKY HAWK COMPUTER GROUP HOLDINGS LIMITED

天鷹電腦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1129)

CHANGES OF EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board announces the following changes to the Board, the audit committee and the remuneration committee of the Company effective 6 June 2006:

- Mr. Luk Chi Shing was appointed as an executive director;
- Mr. Yeung Tsz Keung, Jackey resigned as an executive director;
- Mr. Chang Kin Man was appointed as an independent non-executive director and a member of the audit committee and remuneration committee of the Company; and
- Mr. Chan But Leung resigned as an independent non-executive director and a member of the audit committee and the remuneration committee of the Company.

Changes in Board composition, membership of audit committee and remuneration committee of the Company

The board of directors (the "Board") of Sky Hawk Computer Group Holdings Limited (the "Company") announces the following changes to the Board, the audit committee and the remuneration committee of the Company effective 6 June 2006:

- Mr. Luk Chi Shing ("Mr. Luk") was appointed as an executive director;
- Mr. Yeung Tsz Keung, Jackey ("Mr. Yeung") resigned as an executive director;
- Mr. Chang Kin Man ("Mr. Chang") was appointed as an independent non-executive director and a member of the audit committee and the remuneration committee of the Company; and
- Mr. Chan But Leung ("Mr. Chan") resigned as an independent non-executive director and a member of the audit committee and the remuneration committee of the Company.

Mr. Yeung and Mr. Chan resigned from their directorship due to personal reasons and have confirmed that they have no disagreement with the Board and there is no matter relating to their resignation which need to be brought to the attention of the shareholders of the Company.

Information about the newly appointed directors

- The brief biography of each of the newly appointed directors is as follows:

Mr. Luk, executive director

Mr. Luk, aged 37, is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Luk holds a bachelor degree of business administration in accountancy. Before joining the Company, Mr. Luk had worked for a number of public listed companies for over 10 years.

The Company was informed by Mr. Luk and Mr. Yeung that on 6 June 2006, Mr. Yeung sold his shareholding in the Company, being 60,000,000 shares (representing approximately 6.09% of the Company's issued share capital), to Mr. Luk at a total consideration of HK\$6,000,000.

Mr. Chang, independent non-executive director, member of the audit committee and the remuneration committee of the Company

Mr. Chang, aged 42, is a certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Chang holds a bachelor's degree in economics and a master's degree in applied finance.

Mr. Chang has extensive experience in corporate finance and in accounting field. He worked for an international accounting firm and a number of public listed companies for more than 15 years. During the past three years, Mr. Chang acted as an independent non-executive director of Haywood Investments Limited (stock code 905), a company listed on the Main Board of the Stock Exchange of Hong Kong. He resigned from the company on 24 May 2005. He is currently an independent non-executive director of two companies listed on the Main Board of the Stock Exchange of Hong Kong, namely, Sunlink International Holdings Limited (stock code 2336) and Hon Po Group (Lobster King) Limited (stock code 228).

On 20 January 2001, Mr. Chang was appointed as an executive director of CIL Holdings Limited ("CIL"), a company incorporated in Bermuda and engaged in the trading of multimedia and communication products. A winding-up petition dated 11 May 2001 was filed by Sin Hua Bank Limited against CIL. The petitioner was subsequently substituted by other creditors of CIL and the claim by the last petitioner was approximately HK\$5.2 million.

Mr. Chang's appointment was principally to assist CIL to move on a scheme of arrangement provided for by the Companies Act of Bermuda and the Companies Ordinance of Hong Kong. With his efforts, the scheme of arrangement was sanctioned by the court on 14 April 2003 and the winding-up petition was dismissed on the same date. Mr. Chang then resigned from his directorship in CIL on 17 May 2003. The Board does not consider that Mr. Chang's involvement in the CIL case would make him unsuitable to be appointed as an independent non-executive director of the Company; rather, Mr. Chang's involvement demonstrates his expertise and experience in corporate rescue, restructure and technical knowledge and the Board considers that Mr. Chang is suitable to be appointed as an independent non-executive director of the Company.

- Terms of appointment

- Mr. Luk has not been appointed for a specific term. He will hold office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election in accordance with the Articles of Association of the Company. He will be entitled to a director's fee to be determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.
- Mr. Chang has not been appointed for a specific term. He will hold office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election in accordance with the Articles of Association of the Company. The director's fee for Mr. Chang as an independent non-executive director of the Company is HK\$120,000 per annum (without any bonus payment), which is determined by reference to his duties and responsibilities in the Company and the market benchmark and is in line with the director's fees payable to the other independent non-executive directors of the Company.

- Other information

Saved as disclosed above,

- each of Mr. Luk and Mr. Chang:

- has not held directorship in any other listed companies in the last three years;
- has not previously held any positions with the Company or any of its subsidiaries;
- is not interested in or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement; and
- does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company;

- there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Saved as disclosed above, the Board is not aware of any other information which is required to be brought to the attention of the holders of securities of the Company in respect of their appointments as directors of the Company.

The Board takes this opportunity to welcome Mr. Luk and Mr. Chang to join the Board and thank Mr. Yeung and Mr. Chan for their valuable contributions to the Company during their tenure of office.

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

Hong Kong, 8 June 2006

As at the date of this announcement, the board of directors comprises Mr. Wang Chia Chin, Mr. Wu Chi Lok, Mr. Wong Chong Fai, William and Mr. Luk Chi Shing all being the executive directors and Mr. Chang Kin Man, Mr. Lien Wai Hung and Mr. Lee Hung Sang, all being the independent non-executive directors.