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SJTU SUNWAY SOFTWARE INDUSTRY LIMITED

交大銘泰軟件實業有限公司*

*(incorporated in the Cayman Islands with limited liability)
(stock code: 8148)*

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The directors of the Company announce that a special resolution for amending the Articles will be proposed at the annual general meeting of the Company to be held on 5 May 2004 to ensure compliance of the Articles with the amendments to the GEM Listing Rules to be effective on 31 March 2004.

A circular containing details of the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

As announced by The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") in its press release dated 30 January 2004, the Stock Exchange has revised the Rules ("**GEM Listing Rules**") Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange based on the results of the Consultation Conclusions on Proposed Amendments to the Listing Rules relating to Corporate Governance Issues issued in January 2003. To ensure compliance with the revised Appendix 3 to the GEM Listing Rules which will come into effect on 31 March 2004, a special resolution for amending the articles of association ("**Articles**") of the Company will be proposed at the annual general meeting of the Company to be held on 5 May 2004.

In general, the proposed amendments to the Articles are to be made to conform to the following that relates to corporate governance:

- (a) the minimum seven-day period of lodgment by the shareholders of notice to nominate a director shall commence no earlier than the date after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (b) a director shall abstain from voting at the meeting of the board of directors on any matter in which he or any of his associates has a material interest and not to be counted towards the quorum of the relevant meeting of the board of directors; and

* For identification purpose only

- (c) where any shareholder is, under the amended GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

A circular containing details of the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

By order of the board of directors of
SJTU Sunway Software Industry Limited
Sze Wai, Marco
Chairman

Hong Kong, 26 March 2004

This announcement, for which the directors of SJTU Sunway Software Industry Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to SJTU Sunway Software Industry Limited. The directors of SJTU Sunway Software Industry Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from its date of publication.