



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)

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

Resignation of independent non-executive directors, members of audit committee and remuneration committee

The Board wishes to announce that Mr. Wong Tian Ye, Mr. Wang Bin and Mr. Xu Shi Hong resigned as the independent non-executive directors, members of audit committee and remuneration committee of the Company with effect from 27 March 2007.

Appointment of independent non-executive directors, members of audit committee and remuneration committee

The Board is pleased to announce that Mr. Chan Cheong Yee, Mr. Ronald Garry, Hopp and Mr. Yip Tai Him are appointed as the independent non-executive directors, members of audit committee and remuneration committee of the Company with effect from 27 March 2007. Mr. Yip Tai Him was also appointed as the chairman of the audit committee of the Company with effect from 27 March 2007.

Suspension

At the request of the Company, trading in the Shares has been suspended with effect from 9:30 a.m. on 22 March 2007 and trading of Shares will remain suspended pending for release of further announcement in relation to the Public Float.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE OF THE COMPANY

The board of directors (the “**Board**”) of SJTU Sunway Software Industry Limited (the “**Company**”) wishes to announce that Mr. Wong Tian Ye, Mr. Wang Bin and Mr. Xu Shi Hong resigned as independent non-executive directors, members of audit committee and remuneration committee of the Company with effect from 27 March 2007 and there is no matter which needs to be brought to the attention of the shareholders of the Company in connection with their resignations.

The Board wishes to express its sincere gratitude to Mr. Wong Tian Ye, Mr. Wang Bin and Mr. Xu Shi Hong for their contributions to the Company during their tenures of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE AND CHAIRMAN OF THE AUDIT COMMITTEE OF THE COMPANY

The Board is pleased to announce that Mr. Chan Cheong Yee, Mr. Ronald Garry, Hopp and Mr. Yip Tai Him are appointed as independent non-executive directors, members of audit committee and remuneration committee of the Company with effect from 27 March 2007. Mr. Yip Tai Him was also appointed as the chairman of the audit committee of the Company with effect from 27 March 2007.

As at 27 March 2007, Mr. Chan Cheong Yee, Mr. Ronald Garry, Hopp and Mr. Yip Tai Him did not have any interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Apart from being independent non-executive directors of the Company, each of Mr. Chan Cheong Yee, Mr. Ronald Garry, Hopp and Mr. Yip is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Each of Mr. Chan, Mr. Hopp and Mr. Yip is entitled to annual director’s fee of HK\$60,000, HK\$3,500 and HK\$60,000 respectively as determined by the Board after due consideration.

Mr. Chan Cheong Yee, aged 43, is currently the responsible officer of China Everbright Securities (HK) Limited, China Everbright Capital Limited and Everbright Wisdom Fund Management Limited. He is also an executive director of Sino Technology Investments Limited which is a listed investment company under Chapter 21 of the Rules (the “Listing Rules”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. Chan was an executive director of Apex Capital Limited (formerly known as Haywood Investments Limited) which is also a listed investment company under Chapter 21 of the Listing Rules during June 2002 to May 2003. Mr. Chan was an independent non-executive director of Cosmopolitan International Holdings Limited, another listed company in Hong Kong during September 2004 to December 2006. Mr. Chan have been in the financial and investment business for almost 20 years and directly involved in identifying investment opportunities, conducting due diligence, performing valuation, monitoring performance of investment portfolios and providing investment and divestment recommendations. Mr. Chan holds a bachelor’s degree of science and major in finance. Mr. Chan is a registered and licensed person under Schedule 5 of the SFO to carry out regulated activities including dealing of securities, advising on securities, dealing in futures contracts and undertaking asset management.

Mr. Chan Cheong Yee has signed an appointment letter with the Company for his appointment as an independent non-executive director of the Company for an initial term of 2 years commencing from 27 March 2007. Mr. Chan is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company’s articles of association. Following the appointment, Mr. Chan has also agreed to become a member of the audit committee and remuneration committee of the Company. Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the holders of the shares of the Company in relation to his appointment.

Mr. Ronald Garry, Hopp, aged 68, is an academic staff of the Faculty of Law at the University of Alberta under contract on a half-time basis. He graduated from the University of Alberta with Bachelor degrees of Education and Laws. Mr. Hopp articulated for the law firm of Wood Moir Hyde & Ross in the City of Edmonton, was admitted to the bar in 1972, and thereafter practiced law on a full-time basis for approximately 2 years. Mr. Hopp became an academic staff of the Faculty of Law at the University of Alberta and taught in this capacity for approximately 30 years until his mandatory retirement in 2004.

Mr. Ronald Garry, Hopp has signed an appointment letter with the Company for the appointment as an independent non-executive director of the Company for an initial term of 2 years commencing from 27 March 2007. Mr. Hopp is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association. Following the appointment, Mr. Hopp has also agreed to become a member of the audit committee and remuneration committee of the Company. Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the holders of the shares of the Company in relation to his appointment.

Mr. Yip Tai Him, aged 38, is a practicing accountant in Hong Kong. Mr. Yip has about 15 years of experience in auditing, accounting and corporate finance. He is a member of the Institute of Chartered Accountants in England and Wales, Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Yip is currently independent non-executive directors of Wing Lee Holdings Limited and China Cyber Port (International) Company Limited, which are listed in the Main Board and the Growth Enterprise Market of the Stock Exchange respectively.

Mr. Yip Tai Him has signed an appointment letter with the Company for the appointment as an independent non-executive director of the Company for an initial term of 2 years commencing from 27 March 2007. Mr. Yip is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association. Following the appointment, Mr. Yip has also agreed to become a member of the audit committee and remuneration committee, and the chairman of the audit committee of the Company. Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the holders of the shares of the Company in relation to the above appointment.

Suspension

At the request of the Company, trading in the Shares has been suspended with effect from 9:30 a.m. on 22 March 2007 and trading of Shares will remain suspended pending for release of further announcement in relation to the Public Float.

By Order of the Board of
SJTU Sunway Software Industry Limited
Tinna Chan Yee
Executive Director

Hong Kong, 27 March 2007

As at the date of this announcement, the Board comprises Ms. Tinna Chan Yee, Ms. Syeda Bakhtiar and Mr. Tan Shu Jiang being executive directors of the Company; and Mr. Chan Cheong Yee, Mr. Ronald Garry, Hopp and Mr. Yip Tai Him being independent non-executive directors of the Company.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 the date of its posting.

** For identification purpose only*