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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 CHANGE OF NAME AND CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the “Board”) of directors (the “Directors”) of SJTU Sunway Software Industry Limited (the “Company”, which, together with its subsidiaries, the “Group”) proposes to change the existing name of the Company from “SJTU Sunway Software Industry Limited” to “S&D International Development Group Limited 基仕達國際發展集團有限公司” and shall no longer adopt its existing Chinese name “交大銘泰軟件實業有限公司” for identification purpose, subject to the condition set out in the announcement below.

Incidental to such proposed change of name, the Directors also propose to amend the Company’s Articles of Association to reflect the change of the Company’s name.

Particulars of the proposed name change of the Company and the consequential amendments to the Company’s Articles of Association together with a notice convening the extraordinary general meeting, among other things, will be set out in a circular to be dispatched to the shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The Directors will propose a special resolution to the shareholders of the Company to change the registered name of the Company from “SJTU Sunway Software Industry Limited” to “S&D International Development Group Limited 基仕達國際發展集團有限公司” and shall no longer adopt its existing Chinese name “交大銘泰軟件實業有限公司” for identification purpose (the “Proposed Name Change”) at the forthcoming extraordinary general meeting of the Company to be held as soon as practicable. The Board believes that the change of the Company’s name will benefit the Group’s future business development as the new name will better fit expansion and diversification of the Group’s business.

CONDITION

The Proposed Name Change is conditional upon the passing of a special resolution by the shareholders of the Company at an extraordinary general meeting of the Company to approve the Proposed Name Change.

Once the special resolution on the Proposed Name Change has been passed, the Company will file a certified copy of the said resolution with the Registrar of Companies in the Cayman Islands to effect the Proposed Name Change. The Proposed Name Change will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new Chinese name of the Company on the register in place of the existing name. Upon the Proposed Name Change taking effect and the receipt of the Certificate of Incorporation on Change of Name, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32, Laws of Hong Kong). Subject to the Proposed Name Change becoming effective, the English and Chinese stock short names of the Company will also be changed. Further announcement on the change of the Company's name and change in stock short names will be made once the Proposed Name Change has become effective.

EFFECTS OF CHANGE OF NAME

The Proposed Name Change, once approved and after becoming effective, will not in any way affect any of the rights of any shareholders of the Company and all existing share certificates of the Company in issue bearing the present name of the Company will, after the Proposed Name Change has become effective, continue to be effective as documents of title to the shares of the Company and will be valid for trading, settlement and registration purposes.

Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates under the new name. Should the Proposed Name Change become effective, all new share certificates of the Company will be issued in the new name of the Company thereafter.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the extraordinary general meeting for the shareholders of the Company to consider, and if thought fit, approve, subject to the Proposed Name Change taking effect, consequential amendments to the Company's Articles of Association to reflect such change of name. The proposed changes to the Company's Articles of Association shall become effective once the English and Chinese names of the Company have been changed to "S&D International Development Group Limited" and "基仕達國際發展集團有限公司" respectively.

GENERAL

The Group is principally engaged in information localization services and software development. In view of the growing competition in the business market in which the Group operates, the Directors have been actively identifying new investment opportunities in order to expand and diversify the Group's business, with a view to increasing the value of the Company and returns to its shareholders.

This announcement is made pursuant to the requirement of Rule 17.50(1) of the GEM Listing Rules. Particulars of the proposed name change of the Company and consequential amendments to the Company's Articles of Association together with a notice convening the extraordinary general meeting, among other things, will be set out in a circular to be dispatched to the shareholders as soon as practicable. Further announcement on the change of the Company's name and the change in the stock short names will be made once the proposed change of the Company's name has become effective.

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

Hong Kong, 5 July 2007

As at the date of this announcement, the executive Directors are Ms. Tinna Chan Yee and Ms. Sana Bakhtiar Ahmed and Mr. Tan Shu Jiang and the independent non-executive Directors are Mr. Chan Cheong Yee, Mr. Ronald Garry Hopp and Mr. Yip Tai Him.

This announcement, for which the Directors 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 the Company. The Directors, having made all reasonable enquires, 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 found 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 seven days from the date of its publication.

* *For identification purpose only*