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)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at Units 2003 and 2005, 20/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on 6 May 2005 at 11:00 a.m. (the "Meeting").

I/We *(note a)* _____

of _____ being

the holder(s) of _____ *(note b)* shares of

HK$0.01 each of SJTU Sunway Software Industry Limited (the "**Company**") hereby appoint the Chairman of the Meeting or

_____ of _____

to act as my/our proxy *(note c)* at the Meeting and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(note d)*.

		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and auditors for the year ended 31 December 2004.		
2.	(a) To re-elect Mr. Chen Si Gen as Director.		
	(b) To re-elect Mr. Wang Hui Bo as Director.		
	(c) To re-elect Mr. Song Jing Sheng as Director.		
	(d) To authorise the board of Directors to fix the directors' remuneration.		
3.	To appoint the Company's auditors and authorise the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue allot and otherwise deal with Company's shares.		
5.	To grant a general mandate to the Directors to purchase the Company's shares.		
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4.		

Dated the _____ day of _____ 2005

Shareholder's signature _____ *(notes e, f, g and h)*

Notes:

a. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.

b. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.

d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.

e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.

g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.

h. Any alteration made to this form should be initialled by the person who signs the form.

* *For identification only*