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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)

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND OUTSTANDING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUDIT COMMITTEE MEMBER

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of SJTU Sunway Software Industry Limited (the “**Company**”) wishes to announce that due to personal reasons, Mr. Ho Chen-yu retired as an independent non-executive director of the Company at the annual general meeting of the Company held today, and did not offer himself for re-election. Mr. Ho confirmed that there is no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its sincere gratitude to Mr. Ho for his contributions to the Company during the tenure of his office.

OUTSTANDING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUDIT COMMITTEE MEMBER

Following the retirement of Mr. Ho, there are only two independent non-executive directors of the Company on the Board and two members in the audit committee. Therefore, the Company is not able to comply with Rules 5.05(1) and (2) and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) which require the Company to retain at all times a minimum of three independent non-executive directors one of whom must have appropriate professional qualifications or accounting or related financial management expertise and three audit committee members.

* For identification purposes only

The Board will use its best endeavours to identify suitable candidates to fill in the vacancy arising from Mr. Ho's retirement as soon as practicable. Further announcement in relation to the appointment of the new independent non-executive director will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

As at the date of this announcement, the directors of the Company are as follows:

Executive directors	Sze Wai, Marco, Chu Chi Shing, He En Pei, He Zhan Tao, Chen Si Gen, Wang Hui Bo and Shang Guan Bu Yan
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Independent non-executive directors	Song Jing Sheng and Wang Tian Ye
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By order of the board of directors of
SJTU Sunway Software Industry Limited
Sze Wai, Marco
Chairman

Hong Kong, 6 May 2005

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 Announcement" page of the GEM website at www.hkgem.com for a minimum period of seven days from the day of its posting.