



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)

CHANGE OF AUDITORS

The Board announces that:

- on 26 January 2006, the Company received a letter from KPMG that they resigned as auditors of the Company with effect from 24 January 2006; and
- ShineWing (HK) CPA Limited has been appointed as auditors of the Company following the resignation of KPMG to hold office with effect from 24 January 2006 until the next annual general meeting of the Company.

The board of directors (the “**Board**”) of SJTU Sunway Software Industry Limited (the “**Company**”) announces that on 26 January 2006, the Company received a letter from KPMG that they resigned as auditors of the Company with effect from 24 January 2006 and ShineWing (HK) CPA Limited has been appointed as auditors of the Company following the resignation of KPMG to fill such casual vacancy, and to hold office with effect from 24 January 2006 until the conclusion of the next annual general meeting of the Company. The reason for the change of auditors of the Company is due to the fact that the Company and KPMG could not reach an agreement on the audit fees for the financial year ended 31 December 2005.

The Board is not aware of any other reason for the resignation of KPMG nor any other facts or circumstances that ought to be brought to the notice of the shareholders of the Company in relation to such resignation. Save for the amount of the proposed audit fee, there is no disagreement between KPMG and the Company regarding the proposed audit engagement and KPMG has confirmed that there are no matters that need to be brought to the attention of the shareholders of the Company. The Board further confirmed that the change of auditors was not expected to affect the release of the annual results for the financial year ended 31 December 2005 as KPMG had not yet commenced any audit work on the financial statements of the Company for the year ended 31 December 2005.

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

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

Executive directors	Sze Wai, Marco, He En Pei, Chen Si Gen, Shang Guan Bu Yan, Tan Shu Jiang
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Independent non-executive directors	Wang Tian Ye, Wang Bin and Xu Shi Hong
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Hong Kong, 26 January 2006

** for identification purposes only*

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.