

<b>THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION</b>
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**If you are in any doubt** about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in SJTU Sunway Software Industry Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

### **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company to be held at Units 2003 and 2005, 20/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on 12 May 2006 at 11:00 a.m. (the “Annual General Meeting”) is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar of the Company, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

This circular, for which the directors of the Company (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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular 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 circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This circular will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from its date of its posting.*

<b>CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)</b>
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GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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## LETTER FROM THE CHAIRMAN



### **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)**

*Executive Directors:*

Sze Wai, Marco (*Chairman*)

He En Pei

Tan Shu Jiang

Shang Guan Bu Yan

Chen Si Gen

*Principal place of business*

*in Hong Kong:*

Units 2003 and 2005, 20th Floor

Great Eagle Centre

No. 23 Harbour Road

Wanchai

Hong Kong

*Independent non-executive Directors:*

Wang Tian Ye

Wang Bin

Xu Shi Hong

*Registered Office:*

Century Yard, Cricket Square

Hutchins Drive, P.O. Box 2681GT

George Town, Grand Cayman

British West Indies

31 March 2006

*To shareholders of the Company*

Dear Sir or Madam,

### **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to seek your approval of ordinary resolutions at the Annual General Meeting (i) to enable the Directors to exercise the powers of the Company to repurchase the Company's fully paid up shares of HK\$0.01 each (the "Shares") representing up to a maximum of 10% of the existing issued share capital of the Company at the date of passing the resolution, (ii) to grant a general mandate to the Directors to issue new Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution and (iii) to increase the number of Shares which the Directors may issue under their general mandate by the number of Shares repurchased.

\* for identification only

## **LETTER FROM THE CHAIRMAN**

### **GENERAL MANDATE TO REPURCHASE SHARES**

The GEM Listing Rules contain provisions to regulate the repurchase by companies with primary listing on GEM operated by the Stock Exchange of their own shares (the “Share Buy Back Rules”). In accordance with the Share Buy Back Rules, this circular contains an explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution set out as Resolution 5 in the notice of the Annual General Meeting.

### **GENERAL MANDATE TO ISSUE SHARES**

The proposed resolution set out as Resolution 4 in the notice of the Annual General Meeting will be considered at the Annual General Meeting for the granting of a general mandate to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital representing 40,000,000 issued shares of the Company at the date of passing the resolution; in addition, subject to the shareholders’ approval of the resolution set out as Resolution 6 in the notice of the Annual General Meeting, the number of Shares purchased by the Company under the repurchase mandate will also be added to the 20% general mandate as mentioned above.

The proposed resolution set out as Resolution 6 in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to issue new Shares during the relevant period by adding to it the number of Shares purchased (if any) under the repurchase mandate.

### **PROXY ARRANGEMENT**

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.

### **PROCEDURE FOR DEMANDING A POLL**

Pursuant to Article 72 of the articles of association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or

## LETTER FROM THE CHAIRMAN

- (ii) by at least three shareholders of the Company present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders of the company present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders of the Company having the right to vote at the meeting; or
- (iv) by a shareholder or shareholders of the Company present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

### RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the articles of association of the Company, Mr. He En Pei, Mr. Shang Guan Bu Yan and Mr. Wang Tian Ye will retire as Directors by rotation and, being eligible, offer himself for re-election as Director at the Annual General Meeting. Particulars of Mr. He En Pei, Mr. Shang Guan Bu Yan and Mr. Wang Tian Ye are set out in Appendix II to this circular.

In addition, in accordance with Article 112 of the articles of association of the Company, Mr. Tan Shu Jiang, Mr. Wang Bin and Mr. Xu Shi Hong will retire at the Annual General Meeting and the 3 directors will offer themselves for re-election as Directors at the Annual General Meeting.

### RECOMMENDATION

The Directors consider that the granting of the repurchase mandate and the granting and the extension of the general mandate to issue new Shares are in the best interests of the Company and its shareholders and accordingly recommend all shareholders to vote in favour of the ordinary resolutions set out as Resolutions 4 to 6 in the notice of the Annual General Meeting.

Yours faithfully,  
On behalf of the Board of  
**SJTU Sunway Software Industry Limited**  
**Sze Wai, Marco**  
*Chairman*

*The following is the explanatory statement which is required to be sent to shareholders under the Share Buy Back Rules in connection with the proposed general mandate for repurchase of Shares.*

### **1. GEM Listing Rules**

The GEM Listing Rules permit companies with a primary listing on GEM to purchase their securities subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the Company's constitutional documents and the applicable laws of the jurisdiction in which the Company is incorporated or otherwise established. Any repurchase will be made out of funds of the Company legally permitted to be utilized in this connection, including out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if so authorised by its articles of association and subject always to the Companies Law of the Cayman Islands, out of capital. Any premium payable on a repurchase over the par value of the shares to be purchased must be provided for out of the profits of the Company or out of the Company's share premium account, or, if so authorised by its articles of association and subject to the provisions of the Companies Law of the Cayman Islands, out of capital.

### **2. The Repurchase Proposal**

The proposed resolution set out as Resolution 5 in the notice of the Annual General Meeting which will be considered at the Annual General Meeting relates to the granting of a general and unconditional mandate (the "Repurchase Mandate") to the Directors to repurchase, on GEM or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong, up to a maximum of 20,000,000 Shares, representing 10% of the issued share capital of the Company at the date of passing the resolution.

The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or until revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting prior to the next annual general meeting of the Company, whichever occurs first.

### **3. Reasons for Repurchase**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

#### 4. Share Capital

As at 27 March 2006, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the Repurchase Mandate, the Company would be allowed to repurchase Shares up to a maximum of 20,000,000 Shares representing 10% of the issued share capital on the basis that no further Shares will be issued whether as a result of the exercise of any options granted under the share option scheme adopted by the Company pursuant to a written resolution passed by the Company’s shareholders on 25 November 2003 or otherwise repurchased prior to the date of the Annual General Meeting.

#### 5. Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statement of the Company for the year ended 31 December 2005 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 6. Share Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
March 2005	0.430	0.380
April 2005	0.400	0.335
May 2005	0.365	0.280
June 2005	0.335	0.290
July 2005	0.340	0.280
August 2005	0.285	0.165
September 2005	0.150	0.120
October 2005	0.150	0.139
November 2005	0.160	0.140
December 2005	0.157	0.157
January 2006	0.140	0.140
February 2006	0.140	0.140
March 2006 (up to 27 March 2006)	0.138	0.138



## 7. Takeovers Code Consequences

If the Repurchase Mandate were exercised in full, the percentage shareholding of the substantial shareholders of the Company before and after such repurchase would be as follows:

Substantial Shareholder	Number of Share held	Approximate percentage of voting power (%)	Approximate percentage of voting power if the Company exercised in full the power to repurchase (%)
Futart Industry Company Limited ("Futart") (Note 1)	64,355,828	32.18	35.75
Hongkong Sunway Technology Development Limited ("HK Sunway") (Note 2)	20,157,757	10.08	11.20
Simplex Technology Investment (Hongkong) Co. Limited ("Simplex") (Note 3)	22,528,484	11.26	12.52

*Notes:*

1. Futart is a wholly owned subsidiary of FinTronics Holdings Company Limited ("FinTronics"), a company whose shares are listed on the Main Board of the Stock Exchange. As at the Latest Practicable Date, the issued share capital of FinTronics was owned as to approximately 25.05% by Leading Value Industrial Limited which is in turn owned as to 100% by Mr. Sze Wai, Marco, an executive Director.
2. The shareholding structure of HK Sunway is as follows:

Name of shareholders	Percentage of shareholding (%)
Mr. He En Pei	35.99
Mr. He Zhan Tao	16.94
Mr. Niu Jie	13.17
Mr. Liu Jian Guo	11.76
Ms. Yan Li Li	11.29
Mr. Bao Wei	4.85
Mr. Piao Sheng Gen	4.00
Mr. Han Zhao Qiang	2.00
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	100.00
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3. The entire issued share capital of Simplex is beneficially owned by Shanghai Jiaoda Industrial Investment Management (Group) Limited (“Jiaoda Industrial Group”), a limited company established in the People’s Republic of China. The registered capital of Jiaoda Industrial Group is owned as to 96.735% by Shanghai Jiao Tong University (a state-owned institution subordinate to the Ministry of Education of the People’s Republic of China) and 3.265% by Shanghai Jiaoda Enterprise Management Centre (上海交大企業管理中心), an entity wholly owned by Shanghai Jiao Tong University.

## **8. Share Repurchases by the Company**

The Company had not purchased any of its shares since 9 January 2004 (being the commencement date of dealings in the Shares on GEM) prior to the date of this circular.

## **9. General Information**

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Repurchase Mandate is approved and exercised.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.
- (c) If as a result of a repurchase of Shares, a shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (“Takeover Code”) issued by the Securities and Futures Commission of Hong Kong. As a result, a shareholder, or group of shareholders acting in concert, depending on the level of increase of the shareholders’ interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. Exercise in full of the Repurchase Mandate would result in an increase in the percentage of the Shares held by Futart from approximately 32.18% to approximately 35.75% and Futart would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of Futart to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences under the Takeover Code as a result of the exercise of the Repurchase Mandate.
- (d) No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to approved and the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

**PARTICULARS OF DIRECTOR FOR RE-ELECTION**

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

**Mr. He En Pei, aged 36, executive Director***Length of service*

Mr. Chen joined the Company and its subsidiaries (the “Group”) in August 1998 and appointed as an executive Director in November 2003 and is responsible for the strategic planning and supervision of the overall operation of the Group. Mr. He has been appointed for a term of three years expiring on 31 October 2006. Mr. He is entitled to an annual director’s fee of HK\$280,000.

*Qualification and experience*

Mr. He graduated from Shanghai Huazhong University of Science and Technology (華中理工大學) with a master’s degree in Electronic Materials and Components in June 1994. Mr. He has been a practitioner in the field of information technology and has gained more than 5 years of corporate management.

Apart from being an executive Director of the Company, Mr. He did not hold any directorship in other listed companies in the last three years.

*Interests in Shares*

As at the Latest Practicable Date, Mr. He have 1,770,000 share options of the Company which is interested in the Shares within the meaning in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

*Others*

Save that Mr. He is an executive Director and a management shareholder, he is not otherwise related to any Directors, management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Mr. Shang Guan Bu Yan, aged 43, executive Director***Length of service*

Mr. Shang Guan joined the Group in early 2002 and appointed as an executive Director in November 2003 and is responsible for formulating the marketing strategies of the Group. Mr. Shang Guan has been appointed for a term of three years expiring on 31 October 2006. Mr. Shang Guan is entitled to an annual director’s fee of HK\$120,000.

*Qualification and experience*

Mr. Shang Guan graduated from National University of Defense Technology (中國人民解放軍國防科學技術大學) with a master's degree in Science in December 1991. Mr. Shang Guan has over 10 years of experience in the computer industry in the PRC.

Apart from being an executive Director of the Company, Mr. Shang Guan did not hold any directorship in other listed companies in the last three years.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Shang Guan has 1,000,000 share options of the Company which is interested in the Shares within the meaning in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

*Others*

Save that Mr. Shang Guan is an executive Director, he is not otherwise related to any Directors, management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Mr. Wang Tian Ye, aged 47, independent non-executive Director***Length of service*

Mr. Wang was appointed by the Group in November 2003 as an independent non-executive Director. Mr. Wang has been appointed for a term of two years expiring on 25 November 2005 and being renewed for a term of one year expiring on 25 November 2006. Mr. Wang is entitled to an annual director's fee of HK\$120,000.

*Qualification and experience*

Mr. Wang graduated from the Macquarie University, Australia with a master degree in Applied Finance and is a senior Associate of Australian Institute of Banking and Finance in April 1996. Mr. Wang has extensive experience in the banking industry and investment in the People's Republic of China and Australia.

Apart from being an independent non-executive Director of the Company, Mr. Wang did not hold any directorship in other listed companies in the last three years.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Wang has 200,000 share options of the Company which is interested in the Shares within the meaning in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

*Others*

Save that Mr. Wang is an independent non-executive Director, he is not otherwise related to any Directors, management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

## NOTICE OF ANNUAL GENERAL MEETING



### 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)

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the shareholders of SJTU Sunway Software Industry Limited (the “Company”) will be held at Units 2003 and 2005, 20/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 12 May 2006 at 11:00 a.m. (the “Annual General Meeting”) for the following purposes:

1. To receive and approve the audited financial statements and the reports of the directors of the Company and auditors for the year ended 31 December 2005;
2. To re-elect the retiring directors of the Company, each as a separate resolution, and to authorize the board of directors of the Company to fix their remuneration;
3. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration; and
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval

\* for identification only

## NOTICE OF ANNUAL GENERAL MEETING

in paragraph (a) of this Resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval be limited accordingly; and

(d) for the purpose of this Resolution:

- a. “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”
- b. “Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

## NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the Growth Enterprise Market of the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “Relevant Period” shall have the same meaning as in Resolution 4(d).”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

conditional upon Resolutions 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to Resolution 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution 5.”

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

Hong Kong, 31 March 2006



## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.