
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, 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 and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

PROPOSED CHANGE OF COMPANY NAME AND CONSEQUENTIAL AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 10 August 2007 at 11:00 a.m. is set out on page 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.

* For identification purpose only

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination of 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 at www.hkgem.com in order to obtain up-to-date information of GEM-listed issuers.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	SJTU Sunway Software Industry Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 10 August 2007 at 11:00 a.m. at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	together, the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Memorandum of Association”	the existing memorandum of association of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



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:

Ms. Tinna Chan Yee
Ms. Sana Bakhtiar Ahmed
Mr. Tan Shu Jiang

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-Executive Directors:

Mr. Chan Cheong Yee
Mr. Ronald Garry Hopp
Mr. Yip Tai Him

*Head office and principal place of
business in Hong Kong:*

Room 2801, 28/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

16 July 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
CONSEQUENTIAL AMENDMENTS TO THE MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the special resolutions with respect to the proposed change of Company name to be proposed at the EGM.

A notice convening the EGM setting out the details of the special resolutions to be proposed at the EGM is set out on pages 6 to 7 of this circular.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

On 5 July 2007, the Board announced that it proposed 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 should 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 conditions set out below being fulfilled.

Incidental to such proposed change of name, the Directors also proposed to amend the Memorandum of Association and the Articles of Association to reflect the change of the Company name.

The Board believes that the change of the Company name will benefit the Group’s future business development as the new name will better fit expansion and diversification of the Group’s business.

CONDITIONS

The proposed change of the Company name is conditional upon the passing of a special resolution by the Shareholders at the EGM.

Once the special resolution on the proposed change of Company name 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 such change. The proposed change of Company name 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 pursuant to the special resolution approving the change of name duly passed at the EGM and lodged with the Registrar of Companies in the Cayman Islands.

Upon the proposed change of Company name becoming effect, 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).

EFFECTS OF CHANGE OF COMPANY NAME

The proposed change of Company name, once approved and after becoming effective, will not in any way affect any of the rights of any Shareholders. All existing Share certificates in issue bearing the present name of the Company will, after the change of Company name has become effective, continue to be effective as documents of title to the Shares 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 change of Company name become effective, all new Share certificates will be issued in the new name of the Company thereafter.

Subject to the proposed change of Company name becoming effective, the English and Chinese stock short names of the Company will also be changed. Further announcement on the change of the Company name and change in stock short names will be made once the proposed change of name has become effective.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

To reflect such change of the Company name, a special resolution will be proposed at the EGM for the Shareholders to consider, and if thought fit, approve, subject to the passing of the above special resolution in respect of the change of Company name, consequential amendments to the Memorandum of Association and the Articles of Association. The proposed changes to the Memorandum of Association and the Articles of

LETTER FROM THE BOARD

Association shall become effective once the name of the Company has been changed to “S & D International Development Group Limited 基仕達國際發展集團有限公司” and the consequential amendments to the Memorandum of Association and the Articles of Association have been approved pursuant to the relevant special resolutions duly passed by the Shareholders at the EGM.

EXTRAORDINARY GENERAL MEETING

Set out at the end of this circular is a notice convening the EGM to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 10 August 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment should you so wish.

PROCEDURES FOR DEMANDING A POLL

Under existing Article 72 of the Articles of Association, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by

- (a) the chairman of the meeting; or
- (b) at least three Shareholders 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
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder 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 Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares 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 Shares conferring that right.

However, as announced by the Board on 9 July 2007, the Company’s annual general meeting is scheduled to be held on 3 August 2007 (“AGM”) to approve, among other matters, a special resolution proposing to amend Article 72 of the Articles of Association to reflect changes to the GEM Listing Rules. Should the said special resolution be duly passed at the AGM, the following new Article 72 will take immediate effect to replace the existing Article 72 and read:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the GEM Listing Rules or 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:

LETTER FROM THE BOARD

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders 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
- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder 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 Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares 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 Shares conferring that right; or
- (e) if required by the GEM Listing Rules, by the chairman of the meeting, any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five (5) per cent or more of the total voting rights at such meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) 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.

RECOMMENDATION

The Directors consider the proposed change of Company name and the proposed amendments to the Memorandum of Association and the Articles of Association are in the interests of the Company and its Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the resolutions to be proposed at the forthcoming EGM.

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

NOTICE OF EXTRAORDINARY 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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of the shareholders of SJTU Sunway Software Industry Limited (the “**Company**”) will be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 10 August 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** the Company name be and is hereby changed 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 the discontinuance of adoption of its existing Chinese name “交大銘泰軟件實業有限公司” for identification purpose be and is hereby approved and **THAT** such new name of the Company be registered with the Registrar of Companies in the Cayman Islands and the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and **THAT** the directors and company secretary of the Company be and are hereby authorised to do all such acts, deeds, and things as they may, in their absolute discretion, deem fit, to effect and implement the change of the name of the Company.”
2. “**THAT** subject to the passing of the special resolutions no. 1 set out above in this notice,
 - (i) the Memorandum of Association be and is hereby amended to reflect such change of name of the Company by deleting paragraph 1 in its entirety and substituting therefor the following paragraph:

“The name of the Company is S & D International Development Group Limited 基仕達國際發展集團有限公司.”
 - (ii) the Articles of Association be and are hereby amended by amending the definition of “the Company” or “this Company” in Article 1 (A) to read:

““the Company” or “this Company” shall mean S & D International Development Group Limited 基仕達國際發展集團有限公司 incorporated in the Cayman Islands on 28 June 2002;”

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

and **THAT** the directors and company secretary of the Company be and are hereby authorised to do all such acts, deeds, and things as they may, in their absolute discretion, deem fit, to effect and implement the consequential amendments to the Memorandum of Association and the Articles of Association of the Company.”

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

Hong Kong, 16 July 2007

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Room 2801, 28/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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 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 branch registrar and transfer office in Hong Kong, Tengis Limited, at 26th, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. The Memorandum of Association and the Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the proposed amendments to the Memorandum of Association and the Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.