



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 FOR THE EXTRAORDINARY GENERAL MEETING ("MEETING") TO BE HELD ON 10 August 2007 (AND ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each in the capital of SJTU Sunway Software Industry Limited (the "Company") hereby appoint (Note 3) _____
of _____
or failing him/her the chairperson of the Meeting as my/our proxy to attend on my/our behalf at the Extraordinary General Meeting 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. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the "Notice") convening the said Meeting and at such Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

Special Resolutions (Note 4)		For (Note 5)	Against (Note 5)
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 resolution no. 1 set out above in this notice, (i) the Memorandum of Association of the Company 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 of the Company 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;" 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."		

Dated the _____ day of _____ 2007

Signature (Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member is entitled to appoint a proxy/proxies to attend and vote in his stead. If such an appointment is made, you may delete the words "or failing him/her the chairperson of the Meeting" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy need not be a member of the Company.
- A special resolution shall be passed by an affirmative vote of not less than three-fourths of the Company's total voting shares held by members who are present at the Meeting (including proxies).
- PLEASE INDICATE WITH** a "✓" in the appropriate space beside each item how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorized. The signature must match the records maintained by the Company's branch share registrar and transfer office in Hong Kong.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- In order to be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tengis Limited at 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 and any adjournment (as the case may be) thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting or any adjournment thereof (as the case may be) if you so wish, but if you attend and vote at the Meeting, the authority of your proxy will be revoked forthwith.

* For identification purpose only