



## 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;”

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.

*As at the date of this announcement, the Board comprises Ms. Tinna Chan Yee, Ms. Sana Bakhtiar Ahmed and Mr. Tan Shu Jiang being executive directors of the Company; and Mr. Chan Cheong Yee, Mr. Ronald Garry Hopp and Mr. Yip Tai Him being independent non-executive directors of the Company.*

*This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 the date of its posting.*

*\* For identification purpose only*