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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)

SUPPLEMENTAL AGREEMENT DEFERRAL OF COMPLETION OF

SHARE AND DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF BEAUHORSE PROFESSIONAL TRANSLATION LIMITED

The Board announces that the Company, the Vendors and the Guarantors entered into a supplemental agreement on 8 November 2004 whereby the Completion Date was deferred to 23 December 2004 or such earlier date as the parties may agree and the definition of ACP in the Deed was varied to mean HK\$0.475 per share. As a result, the Company will issue 4,870,000 SJTU Shares representing 2.44% of the existing issued share capital and 2.38% of the entire issued capital of the Company as enlarged by such issue as Consideration Shares at Completion.

Reference is made to the announcement of SJTU Sunway Software Industry Limited ("the Company") dated 26 August 2004 ("the Announcement") and the circular dated 15 September 2004 ("the Circular") in respect of the Acquisition. Unless otherwise defined herein, terms used herein shall have the same meanings as those defined in the Announcement and the Circular.

Deferral of Completion

As disclosed in the Announcement and the Circular, Completion would take place on the 3rd business day after the Acquisition becoming unconditional on or before 22 October 2004 or such other date as the parties may be agreed in writing. Completion has not yet taken place and the parties have agreed to defer Completion for better arrangement of a smooth handover of the business.

* for identification purpose only

The Board announces that the Company, the Vendors and the Guarantors entered into a supplemental agreement (the "Supplemental Agreement") on 8 November 2004 whereby the Completion Date was deferred to 23 December 2004 or such earlier date as the parties may agree and ACP as defined in the Deed was varied to mean the average closing price per share of SJTU Shares for the 60 trading days on which SJTU Shares are traded on the Stock Exchange immediately prior to, instead of the Completion Date as originally provided in the Deed, 27 October 2004 (exclusive of 27 October 2004) which is HK\$0.475. The Company will therefore issue 4,870,000 SJTU Shares representing 2.44% of the existing issued share capital and 2.38% of the entire issued capital of the Company as enlarged by such issue as Consideration Shares at Completion. The Consideration Shares to be issued at such price amount to HK\$2,313,250. Based on HK\$0.48 being the closing price per share of SJTU shares on the date of signing of the Supplemental Agreement, the market value of the Consideration Shares to be issued would amount to HK\$2,337,600.

Save for the above, the principal terms and conditions of the Deed remain unchanged. Further announcement will be made on significant progress of the transactions contemplated by the Deed.

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

Hong Kong, 15 November 2004

As at the date of this announcement, there are 11 Directors; eight are executive Directors, namely Sze Wai, Marco, Chu Chi Shing, He En Pei, He Zhan Tao, Chen Cheng Ping, Chen Si Gen, Wang Hui Bo and Shang Guan Bu Yan; and three are independent non-executive Directors, namely Song Jing Sheng, Wang Tian Ye and Ho Chen-yu.

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, 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.

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