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S&D HOLDINGS GROUP LIMITED

(incorporated in the British Virgin Islands with limited liability)



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)

POSTPONEMENT OF DESPATCH OF THE COMPOSITE OFFER DOCUMENT

The despatch of the Composite Offer Document by the Offeror and the Company to the Shareholders regarding the Offers will be postponed from 22 December 2006 to 5 January 2007 due to time to obtain all the required information of the Company for the purposes of compiling in the Composite Offer Document is longer than expected. An application has been made to the Executive for his consent pursuant to Note 2 of Rule 8.2 of the Takeovers Code to the postponement of the posting of the Composite Offer Document.

Reference is made to the press announcement (“Joint Announcement”) jointly issued by the Offeror, the Company and the Vendor dated 1 December 2006 in relation to, among other things, the Offers. Unless the context requires otherwise, terms used herein shall have the same meaning as those defined in the Joint Announcement.

POSTPONEMENT OF DESPATCH OF COMPOSITE OFFER DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, an offer document regarding, among other things, the Offers, is required to be despatched by the Offeror to the Shareholders within 21 days from the date of the Joint Announcement, that is, on or before 22 December 2006. The Offeror and the Company will combine the offer document and the Company’s board circular in a composite offer document (“Composite Offer Document”), which is also required to be despatched within the said 21-day period.

As time to obtain all the required information of the Company is longer than expected, an application has been made to the Executive for his consent pursuant to Note 2 of Rule 8.2 of the Takeovers Code to the postponement of the posting of the Composite Offer Document to the date 5 January 2007. A further announcement will be jointly made by the Offeror and the Company when the Composite Offer Document is despatched.

By Order of the board of
S&D Holdings Group Limited
Tinna Chan Yee
Director

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

Hong Kong, 21 December 2006

* *For identification purpose only*

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Sze Wai, Macro, Mr. Chen Si Gen, Mr. Shang Guan Bu Yan and Mr. Tan Shu Jiang; and three independent non-executive Directors, namely Mr. Wang Tian Ye, Mr. Wang Bin and Mr. Xu Shi Hong.

The Board of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than that in relation to the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that in relation to the Group) the omission of which would make any of the statements in this announcement misleading.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.

This announcement 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 publication.