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S & D INTERNATIONAL DEVELOPMENT GROUP LIMITED
基仕達國際發展集團有限公司

(FORMERLY KNOWN AS “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)

PLACING OF NEW SHARES
SECOND SUPPLEMENTAL AGREEMENT
EXTENSION OF LONG STOP DATE

Placing agent



Grand Vinco Capital Limited

The Board would like to announce that the Company and the Placing Agent entered into the Second Supplemental Agreement on 1 April 2008, pursuant to which, the last day for the fulfillment of the Conditions has been extended from 31 March 2008 to 30 June 2008.

Trading in the Shares on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 22 March 2007 and remained to be suspended until further notice.

Reference is made to the announcement (the “**Announcement**”) of S & D International Development Group Limited (the “**Company**”) dated 4 December 2007 in relation to the Placing. Capitalized terms used in this announcement shall have the same meanings to those defined in the Announcement unless defined otherwise herein.

BACKGROUND AND REASON FOR THE ENTERING INTO THE SECOND SUPPLEMENTAL AGREEMENT

As stated in the Announcement, the Completion of the Placing should take place on the 4th Business Day immediately after the date on which the Conditions are fulfilled (or such other date as the Company and the Placing Agent may agree in writing), and in any event, the Conditions shall not be fulfilled later than 31 March 2008 (or any other later date as the Company and the Placing Agent may agree in writing).

The Placing is conditional upon (i) the GEM Listing Committee of the Stock Exchange granting listing of, and permission to deal in, all the Placing Shares and (ii) the resumption of trading in the Shares.

As the Conditions had not been fulfilled by the parties thereto, and the Completion had not taken on or before 31 March 2008, additional time is required for the fulfillment of the Condition. Therefore, the Company and the Placing Agent mutually agreed and entered into a second supplemental agreement (the “**Second Supplemental Agreement**”) on 1 April 2008, pursuant to which the last day for the fulfillment of the Conditions has been extended from 31 March 2008 to 30 June 2008.

THE SECOND SUPPLEMENTAL AGREEMENT

Date: 1 April 2008

Parties: (i) Grand Vinco Capital Limited, the Placing Agent; and
(ii) the Company

Principal terms: (i) the definition of the “Closing Date” in the Placing Agreement as supplemented by the Supplemental Agreement and the Second Supplemental Agreement shall be changed to the 4th Business Day immediately after the date on which the Conditions are fulfilled (or such other date as the Company and the Placing Agent may agree in writing), and in any event, the Conditions shall not be fulfilled later than 30 June 2008 or any other later date as the Company and the Placing Agent may agree in writing;

(ii) the last day for the fulfillment of the Conditions is being extended from 31 March 2008 to 30 June 2008, and in the event that the Conditions is not fulfilled on or before 30 June 2008 (or such later date as may be agreed between the parties), the Placing Agreement as supplemented by the Supplemental Agreement and the Second Supplemental Agreement, and all rights and obligations thereunder will cease and terminate and neither of the parties thereto will have any claim against the other for costs, damages, compensation or otherwise except for any antecedent breach.

SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 22 March 2007 and remained to be suspended until further notice.

By Order of the Board of
S & D INTERNATIONAL DEVELOPMENT GROUP LIMITED
Tinna Chan Yee
Executive Director

Hong Kong, 1 April 2008

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

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company.

This announcement, 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: (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.

* *For identification purpose only*