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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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

BY WAY OF PLACING

Number of Placing Shares	:	70,000,000 Shares
Placing Price	:	not more than HK\$0.46 per Placing Share, and expected to be not less than HK\$0.43 per Placing Share
Nominal value	:	HK\$0.01 each
Stock Code	:	8148

Sponsor



Core Pacific – Yamaichi Capital Limited

Lead Manager



KINGSTON SECURITIES LIMITED

Underwriters

**Get Nice Investment Limited
Luen Fat Securities Company Limited**

**Guotai Junan Securities (Hong Kong) Limited
Sun Hung Kai International Limited**

Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the prospectus of SJTU Sunway Software Industry Limited (the “Company”) dated 30 December 2003 (the “Prospectus”).

Copies of the Prospectus required by the GEM Listing Rules are available, for information purposes only, during normal office hours from 9:00 a.m. to 5:30 p.m. at the offices of the Sponsor, Core Pacific – Yamaichi Capital Limited, at 36th Floor, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong for a period of 14 days (excluding Saturdays, Sundays and public holidays) from 30 December 2003 to 19 January 2004 (both dates inclusive).

The Placing is conditional on the fulfilment of the conditions stated in the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” of the Prospectus. The Placing Price will not be more than HK\$0.46 per Placing Share and is expected to be not less than HK\$0.43 per Placing Share. The final Placing Price is expected to be fixed by agreement between the Lead Manager (for itself and on behalf of the Underwriters) and the Company at or before 5:00 p.m., on Tuesday, 6 January 2004. If, for any reason, the Placing Price is not agreed between the Company and the Lead Manager, for itself and on behalf of the Underwriters, by 5:00 p.m. on Tuesday, 6 January 2004, the Placing will not become unconditional and will immediately lapse thereafter. In such case, an announcement will be made immediately on the GEM website.

Application for Placing Shares will be considered based on the terms and conditions set out in the Prospectus.

Application has been made to the Stock Exchange for the listing of and permission to deal in the Shares in issue and to be issued as described in the Prospectus and to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme on GEM. The level of indication of interests in the Placing, the basis of allocations in the Placing and the final Placing Price are expected to be published on the GEM website (in English and Chinese) on Wednesday, 7 January 2004. Dealings in the Shares on GEM are expected to commence on Friday, 9 January 2004.

Subject to the granting of listing of and permission to deal in the Shares of the Company on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System (“CCASS”) with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

By order of the Board
SJTU Sunway Software Industry Limited
Chiu Chi Shun, Clarence
Executive Director

Hong Kong, Tuesday, 30 December 2003

* *for identification purpose only*

This announcement and a copy of the Prospectus will appear on the GEM website at www.hkgem.com.