



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)

TERMINATION OF THE RIGHTS ISSUE

Reference is made to the announcement dated 27 February 2007 (the “**Announcement**”) in relation to the proposed Rights Issue. Capitalised words used herein shall have the same meanings as defined in the Announcement, unless the context requires otherwise.

The Company and S&D Holdings Group Limited, the underwriter of the Rights Issue have agreed to terminate the Underwriting Agreement relating to the Rights Issue with effect from 23 March 2007.

Suspension

At the request of the Company, trading in the Shares has been suspended with effect from 9:30 a.m. on 22 March 2007 and trading of Shares will remain suspended pending for release of further announcement in relation to the Public Float.

Reference is made to the announcement dated 27 February 2007 (the “**Announcement**”) in relation to the proposed Rights Issue. Capitalised words used herein shall have the same meanings as defined in the Announcement, unless the context requires otherwise.

Pursuant to the GEM Listing Rules, the Company is required to maintain a minimum prescribed percentage of 25% of the issued Shares to be in the hands of the public (the “**Public Float**”). As at the date hereof, the Company fails to maintain the Public Float. The Board is ascertaining the Public Float situation and considering appropriate actions in order to restore the Public Float.

In view of the above, the Company is of the view that the Rights Issue could not be proceeded in accordance with the expected timetable. And in view of the uncertainty of the timing and outcome of the above matters, the Company and S&D Holdings Group Limited, the underwriter of the Rights Issue have agreed to terminate the Underwriting Agreement relating to the Rights Issue with effect from 23 March 2007.

Further announcements will be made by the Company as to the Company’s Public Float situation.

Suspension

At the request of the Company, trading in the Shares has been suspended with effect from 9:30 a.m. on 22 March 2007 and trading of Shares will remain suspended pending for release of further announcement in relation to the Public Float.

Board of Directors

As at the date of this announcement, the Board comprises Ms. Tinna Chan Yee and Ms. Syeda Bakhtiar and Mr. Tan Shu Jiang being executive Directors; and Mr. Wang Tian Ye, Mr. Wang Bin and Mr. Xu Shi Hong being independent non-executive Directors.

By Order of the Board of
SJTU Sunway Software Industry Limited
Tinna Chan Yee
Executive Director

Hong Kong, 23 March 2007

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 (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 purposes only*