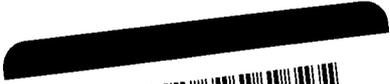




THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
3500 BLACKWELL ROAD
ROCKVILLE, MD 20850

Received SEC
AUG 04 2009
Washington, DC 20549

Gary N. Surdick
Vice President
Listing Qualifications



By Facsimile and First Class Mail

August 4, 2009

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

001-34423

CERTNAS

Dear Ms. Peters:

This is to certify that on July 29, 2009 The Nasdaq Stock Market (the "Exchange") received from CDC Software Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

American Depositary Shares, each
representing one Class A ordinary share

Class A ordinary shares, par value \$0.001 per share*

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

* Not for trading, but only in connection with the registration of American Depositary Shares