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## **SUPERDATA SOFTWARE HOLDINGS LIMITED**

**(速達軟件控股有限公司)\***

*(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**

<b>Number of Placing Shares</b>	<b>: 100,000,000 Shares</b>
<b>Placing Price</b>	<b>: HK\$0.303 per Placing Share</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 8263</b>

#### **Sponsor**



### **FIRST SHANGHAI CAPITAL LIMITED**

#### **Lead Manager and Bookrunner**

### **FIRST SHANGHAI SECURITIES LIMITED**

#### **Financial Adviser**

### **CORE PACIFIC-YAMAICHI CAPITAL LIMITED**

#### **PRC Financial Adviser**

### **GF SECURITIES CO., LTD.**

#### **Co-managers**

**Core Pacific-Yamaichi International  
(H.K.) Limited**

**Kingsway SW Securities Limited**

**Oriental Patron Asia Limited**

**UOB Asia (Hong Kong) Limited**

**Guotai Junan Securities  
(Hong Kong) Limited**

**OpenOffering Capital Limited**

**South China Securities Limited**

**VC CEF Capital Limited**

- The Placing Price has been fixed at HK\$0.303 per Placing Share.
- Subscriptions for a total number of 193,000,000 Placing Shares have been received by First Shanghai Securities, equivalent to approximately 1.93 times of the total number of 100,000,000 Placing Shares offered in the Placing. The Placing of 100,000,000 Placing Shares was fully subscribed and such Placing Shares were conditionally allocated to 108 professional, institutional and other investors. All places are independent of and not connected with any of the Directors, chief executive, substantial shareholders or initial management shareholders of the Company, its subsidiaries or any of their respective associates.
- An employee of VC CEF Brokerage Limited, an associate of VC CEF Capital Limited (as defined in the GEM Listing Rules), being one of the co-managers of the Placing, has been allotted 20,000 Placing Shares.
- Immediately after completion of the Placing and the Capitalisation Issue but before the exercise of options granted or to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme, the public float of the Company will be approximately 35.97% of the enlarged issued share capital of the Company.
- **Investors should be aware that there is a high concentration of Shares held by a small number of Shareholders, which may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise extreme caution in dealing in the Shares.**
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 6th June, 2003.

Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as in the prospectus dated 28th May, 2003 (the “Prospectus”) issued by Superdata Software Holdings Limited (the “Company”).

## PLACING PRICE

The Company and First Shanghai Securities (for itself and on behalf of the other Underwriters) have entered into the Price Determination Agreement on 29th May, 2003 pursuant to which the Placing Price was fixed at HK\$0.303 per Placing Share.

## LEVEL OF INTERESTS

Subscriptions for a total number of 193,000,000 Placing Shares have been received by First Shanghai Securities, equivalent to approximately 1.93 times of the total number of 100,000,000 Placing Shares offered in the Placing. The Placing of 100,000,000 Placing Shares was fully subscribed and such Placing Shares were conditionally allocated to 108 professional, institutional and other investors. All placees are independent of and not connected with any of the Directors, chief executive, substantial shareholders or initial management shareholders of the Company, its subsidiaries or any of their respective associates.

## RESULTS OF ALLOCATION

Pursuant to the Placing, an aggregate of 100,000,000 Placing Shares have been conditionally allocated to a total of 108 professional, institutional and other investors. The following table sets out the concentration of the Placing Shares:

	<b>Aggregate number of the Placing Shares held</b>	<b>Approximate percentage of the Placing Shares</b>	<b>Approximate percentage of shareholding immediately after completion of the Placing and the Capitalisation Issue</b>
Top placee	11,550,000	11.55%	2.89%
Top 5 placees	49,500,000	49.50%	12.38%
Top 10 placees	70,700,000	70.70%	17.68%
Top 25 placees	91,060,000	91.06%	22.77%

The placing of the 100,000,000 Placing Shares will be held by a total of 108 places as follows:

<b>Number of Placing Shares</b>	<b>Number of places</b>
10,000 to 100,000	59
100,001 to 500,000	26
500,001 to 1,000,000	6
1,000,001 to 2,000,000	5
2,000,001 to 3,000,000	4
3,000,001 to 5,000,000	2
5,000,001 to 10,000,000	4
10,000,001 to above	<u>2</u>
Total	<u><u>108</u></u>

**Investors should be aware that there is a high concentration of Shares held by a small number of Shareholders, which may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise extreme caution in dealing with the Shares.**

An employee of VC CEF Brokerage Limited, an associate of VC CEF Capital Limited (as defined in the GEM Listing Rules), being one of the co-managers of the Placing, has been allotted 20,000 Placing Shares, representing approximately 0.02% of the Placing and 0.005% of the shareholding of the Company immediately after completion of the Placing and the Capitalisation Issue.

Save for the aforesaid, none of the Placing Shares have been allocated to any person or group of persons as stated in Rules 10.12(4) of the GEM Listing Rules.

### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(1) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its issued share capital at the time the Shares commence dealings on GEM and at all times thereafter. Immediately after completion of the Placing and the Capitalisation Issue but before the exercise of options granted or to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme, the public float of the Company will be approximately 35.97% of the enlarged issued share capital of the Company.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such 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 trading business day after the date on which the relevant securities transactions are effected on the Stock Exchange. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 5th June, 2003 for credit to the respective CCASS participants' stock accounts designated by the Underwriters, the placees or their agents (as the case may be). If any events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus occur at any time prior to 8:00 a.m. on the date of deposit of share certificates into CCASS, the Lead Manager (on behalf of the Underwriters) is entitled to terminate the obligations of the Underwriters under the Underwriting Agreement by notice in writing to the Company. In such a case, an announcement will be issued and published on the GEM website (in English and Chinese) not later than the morning of Friday, 6th June, 2003.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 6th June, 2003.

By order of the Board  
**Superdata Software Holdings Limited**  
**Cen Anbin**  
*Chairman*

Hong Kong, 3rd June, 2003

*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 enquires, 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 pages of “Latest Company Announcements” on the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.*

*\* For identification purpose only*