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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)

Stock code: 8263

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Superdata Software Holdings Limited (the “Company”) will be held at Small Connaught Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 16 April 2004 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** subject to acceptance of the Company’s offer for grant of options of the Company (“Options”) under the Post-IPO Share Option Scheme adopted by the sole shareholder of the Company on 19 May 2003 (the “Share Option Scheme”) by each of Mr. Cen Anbin, Mr. Zou Qixiong and Mr. Lin Gang (together the “Grantees” and the “Relevant Grantee” shall mean any one of them):—
 - (a) the Company be and is hereby authorised to grant 10,000,000 Options, 10,000,000 Options and 4,000,000 Options under the Share Option Scheme to each of Mr. Cen Anbin, Mr. Zou Qixiong and Mr. Lin Gang respectively upon the terms and conditions set out in the rules of the Share Option Scheme and the conditional letters of offer for grant of options to each of the Grantees issued by the Company and dated 22 March 2004 (the “Offer Letters”), a summary of the terms of the Offer Letters were set out in the circular dated 1 April 2004 and issued by the Company to its shareholders, and subject further to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) applicable to the Options (the terms and conditions contained in the rules of the Share Option Scheme, the Offer Letters and the GEM Listing Rules applicable to the Options together are referred to as “the Terms”) and allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued upon the exercise of such Options by the Relevant Grantee in accordance with the Terms; and

- (b) the directors of the Company (“Directors”) be and are hereby authorised to sign such documents, and any Director be and is hereby authorised to do such other acts, things and execute such other documents for and on behalf of the Company as the Directors may in their sole and absolute discretion think fit or necessary or desirable for the purpose of implementing the issue of the Options to the Grantees, the issue and allotment from time to time such number of shares in the capital of the Company as may be required to be issued upon the exercise of such Options by the Relevant Grantee in accordance with the Terms and all other matters arising therefrom, including but not limited to the issue of the certificates representing the Options granted to the Relevant Grantee(s) (the “Related Documents”) and for any two Directors to affix the Common Seal of the Company on the Related Documents (if required).”
- (2) “**THAT** subject always to the provisions of Note 2 of Rule 23.03(3) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and Rule 10.2 of the rules of the Post-IPO Share Option Scheme adopted by the sole shareholder of the Company on 19 May 2003 (the “Share Option Scheme”):
- (a) the General Mandate Limit as defined and referred to in Rule 10.1 of the Share Option Scheme, being the 10% limit referred in paragraph 1 of Note 1 of Rule 23.03(3) of the GEM Listing Rules, be and is hereby refreshed; and
- (b) after such refreshment referred in paragraph (a) above, all options of the Company (“Options”) previously offered, granted, issued, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and/or any other share option schemes of the Company up to the date of this resolution, whether conditional or unconditional, including but not limited to the offer for grant of 24,000,000 Options to the Grantees and 6,000,000 Options to employees of the Group under the Share Option Scheme on or prior to the date of this resolution, shall not be counted for the purpose of calculating the General Mandate Limit as defined and referred to in Rule 10.1 of the rules of the Share Option Scheme and/or the 10% limit referred to in paragraph 1 of Note 1 of Rule 23.03(3) of the GEM Listing Rules from and after the date of this resolution.”

By order of the Board

Cen Anbin

Chairman

Hong Kong, 1 April 2004

Principal place of business in Hong Kong

Room 2004, 20th Floor,

Gloucester Tower,

The Landmark, Central,

Hong Kong.

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the meeting.

Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such share(s) of the Company as if he/she is solely entitled thereto, but if more than one of such joint holders are present at the above meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of the share(s) of the Company.

3. Mr. Cen Anbin, Mr. Zou Qixiong, Mr. Lin Gang and their respective associates will abstain from voting in relation to the ordinary resolution for approving the grant of the Options to them as set out in the notice convening this meeting, and shall not be counted in the quorum for the convening of this meeting.

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.*

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its publication.

** For identification purposes only*