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**PROFIT EAGLE LIMITED**

*(incorporated in the Cayman Islands  
with limited liability)*

**SUPERDATA SOFTWARE HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*  
(Stock code: 8263)



**VOLUNTARY CONDITIONAL OFFER BY  
MORGAN STANLEY ON BEHALF OF PROFIT EAGLE  
TO ACQUIRE ALL OF THE ISSUED SHARES OF SUPERDATA (OTHER THAN  
THOSE ALREADY HELD BY PROFIT EAGLE AND ITS CONCERT PARTIES)  
AND PROPOSED WITHDRAWAL OF LISTING OF SUPERDATA AND  
CANCELLATION OF ALL OUTSTANDING SUPERDATA OPTIONS**

**CLARIFICATION OF INFORMATION IN THE COMPOSITE DOCUMENT**

A composite offer and response document, comprising the Offer Document and the response document from the board of directors of Superdata, was sent to Shareholders on 12 December 2005.

Profit Eagle wishes to clarify the details of dealings in Superdata Shares conducted by persons who have given Irrevocable Undertakings to accept the Offer during the period beginning six months prior to the date of the Joint Announcement and ending on the Latest Practicable Date, as set out on page 127 of the Composite Document.

**BACKGROUND**

On 10 November 2005, Profit Eagle and Superdata jointly announced a possible offer by Morgan Stanley (on behalf of Profit Eagle) to acquire all of the issued shares of Superdata (other than those already held by Profit Eagle and its Concert Parties), the proposed withdrawal of listing of Superdata and the proposed cancellation of all outstanding share options of Superdata.

On 12 December 2005, a composite offer and response document, comprising the Offer Document and the response document from the board of directors of Superdata, was sent to Shareholders (the “**Composite Document**”).

Terms defined in the Composite Document have the same meaning when used in this announcement.

## DEALINGS IN SUPERDATA SHARES

Profit Eagle wishes to clarify the details of certain dealings in Superdata Shares conducted by persons who have given Irrevocable Undertakings to accept the Offer during the period beginning six months prior to the date of the Joint Announcement and ending on the Latest Practicable Date, as set out on page 127 of the Composite Document, based on updated and corrected information received from such persons since the date of the Composite Document. The table on page 127 of the Composite Document should read as follows in relation to Wang Fu Xi, Liu Xiang and Cheng Cheung Qing:

Name	Date of dealing	Nature of transaction	Number of Superdata Shares	Transaction Price <i>HK\$</i>
Wang Fu Xi	20.07.2005	Sale	2,000,000	1.70
Wang Fu Xi	16.09.2005	Sale	2,000,000	1.70
Liu Xiang	30.06.2005	Sale	20,000	1.85
Liu Xiang	10.10.2005	Sale	50,000	1.84
Liu Xiang	12.10.2005	Sale	50,000	1.83
Liu Xiang	13.10.2005	Sale	200,000	1.83
Cheng Cheung Qing	03.06.2005	Sale	2,074,468	1.88

**OTHER THAN IN COMPLIANCE WITH APPLICABLE UNITED STATES SECURITIES LAWS, NO SOLICITATION RELATING TO THE GENERAL OFFER FOR SUPERDATA SHARES, INCLUDING THE SOLICITATION OF ANY ACCEPTANCE OF SUCH OFFER, ARE BEING MADE OR WILL BE MADE, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AND NEITHER MORGAN STANLEY, PROFIT EAGLE NOR SUPERDATA IS SOLICITING ANY ACCEPTANCE OF THE GENERAL OFFER FROM ANY HOLDER OF SUCH SHARES IN THE UNITED STATES. ANY SECURITIES OF PROFIT EAGLE THAT MAY BE DELIVERED IN THE OFFER WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933 AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN APPLICABLE EXEMPTION FROM REGISTRATION REQUIREMENTS.**

**OTHER THAN IN COMPLIANCE WITH APPLICABLE UNITED STATES SECURITIES LAWS, COPIES OF THIS COMPOSITE DOCUMENT ARE NOT BEING MAILED OR OTHERWISE DISTRIBUTED OR SENT IN OR INTO OR MADE AVAILABLE IN THE UNITED STATES. PERSONS RECEIVING THIS COMPOSITE DOCUMENT (INCLUDING CUSTODIANS, NOMINEES AND TRUSTEES) MUST NOT DISTRIBUTE OR SEND SUCH DOCUMENTS OR ANY RELATED DOCUMENTS IN, INTO OR FROM THE UNITED STATES.**

By Order of the Board  
**Profit Eagle Limited**  
Mr. Cen Anbin  
*Director*

By Order of the Board  
**Superdata Software Holdings Limited**  
Mr. Lee Wai Ho  
*Company Secretary*

Hong Kong, 15 December 2005

*As of the date hereof, the directors of Profit Eagle are Mr. Cen Anbin, Mr. Zou Qixiong and Mr. Lin Gang.*

*As of the date hereof, the executive directors of Superdata are Mr. Cen Anbin, Mr. Zou Qixiong and Mr. Lin Gang; the non-executive directors of Superdata are Mr. Zhou Quan, Mr. Lin Dongliang, Mr. Jiao Shuge and Mr. Wang Lin; and the independent non-executive directors of Superdata are Dr. Lo Wing Yan, William, JP and Mr. Kwong Kai Sing, Benny.*

*The Directors of Profit Eagle jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statements in this Announcement misleading.*

*The Directors of Superdata jointly and severally accept full responsibility for the accuracy of the information relating to Superdata in this Announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statements in this Announcement misleading.*

*This announcement will remain on the “Latest Company Announcement” page of the GEM website for at least 7 days from its date of publication.*