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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Superdata Software Holdings Limited (the “Company”) will be held at the 16th Floor Taiheng Building, 18 Siyouyi Malu, Guangzhou, PRC on Friday, 28 April 2006 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) and reports of the directors of the Company (the “Directors”) and the auditors for the year ended 31 December 2005;
2. To re-elect the retiring Directors and to authorise the board of Directors (the “Board”) to fix their remuneration;
3. To re-appoint the auditors, Messrs. PricewaterhouseCoppers, and to authorise the Board to fix their remuneration.

By order of the Board

**Cen Anbin**

*Chairman*

Hong Kong, 6 April 2006

*Principal place of business in Hong Kong*

Room 2004, 20th Floor

Gloucester Tower

The Landmark

Central

Hong Kong

*Notes:*

1. A form of proxy for use at the above meeting is enclosed herewith. Any shareholder 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 shareholder who is the holder of two or more shares 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 shareholder 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 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 46th 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 shareholders 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 shareholders of the Company in respect of the joint holding of the share(s) of the Company.

3. The register of shareholders of the Company will be closed from 26 April 2006 to 28 April 2006, both days inclusive, during which period no transfer of shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 25 April 2006.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.*

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

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its publication.*

\* *For identification purposes only*