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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 UNCONDITIONAL 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**

**DESPATCH OF ACQUISITION NOTICES IN RESPECT OF
COMPULSORY ACQUISITION OF OUTSTANDING SHARES**

Acquisition Notices will be sent to Outstanding Shareholders on 13 April 2006.

A letter from Profit Eagle setting out the terms of the Compulsory Acquisition, together with an election form will be sent to Outstanding Shareholders with the Acquisition Notice.

Trading in Superdata Shares on GEM was suspended with effect from 9:30 a.m. on 23 January 2006 until the withdrawal of listing of the Superdata Shares from GEM following completion of the Compulsory Acquisition. It is proposed that the Superdata Shares will be withdrawn from listing on the Stock Exchange on or about 16 May 2006.

INTRODUCTION

Reference is made to the announcement made by Profit Eagle dated 20 January 2006 (the “**Closing Announcement**”), the composite offer and response document dated 12 December 2005 issued by Profit Eagle and Superdata in relation to the 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 (“**Composite Document**”) and the announcement made by Superdata dated 24 March 2006.

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

DESPATCH OF THE ACQUISITION NOTICES

As stated in the Closing Announcement, since valid acceptances have been received for not less than 90% in value of the Disinterested Shares, Profit Eagle intends to proceed with the Compulsory Acquisition of the Outstanding Shares under section 88(1) of the Companies Law (2004 Revision) of the Cayman Islands.

Acquisition Notices will be despatched by Profit Eagle to the Outstanding Shareholders on Thursday, 13 April 2006.

A letter from Profit Eagle setting out the terms of the Compulsory Acquisition, together with an election form will be sent to Outstanding Shareholders by Profit Eagle with the Acquisition Notices.

Unless an application is made to the Grand Court of the Cayman Islands within one month of the Compulsory Acquisition Notice and the Grand Court thinks fit to order otherwise, Profit Eagle will be entitled and bound to acquire the Outstanding Shares on or about 15 May 2006. A further announcement in relation to the Compulsory Acquisition will be made at the time of completion thereof.

As a result of the Compulsory Acquisition and with effect from completion thereof, Profit Eagle will become the sole owner of the entire issued share capital of the Company.

WITHDRAWAL OF LISTING

Trading in Superdata Shares on GEM was suspended with effect from 9:30 a.m. on 23 January 2006 until the withdrawal of listing of the Superdata Shares from GEM following completion of the Compulsory Acquisition. It is proposed that the Superdata Shares will be withdrawn from listing on the Stock Exchange on or about 16 May 2006.

OTHER THAN IN COMPLIANCE WITH APPLICABLE UNITED STATES SECURITIES LAWS, NO SOLICITATION RELATING TO THE OFFER FOR SUPERDATA SHARES, INCLUDING THE SOLICITATION OF ANY ACCEPTANCE OF SUCH OFFER, IS 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 OFFER FROM ANY HOLDER OF SUCH SUPERDATA 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.

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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, 12 April 2006

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.