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This announcement, for which the directors of Henderson Cyber Limited 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to Henderson Cyber Limited. 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.



hendersoncyber

HENDERSON CYBER LIMITED

恒基數碼科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board proposed to the shareholders of the Company for approval by way of special resolution at the AGM the Proposed Amendments to the Articles. This announcement is made pursuant to the requirement of Rule 17.50(1) of the GEM Listing Rules. A Circular containing particulars of the Proposed Amendments to the Articles will be despatched to shareholders of the Company shortly.

The board of directors (the “Board”) of Henderson Cyber Limited (the “Company”) announces that at a meeting of the Board held on 16th September, 2003, it was decided to propose to the shareholders of the Company for approval by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 29th October, 2003 (the “AGM”) amendments (the “Proposed Amendments”) to the Articles of Association of the Company (the “Articles”) as follows:

- (a) article 2(1) of the Articles be amended by (i) deleting the reference to the repealed Securities and Futures (Clearing Houses) Ordinance of Hong Kong and substituting therefor the reference to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) which came into effect on 1st April, 2003; and (ii) providing additional definitions for certain terms for the purpose of clarification;

* *for identification purposes only*

- (b) article 122 of the Articles to be deleted in its entirety and substituted therefor a new article to allow decisions of the Board to be made by a resolution consented to by all the directors of the Company in writing or by telex, telegram, cable, facsimile, electronic mail or other written electronic communication; and
- (c) article 159 of the Articles be amended to permit the Company to serve notice on shareholders of the Company by electronic means.

A circular containing further details of the Proposed Amendments, together with the notice of AGM and the proxy form for the AGM, will be despatched to the shareholders of the Company as soon as possible.

By Order of the Board
Lee Shau Kee
Chairman

Hong Kong, 16th September, 2003

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the day of its posting and on the Company’s website at www.hendersoncyber.com.