

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **Henderson Cyber Limited**
恒基數碼科技有限公司*

Stock code (ordinary shares) : **08023**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company 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"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 26th August, 2004

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 14th July, 2000

Name of Sponsor(s) : N/A

Names of directors : **Executive Directors:**
(please distinguish the status of
the directors – Executive, Non-
Executive or Independent Non-
Executive)
Dr. LEE Shau Kee (李兆基)
CHAN Wing Kin, Alfred (陳永堅)
LAM Ko Yin, Colin (林高演)
LEE Ka Kit (李家傑)
LEE Ka Shing (李家誠)
Douglas H. MOORE
YIP Ying Chee, John (葉盈枝)

Independent Non-Executive Directors:
Dr. The Hon. LI Kwok Po, David (李國寶)
Professor KO Ping Keung (高秉強)
Jackson WOO Ka Bui (胡家驃)

* For identification only

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares (the “Shares”) and other securities of the Company	Name	Number of Shares	Approximate percentage of holding
	Technology Capitalization Ltd	902,700,000	18.05%
	Towngas Investment Co Ltd ⁽¹⁾	902,700,000	18.05%
	The Hong Kong and China Gas Co Ltd ⁽¹⁾	902,700,000	18.05%
	Felix Technology Limited	3,333,213,616	66.67%
	Best Selection Investments Ltd ⁽¹⁾	3,333,213,616	66.67%
	Henderson Investment Ltd ⁽¹⁾	4,235,913,616	84.72%
	Henderson Land Development Co Ltd ⁽¹⁾	4,244,968,019	84.90%
	Henderson Development Ltd ⁽¹⁾	4,244,968,019	84.90%
	Rimmer (Cayman) Ltd ⁽¹⁾	4,244,996,094	84.90%
	Riddick (Cayman) Ltd ⁽¹⁾	4,244,996,094	84.90%
	Hopkins (Cayman) Ltd ⁽¹⁾	4,244,996,094	84.90%

(1) Of these 4,244,996,094 shares, (i) 902,700,000 shares were owned by Technology Capitalization Limited, a wholly-owned subsidiary of Towngas Investment Company Limited which was 100% held by The Hong Kong and China Gas Company Limited (“China Gas”) which in turn was 36.72% held by Henderson Investment Limited (“HI”); (ii) 3,333,213,616 shares were owned by Felix Technology Limited, a wholly-owned subsidiary of Best Selection Investments Limited which was 100% held by HI which in turn was 73.48% held by Henderson Land Development Company Limited (“HL”); (iii) 4,014,271 shares, 1,816,644 shares, 1,714,027 shares, 1,086,250 shares and 423,211 shares were respectively owned by Banshing Investment Limited, Markshing Investment Limited, Covite Investment Limited, Gainwise Investment Limited and Darnman Investment Limited, all of which were wholly-owned subsidiaries of Kingslee S.A. which was 100% held by HL which in turn was 61.87% held by Henderson Development Limited (“HD”); and (iv) 28,075 shares were owned by Fu Sang Company Limited (“Fu Sang”).

Hopkins (Cayman) Limited (“Hopkins”) as trustee of a unit trust (the “Unit Trust”) owned all the issued ordinary shares of HD and Fu Sang. Rimmer (Cayman) Limited (“Rimmer”) and Riddick (Cayman) Limited (“Riddick”), as trustees of respective discretionary trusts, held units in the Unit Trust. The entire issued share capital of Hopkins, Rimmer and Riddick were owned by Dr. Lee Shau Kee. Dr. Lee Shau Kee was taken to be interested

in these shares by virtue of the Securities and Futures Ordinance (“SFO”). As directors of the Company and discretionary beneficiaries of two discretionary trusts holding units in the Unit Trust, Mr. Lee Ka Kit and Mr. Lee Ka Shing were taken to be interested in these shares by virtue of the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Henderson Land Development Company Limited
Henderson Investment Limited
Henderson China Holdings Limited

Financial year end date : 30th June

Registered address : Scotia Centre, 4th Floor
P.O. Box 2804
George Town
Grand Cayman
Cayman Islands

Head office and principal place of business : 72-76/F., Two International Finance Centre
8 Finance Street, Central
Hong Kong

Web-site address (if applicable) : www.hendersoncyber.com

Share registrar : **Principal share registrar and transfer office:**
Bank of Butterfield International (Cayman) Ltd.
Butterfield House
Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th Floor, Hopewell Centre
183 Queen’s Road East
Hong Kong

Auditors : KPMG
8th Floor, Prince’s Building
10 Chater Road
Central
Hong Kong

B. Business activities

The Group’s existing business can be categorised into the following associated and complementary

business segments:

- internet and IDD services
- merchandising services
- data centre services
- intelligent building services
- IT investments

The Group will seek to integrate its existing businesses where such integration contributes to a sustainable and attractive business.

C. Ordinary shares

Number of ordinary shares in issue : 5,000,000,000 shares

Par value of ordinary shares in issue : HK\$0.10 each

Board lot size (*in number of shares*) : 2,000

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

D. Warrants

The Company does not have warrants currently in issue.

E. Other securities

The Company does not have any other securities currently in issue, other than

- (i) the ordinary shares described in C above;
- (ii) shares that may be issued from time to time upon exercise of options which have been and may be granted under the Share Option Scheme adopted by the Company on 28th June, 2000; and
- (iii) shares that may be issued from time to time pursuant to the general mandate to issue shares granted to the directors of the Company on 29th October, 2003.

The share options which were granted under the Pre-IPO Share Option Plan adopted by the Company on 28th June, 2000 had lapsed on 14th July, 2004. No further share options can be granted under the Pre-IPO Share Option Plan.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that

there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Dr. LEE Shau Kee

CHAN Wing Kin, Alfred

LAM Ko Yin, Colin

LEE Ka Kit

LEE Ka Shing

YIP Ying Chee, John

Dr. The Hon. LI Kwok Po, David

Professor KO Ping Keung

Douglas H. MOORE

Jackson WOO Ka Biu