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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 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)

(Stock Code: 8023)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Stock Exchange announced certain amendments made to the GEM Listing Rules, which took effect on 31st March, 2004 subject to transitional arrangements. In order to be in compliance with the amended provisions of Appendices 3 and 11 to the GEM Listing Rules, the Board proposes to make corresponding amendments to the Articles of Association of the Company.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the AGM. A circular containing, amongst other things, full text of the proposed amendments to the Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) announced certain amendments made to the Rules Governing the Listing of Securities on the Growth Enterprises Market of the Stock Exchange (the “GEM Listing Rules”), which took effect on 31st March, 2004 subject to transitional arrangements. In order to be in compliance with the amended provisions of Appendices 3 and 11 to the GEM Listing Rules, the board of directors (the “Board”) of Henderson Cyber Limited (the “Company”) proposes to make corresponding amendments to the Articles of Association of the Company including, inter alia, the following provisions:

* *for identification purposes only*

- (a) the addition of the definition of “associates” which will have the meaning attributed to it under the GEM Listing Rules;
- (b) the requirement of a minimum seven-day period for lodgment by shareholders of the notice to nominate a director which shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (c) the requirement that a director shall abstain from voting at the board meeting on any matter in which he or any of his associates has a material interest and is not to be counted towards the quorum of the relevant board meeting; and
- (d) where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, the requirement that any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

In addition, a new Article is added to the effect that a director shall not vote (nor be counted in the quorum) on any resolution of the board meeting concerning his own appointment or the appointment of any of his associates as holder of any office or place of profit with the Company or any other company in which the Company is interested.

The proposed amendments to the Articles of Association of the Company are subject to the approval of the shareholders of the Company by way of special resolution at the annual general meeting to be held on 2nd November, 2004 (the “AGM”). A circular containing, amongst other things, full text of the proposed amendments to the Articles of Association of the Company will be despatched to the shareholders of the Company as soon as practicable.

By Order of the Board
Lee Shau Kee
Chairman

Hong Kong, 27th September, 2004

As at the date of this announcement, the Board comprises: (1) executive directors: Lee Shau Kee (Chairman), Alfred Chan Wing Kin, Colin Lam Ko Yin, Lee Ka Kit, Lee Ka Shing, John Yip Ying Chee and Douglas H. Moore; and (2) independent non-executive directors: David Li Kwok Po, Ko Ping Keung and Jackson Woo Ka Biu.

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.