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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
RE-DESIGNATION OF DIRECTOR**

Mr. Leung Yuk Kwong has been appointed as an independent non-executive director of the Company and Mr. Woo Ka Bui, Jackson has been re-designated as non-executive director of the Company, both with effect from 29th November, 2004. Upon re-designation, Mr. Woo Ka Bui, Jackson will remain as a member of the Audit Committee.

The board of directors (the “Board”) of Henderson Cyber Limited (the “Company”) is pleased to announce that Mr. Leung Yuk Kwong has been appointed as an independent non-executive director of the Company and Mr. Woo Ka Bui, Jackson has been re-designated as non-executive director of the Company, both with effect from 29th November, 2004. Upon re-designation, Mr. Woo Ka Bui, Jackson will remain as a member of the Audit Committee.

Mr. Leung Yuk Kwong, aged 50, is appointed an independent non-executive director of the Company on 29th November, 2004. He graduated from the School of Business of Hong Kong Baptist University and has 25 years’ experience in property development, finance and investment. Mr. Leung has not held any directorships in listed public companies in the last three years.

Mr. Leung has no relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He is taken to be interested in 310 shares (less than 0.01%) in Henderson Investment Limited, which is an associated corporation of the Company.

* for identification purposes only

Mr. Leung was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. The director's fee payable to him shall be subject to shareholders' approval at general meetings. His other remuneration, if any, shall from time to time be determined by the board of directors of the Company with reference to his duties and responsibilities.

WOO Ka Biu, Jackson, *MA(Oxon)*, aged 42, was appointed an independent non-executive director of the Company in September 2002 and is re-designated as non-executive director of the Company on 29th November, 2004. Mr. Woo is also an alternate director of Henderson Land Development Company Limited, Henderson Investment Limited and Sun Hung Kai Properties Limited, which are companies listed on The Stock Exchange of Hong Kong Limited. Save as disclosed above, Mr. Woo has not held any other directorships in listed public companies in the last three years. He is a director of China Investment Group Limited, a fellow subsidiary of the Company. He is also a director of Kailey Group of Companies. He holds a MA degree in Jurisprudence from the Oxford University and is a qualified solicitor in England and Wales, Hong Kong Special Administrative Region and Australia. He was a director of N. M. Rothschild & Sons (Hong Kong) Limited ("Rothschild"). Prior to joining Rothschild, Mr. Woo was a partner in the corporate finance department of Woo, Kwan, Lee & Lo and is now a consultant of Woo, Kwan, Lee & Lo.

Save as disclosed herein, Mr. Woo has no relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He is taken to be interested in 2,000 shares (less than 0.01%) in Henderson Land Development Company Limited, 544,802 shares (0.11%) in Henderson China Holdings Limited and 16,000 shares (5.33%) in China Investment Group Limited, all of which are associated corporations of the Company.

Mr. Woo was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. The director's fee payable to him shall be subject to shareholders' approval at general meetings. His other remuneration, if any, shall from time to time be determined by the board of directors of the Company with reference to his duties and responsibilities. For the year ended 30th June, 2004, he received from the Company director's fee of HK\$20,000 and other emoluments of HK\$80,000 for acting as a member of the Audit Committee of the Company.

Save as disclosed herein, there are no other matters relating to the above appointment and re-designation of directors that need to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Leung to join the Board of the Company.

By Order of the Board
John YIP Ying Chee
Secretary

Hong Kong, 29th November, 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; (2) non-executive director: Jackson Woo Ka Biu; and (3) independent non-executive directors: David Li Kwok Po, Ko Ping Keung and Leung Yuk Kwong.

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.