



hendersoncyber

Henderson Cyber Limited – Proxy Form

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8023)

Form of proxy for use by shareholders at the annual general meeting convened to be held at 75/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 16th December, 2005 at 3:00 p.m.

I/We (note a) _____

of _____

being the holder(s) of (note b) _____ shares of HK\$0.10 each of the abovenamed

Company hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy (note c) at the annual general meeting of the Company to be held at 75/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 16th December, 2005 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

ORDINARY RESOLUTIONS

FOR

AGAINST

- | | | |
|--|--------------------------|--------------------------|
| 1. To receive and consider the Audited Statement of Accounts and the Reports of the Directors and Auditors of the Company for the year ended 30th June, 2005 | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. Leung Yuk Kwong as director | <input type="checkbox"/> | <input type="checkbox"/> |
| To re-elect Mr. Lee Ka Kit as director | <input type="checkbox"/> | <input type="checkbox"/> |
| To re-elect Mr. Yip Ying Chee, John as director | <input type="checkbox"/> | <input type="checkbox"/> |
| To re-elect Mr. Woo Ka Biu, Jackson as director | <input type="checkbox"/> | <input type="checkbox"/> |
| To authorise the Board of Directors to fix the Directors' remuneration | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration | <input type="checkbox"/> | <input type="checkbox"/> |
| 4A. To grant a general mandate to the Directors to issue new shares | <input type="checkbox"/> | <input type="checkbox"/> |
| 4B. To grant a general mandate to the Directors to repurchase shares | <input type="checkbox"/> | <input type="checkbox"/> |
| 4C. To extend the general mandate granted to the Directors to issue new shares | <input type="checkbox"/> | <input type="checkbox"/> |

Dated _____

Shareholder's signature _____

(notes e, f, g and h)

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy in the space provided.
- (d) If this form is returned duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder are present at the meeting, whether in person or by proxy, one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notariably certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person(s) who sign(s) the form.