



**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)

**FORM OF PROXY  
FOR THE EXTRAORDINARY GENERAL MEETING ON 31ST OCTOBER, 2005  
(OR AT ANY ADJOURNMENT THEREOF)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company

**HEREBY APPOINT** the Chairman of the Extraordinary General Meeting or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of shares of HK\$0.10 each in the capital of the Company (or at any adjournment thereof) to be held in Miramar Ballroom, Penthouse, Hotel Miramar, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 31st October, 2005 at 11:30 a.m. (Hong Kong time) (or so soon thereafter as the meeting of certain holders of the shares of HK\$0.10 each in the capital of the Company convened by direction of the Grand Court of the Cayman Islands for the same place and day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the Special Resolution set out in the notice dated 6th October, 2005 convening the Extraordinary General Meeting and at such Extraordinary General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Special Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	<b>FOR</b> <sup>(note 4)</sup>	<b>AGAINST</b> <sup>(note 4)</sup>
<b>Special Resolution</b>		

Dated \_\_\_\_\_

Signature <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company, but must attend the Extraordinary General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Extraordinary General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar in Hong Kong of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
8. A self-addressed, pre-paid envelope marked "For Return of Court Meeting Proxy Form and/or Extraordinary General Meeting Proxy Form — Henderson Cyber Limited" is enclosed for your convenience for returning by post (from within Hong Kong only) this completed form of proxy.

\* For identification purpose only



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*(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8023)*

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
CAUSE NO. 389 OF 2005**

**IN THE MATTER OF HENDERSON CYBER LIMITED  
AND**

**IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW, CAP. 22 (LAW 3 OF 1961)  
AS CONSOLIDATED AND REVISED OF THE CAYMAN ISLANDS**

**FORM OF PROXY**

**FOR THE COURT MEETING CONVENED AT THE DIRECTION OF THE GRAND COURT OF  
THE CAYMAN ISLANDS AT 11:00 A.M. ON 31ST OCTOBER, 2005  
(OR AT ANY ADJOURNMENT THEREOF)**

For use at the meeting (the "Meeting") (or at any adjournment thereof) of the holders of shares of HK\$0.10 each in the capital of Henderson Cyber Limited (the "Company") other than the Controlling Parties (as defined in the Scheme hereinafter defined) (the "Scheme Shareholders")

I/We *(note 1)* \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of *(note 2)* \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company

**HEREBY APPOINT** the Chairman of the Meeting or *(note 3)* \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the holders of shares of HK\$0.10 each in the capital of the Company convened by direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held in Miramar Ballroom, Penthouse, Hotel Miramar, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 31st October, 2005 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Arrangement dated 6th October, 2005 between the Company and the Scheme Shareholders (the "Scheme") as referred to in the notice dated 6th October, 2005 convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

<b>FOR the Scheme</b> <i>(note 4)</i>	<b>AGAINST the Scheme</b> <i>(note 4)</i>

Dated \_\_\_\_\_

Signature *(note 5)* \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX BELOW THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX BELOW THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. You are requested to lodge this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, with the branch share registrar in Hong Kong of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the Meeting, but if this form of proxy is not so lodged, it may be handed to the Chairman of the Meeting at the Meeting. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish, but in the event of your attending the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
8. A self-addressed, pre-paid envelope marked "For Return of Court Meeting Proxy Form and/or Extraordinary General Meeting Proxy Form — Henderson Cyber Limited" is enclosed for your convenience for returning by post (from within Hong Kong only) this completed form of proxy.

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