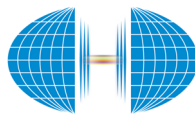


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This announcement, for which the directors of Henderson Cyber Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Henderson Cyber Limited. The directors of Henderson Cyber Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Henderson Cyber Limited (the “Company”) will 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 the Scheme Shareholders (as defined in the Scheme as hereinafter mentioned) 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 following resolution as a Special Resolution:

SPECIAL RESOLUTION

“THAT:

- (A) for the purpose of giving effect to the Scheme of Arrangement dated 6th October, 2005 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme), on the Effective Date (as defined in the Scheme):
- (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares; and

- (ii) the Company shall apply the amount of credit arising in its books of account as a result of the reduction of its issued share capital referred to in paragraph (i) above to a distributable reserve of the Company;

(collectively, the “Capital Reduction”); and

- (B) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the Capital Reduction, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme and the Capital Reduction, which the Grand Court of the Cayman Islands may see fit to impose.”

By Order of the Board
Timon LIU Cheung Yuen
Company Secretary

Dated 6th October, 2005

Registered Office

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

Head Office and Principal Place of Business in Hong Kong

72-76/F., Two International Finance Centre
8 Finance Street, Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company, but must attend the Meeting in person to represent him.
2. A white form of proxy for use at the Meeting is enclosed with the composite document containing the Scheme dated 6th October, 2005 despatched to members of the Company on 6th October, 2005.
3. In order to be valid, the white 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 Company’s branch share registrar in Hong Kong, 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 the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Meeting and voting in person if he so wishes. In the event that a member attends the Meeting after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
4. 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.

5. At the Meeting, the chairman of the Meeting will exercise his power under article 66 of the articles of association of the Company to put the above resolution to vote by way of a poll.
6. The register of members of the Company will be closed from Wednesday, 26th October, 2005 to Monday, 31st October, 2005 (both days inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 25th October, 2005.

As at the date of this announcement, the board of directors of Henderson Cyber Limited comprises: (1) executive directors: Dr. Lee Shau Kee (Chairman), Mr. Alfred Chan Wing Kin, Mr. Colin Lam Ko Yin, Mr. Lee Ka Kit, Mr. Lee Ka Shing, Mr. John Yip Ying Chee and Mr. Douglas H. Moore; (2) non-executive director: Mr. Jackson Woo Ka Biu; and (3) independent non-executive directors: Dr. The Hon. David Li Kwok Po, Professor Ko Ping Keung and Mr. Leung Yuk Kwong.

This announcement will remain on GEM website on the "Latest Company Announcements" page for a minimum period of 7 days from the date of publication.

** For identification purpose only*