

**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**

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 3rd October, 2005 (the “Order”) made in the above matters, the Court has directed a meeting (the “Meeting”) to be convened of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “Scheme”) proposed to be made between the Company and the Scheme Shareholders and that the Meeting will be held in Miramar Ballroom, Penthouse, Hotel Miramar, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 31st October, 2005 at 11:00 a.m. at which place and time all such Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the composite document of which this Notice forms part. A copy of the said composite document can also be obtained by the Scheme Shareholders from 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.

The Scheme Shareholders may vote in person at the Meeting or they may appoint one or more proxies, whether a member of the Company or not, to attend and vote in their stead. A pink 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.

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.

It is requested that forms appointing proxies 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 later than 48 hours before the time appointed for the Meeting, but if forms are not so lodged they may be handed to the chairman of the Meeting, who has absolute discretion whether or not to accept them, at the Meeting pursuant to the Order.

By the Order, the Court has appointed Mr. Leung Yuk Kwong, a director of the Company, or failing him, Mr. Lam, Ko Yin Colin, also a director of the Company, or failing him, any other person who is a director of the Company as at the date of the Order, to act as the chairman of the Meeting and has directed the chairman of the Meeting to report the results thereof to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
Henderson Cyber Limited

Dated 6th October, 2005

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