

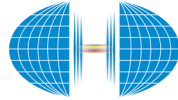
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**恒基兆業發展有限公司**  
**HENDERSON INVESTMENT LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 0097)



**The Hong Kong and China Gas Company Limited**  
*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 0003)



**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)

**JOINT ANNOUNCEMENT**

**PRIVATISATION OF HENDERSON CYBER LIMITED  
BY THE OFFEROR GROUP  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES LAW, CAP. 22 (LAW 3 OF 1961)  
AS CONSOLIDATED AND REVISED OF THE CAYMAN ISLANDS**

**SANCTION OF THE SCHEME BY THE GRAND COURT  
EFFECTIVE DATE  
CESSATION IN DEALINGS IN AND WITHDRAWAL OF LISTING OF THE SHARES**

**Joint Financial Advisers to the Offeror Group**

**HSBC** 

**CLSA**  
ASIA - PACIFIC MARKETS

A copy of the order of the Grand Court, issued under Section 86 of the Companies Law, after the Scheme was sanctioned by the Grand Court and the reduction of the share capital of HCL was confirmed by the Grand Court on Thursday, 8th December, 2005 (Cayman Islands time), was delivered to the Registrar of Companies in the Cayman Islands for registration on the same day (Cayman Islands time). Accordingly, the Scheme became effective on Thursday, 8th December, 2005 (Cayman Islands time).

An application for cessation in dealings in and withdrawal of the listing of the Shares on GEM was made to the Stock Exchange. The last day for dealings in the Shares on GEM was on Thursday, 1st December, 2005. The listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Monday, 12th December, 2005. Cheques for cash entitlements to the Cancellation Price are expected to be despatched on or before Saturday, 17th December, 2005.

## **INTRODUCTION**

This announcement is made further to the document dated 6th October, 2005 sent by HCL to the Shareholders in relation to the Proposal (the “Scheme Document”) and the joint announcements dated 31st October, 2005 made by the Offeror Group and HCL in respect of, inter alia, results of the Court Meeting and the Extraordinary General Meeting. Terms defined in the Scheme Document have the same meanings when used in this announcement.

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

The directors of HCL wish to announce that the Scheme as approved at the Court Meeting was sanctioned without modification by the Grand Court on Thursday, 8th December, 2005 (Cayman Islands time).

## **EFFECTIVE DATE OF THE SCHEME**

The directors of the Offeror Group and the directors of HCL jointly announce that a copy of the order of the Grand Court, issued under Section 86 of the Companies Law after the Scheme was sanctioned without modification by the Grand Court and the reduction of the share capital of HCL was confirmed by the Grand Court on Thursday, 8th December, 2005 (Cayman Islands time), was delivered to the Registrar of Companies in the Cayman Islands for registration on the same day (Cayman Islands time). Accordingly, the Scheme became effective on Thursday, 8th December, 2005 (Cayman Islands time).

## **ANNUAL GENERAL MEETING**

The Annual General Meeting of HCL has been convened to be held on 16th December, 2005 (“Annual General Meeting”). Given that the Scheme became effective on Thursday, 8th December, 2005 (Cayman Islands time) and the Scheme Shares held by the Scheme Shareholders whose names appear on the Register at 5:00 p.m. on Thursday, 8th December, 2005 were cancelled and extinguished with effect from Thursday, 8th December, 2005 (Cayman Islands time), accordingly entitlement to attend the Annual General Meeting ceased simultaneously.

## **CESSATION IN DEALINGS AND WITHDRAWAL OF LISTING**

An application for cessation in dealings in and withdrawal of the listing of the Shares on GEM was made to the Stock Exchange. The last day for dealings in the Shares on GEM was on Thursday, 1st December, 2005. The listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Monday, 12th December, 2005.

## DESPATCH OF CHEQUES FOR CASH ENTITLEMENTS UNDER THE SCHEME

Cheques for cash entitlements to the Cancellation Price are expected to be despatched on or before Saturday, 17th December, 2005 to the Scheme Shareholders whose names appear on the Register at 5:00 p.m. on Thursday, 8th December, 2005.

By Order of the Board of  
**Henderson Investment Limited**  
**Timon LIU Cheung Yuen**  
*Company Secretary*

By Order of the Board of  
**The Hong Kong and China Gas**  
**Company Limited**  
**Ronald CHAN Tat Hung**  
*Executive Director and Company Secretary*

By Order of the Board of  
**Henderson Cyber Limited**  
**Timon LIU Cheung Yuen**  
*Company Secretary*

Hong Kong, 9th December, 2005

*As at the date of this announcement, the board of directors of HIL comprises: (1) executive directors: Dr. Lee Shau Kee (Chairman), Mr. Lee Ka Kit, Mr. Colin Lam Ko Yin, Mr. Lee Ka Shing, Mr. Lee Tat Man, Mr. Ho Wing Fun, Mr. Suen Kwok Lam, Mr. Lee King Yue, Mr. Eddie Lau Yum Chuen, Mr. Li Ning, Mr. Patrick Kwok Ping Ho, Mr. Lau Chi Keung, Mr. Augustine Wong Ho Ming and Mr. Sit Pak Wing; (2) non-executive directors: Sir Po-shing Woo, Mr. Philip Yuen Pak Yiu, Mr. Leung Hay Man and Mr. Jackson Woo Ka Biu (as alternate to Sir Po-shing Woo); and (3) independent non-executive directors: Mr. Gordon Kwong Che Keung, Professor Ko Ping Keung and Mr. Wu King Cheong.*

*The directors of HIL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the HCL Group and the HKCG Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that relating to the HCL Group and the HKCG Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to the HCL Group and the HKCG Group) misleading.*

*As at the date of this announcement, the board of directors of HKCG comprises: (1) executive directors: Mr. Ronald Chan Tat Hung, Mr. Alfred Chan Wing Kin and Mr. James Kwan Yuk Choi; (2) non-executive directors: Dr. Lee Shau Kee (Chairman), Mr. Colin Lam Ko Yin, Mr. Lee Ka Kit and Mr. Lee Ka Shing; and (3) independent non-executive directors: Mr. Liu Lit Man, Mr. Leung Hay Man and Dr. The Hon. David Li Kwok Po.*

*The directors of HKCG jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the HCL Group and the HIL Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that relating to the HCL Group and the HIL Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to the HCL Group and the HIL Group) misleading.*

*As at the date of this announcement, the board of directors of HCL 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, for which the directors of HCL 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 for the purpose of giving information with regard to HCL. The directors of HCL, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement (other than information in relation to the HIL Group, apart from the HCL Group, and the HKCG Group) 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 (other than information in relation to the HIL Group, apart from the HCL Group, and the HKCG Group) have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*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*