



eCyberChina Holdings Limited

光訊控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (“this Meeting”) of eCyberChina Holdings Limited (“the Company”) will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 31st March, 2005 at 10:00 a.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and Auditors for the year ended 30th June, 2004.
2. To re-elect retiring Directors and to fix the Directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditors, and to authorize the Directors to fix their remuneration.

As special businesses, to consider and, if think fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:–

4. **“THAT:–**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares of HK\$0.20 each in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Ordinary Resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Ordinary Resolution, “Relevant Period” means the period from the passing of this Ordinary Resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Company’s Memorandum and Articles of Association to be held; and
    - (iii) the revocation or variation of the authority given under this Ordinary Resolution by an ordinary resolution of the shareholders in general meeting.”
5. **“THAT** the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution 4 as set out in the notice convening this Meeting) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, which would or might require shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant: (a) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company); or (b) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (c) the exercise of subscription rights attaching to share options under any option scheme; or (d) a specific authority granted by the shareholders of the Company in general meeting, the additional shares allotted, issued or dealt with (including shares agreed conditionally or to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Ordinary Resolution and the said approval shall be limited accordingly.”
6. **“THAT** the general mandate granted to the Directors under Ordinary Resolution 5 as set out in the notice convening this Meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the general mandate approved in Ordinary Resolution 4 as set out in the notice convening this Meeting.”

By Order of the Board  
eCyberChina Holdings Limited  
Ng Yi Wa  
Company Secretary

As at the date of this notice, the Board of Directors of the Company comprises five executive Directors, namely Mr. Lu Liang, Mr. Ng Yan, Mr. Tao Wei Ming, Mr. Ho Chi Wing and Mr. Tsang Kar Tong, and two Independent Non-executive Directors, namely Mr. Cheng Sheung Hing and Mr. Cheng Kwong Choi, Alexander.

Hong Kong, 24th February, 2005

*Registered office:*  
Unit 5808, 58th Floor,  
The Center,  
No.99 Queen's Road Central,  
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, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the registered office of the Company situated at Unit 5808, 58th Floor, The Center, No.99 Queen's Road Central, Central, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.

“Please also refer to the published version of this announcement in China Daily.”