

If you are in any doubt about this document or as to the action to be taken, you should consult your stockbroker, bank manager, legal adviser, professional accountant or other independent financial adviser.

If you have sold or otherwise transferred the whole of your holding of shares in CyberM International (Holdings) Limited, you should immediately forward this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee, or stockbroker or bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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CyberM International (Holdings) Limited

(Incorporated in Bermuda with limited liability)

**To waive the 15 months' interval requirement
in relation to annual general meetings pursuant to
Bye-Law 60(A) of the Bye-Laws of the Company**

This document, for which the directors of the Company 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 (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:-

1. the information contained in this document is accurate and complete in all material respects and not misleading;
2. there are no other matters the omission of which would make any statement in this document misleading; and
3. all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

A notice convening a Special General Meeting ("Meeting") to be held at Units 5-7, 26th Floor, Laws Commercial Plaza, 788 Cheung Sha Wan Road, Kowloon, Hong Kong on 9 April 2001 at 4:00 p.m. (Hong Kong time) is set out on page 5 of this document. A form of proxy for use at the Meeting is enclosed to this document. Whether or not you are able to attend the Meeting, please complete and return the form of proxy with the instructions printed thereon to the Company's share registrar, Central Registration Hong Kong Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

CyberM International (Holdings) Limited

(Incorporated in Bermuda with limited liability)

Directors

Executive

Lau Chiu Pui (Chairman
and Managing Director)

Yip Ho Pong

Lai Shu Pui, Fergus

Wong Kit Mei

Fung Yiu Fai

Non-executive

Chiu Raymond Yim

Independent non-executive

Chan Siu Yeung

Kwan Ngan Hing, Edith

Registered Office

Cedar House, 41 Cedar Avenue,
Hamilton HM12, Bermuda

***Head office and principal place of
business in Hong Kong***

Units 5-7, 26th Floor
Laws Commercial Plaza
788 Cheung Sha Wan Road
Kowloon, Hong Kong

13 March 2001

To the Shareholders

Dear Sir/Madam

**BACKGROUND AND REASON FOR SEEKING
A WAIVER FROM SHAREHOLDERS**

Section 70(1) of the Companies Act 1981 of Bermuda (as amended) (the "Act"), requires each company registered under the Act as a company limited by shares to hold a statutory general meeting to appoint the first board of directors of the company. The Company, prior to its application for listing on the Growth Enterprises Market of The Stock Exchange of Hong Kong Limited ("GEM"), held the said statutory general meeting on 6 March 2000 which, under Bermuda law, is deemed to be the first annual general meeting of the Company.

Section 71(1) of the Act further requires each company registered under the Act as a company limited by shares to hold an annual general meeting in each calendar year.

Paragraph 4(2) of Appendix 11a to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules") provides that the bye-laws of issuers incorporated in Bermuda shall provide that not more than 15 months (or such longer period as the Stock Exchange may authorise) may elapse between the date of one annual general meeting and the next.

Bye-Law 60(A) of the Bye-Laws of the Company, therefore, provides that the Company shall in each year hold a general meeting as its annual general meeting and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. In order to comply with this Bye-Law, the Company should hold its annual general meeting for the 2000/2001 financial year on a date no later than 5 June 2001.

Rule 18.03 of the GEM Listing Rules and Bye-law 162(B) require that the annual report of the Company, which comprises the audited consolidated financial statements of the Company for its financial year ended on 31 March, shall be issued and sent to its shareholders at least 21 days prior to the holding of its annual general meeting. Therefore, to comply with Bye-Law 162(B) and Rule 18.03 of the GEM Listing Rules, the Company should issue the annual report for the 2000/2001 financial year no later than early May 2001. Due to such tight time schedule and in view of the substantial volume of auditing work required, it is not feasible to

LETTER FROM THE BOARD

have the audited consolidated financial statements of the Company and its subsidiaries ready within a month's time. The directors have consulted the Company's legal advisers who take the view that as long as the Company:

- (i) issues its annual report for the 2000/2001 financial year on or before 30 June 2001 (i.e. within 3 months after the financial year end);
- (ii) convenes its annual general meeting for the 2000/2001 financial year not less than 21 days after the issue of the annual report;
- (iii) files its annual return by the end of 2001 in Hong Kong; and
- (iv) holds an annual general meeting in each calendar year as required by Section 71(1) of the Companies Act 1981 of Bermuda (as amended),

the proposed waiver does not contravene the GEM Listing Rules, Hong Kong law nor Bermuda law and is not prohibited by its Bye-Laws. The directors have therefore concluded that a shareholders' waiver to Bye-Law 60(A) should be sought by way of a special resolution to resolve the technical difficulty described above.

Pursuant to Rule 18.03 of the GEM Listing Rules, the Company is required to send to the shareholders of the Company its annual report not less than 21 days before the date of the Company's annual general meeting and not more than 3 months after the date upon which the financial year of the Company ended.

THE WAIVER

Shareholders of the Company are requested to pass the following special resolutions:-

- (i) to grant a waiver to Bye-Law 60(A) which provides that the interval between two annual general meetings of the Company shall not exceed fifteen months and to authorise the board of directors to convene and hold the annual general meeting of the Company for the 2000/2001 financial year on a date no later than 31 August 2001; and
- (ii) to confirm that the waiver sought in resolution (I) above applies to the annual general meeting for the 2000/2001 financial year only.

SPECIAL GENERAL MEETING

Set out on page 5 of this document is the notice of the Meeting of the Company to be held at Units 5-7, 26th Floor, Laws Commercial Plaza, 788 Cheung Sha Wan Road, Kowloon, Hong Kong on 9 April 2001 at 4:00 p.m. at which the resolutions for the granting of the waiver will be put to the shareholders for their consideration and approval.

ACTION TO BE TAKEN

A form of proxy for use at the Meeting is enclosed to this document. Whether or not you are able to attend the meeting, please complete and return the form of proxy with the instructions printed thereon to the Company's share registrar, Central Registration Hong Kong Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Meeting.

RECOMMENDATION

The board of directors considers that the waiver requested is necessary in view of the circumstances described above. Further, the directors confirm that the Company will be able to fulfil its obligations under Rule 18.03 of the GEM Listing Rules and that the annual report for the 2000/2001 financial year will be issued and sent to the shareholders on or before 30 June 2001 and the annual general meeting for the 2000/2001 financial year will be convened and held on or before 31 August 2001. The board of directors therefore recommends that you vote in favour of the resolutions set out in the notice of the Meeting to be held at Units 5-7, 26th Floor, Laws Commercial Plaza, 788 Cheung Sha Wan Road,

LETTER FROM THE BOARD

Kowloon, Hong Kong on 9 April 2001 at 4:00 p.m.

By Order of the Board
Lau Chiu Pui
Chairman

NOTICE OF SPECIAL GENERAL MEETING



CyberM International (Holdings) Limited (Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE is hereby given that a Special General Meeting of the Company will be held at Units 5-7, 26th Floor, Laws Commercial Plaza, 788 Cheung Sha Wan Road, Kowloon, Hong Kong on 9 April 2001 at 4:00 pm for the purpose of considering and, if thought fit, passing the following resolutions:-

SPECIAL RESOLUTIONS

- (i) THAT the 15 months' interval requirement in relation to annual general meetings pursuant to Bye-Law 60(A) of the Bye-Laws of the Company be waived and the board of directors be authorised to convene and hold the annual general meeting of the Company for the 2000/2001 financial year on a date no later than 31 August 2001.
- (ii) THAT the waiver granted in special resolution (i) above applies to the Company's annual general meeting for the 2000/2001 financial year only.

By Order of the Board
Lau Chiu Pui
Chairman

13 March 2001, Hong Kong

Notes:

1. The Register of Members will be closed from 6 April 2001 to 9 April 2001, both days inclusive, during which period no share transfers will be registered. In order to be eligible to attend and vote at the Special General Meeting of the Company to be held on 9 April 2001, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Central Registration Hong Kong Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 4 April 2001.
2. A member, who is the holder of two or more shares, who is also entitled to attend and vote at the meeting convened by the above notice, is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. 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 of that power of attorney or other authority, must be deposited at the Company's share registrar, Central Registration Hong Kong Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Meeting.
4. Completion and return of the form of proxy will not preclude member(s) from attending and voting at the Meeting.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" for 7 days from the day of its posting.