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This announcement, for which the directors of CyberM International (Holdings) 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 CyberM International (Holdings) Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief- (1) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement (if any) have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable



CYBERM INTERNATIONAL (HOLDINGS) LIMITED

美域數碼國際(控股)有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

ANNOUNCEMENT

The directors of the Company announce that they have been informed that Noble Class had today entered into an option agreement with Wide Fine, whereby Noble Class granted Wide Fine the Option. Exercise in full of the Option by Wide Fine may result in a change in control of the Company and a general offer being made for the remaining issued shares of the Company under Rule 26.1 of The Code on Takeovers and Mergers and Share Repurchases.

The directors of the Company announce that they have been informed that the controlling shareholder of the Company, Noble Class Group Limited ("Noble Class") had today entered into an option agreement with Wide Fine International Limited ("Wide Fine"), a company wholly owned by Mr. Wong Kam Leong, a third party who does not currently hold shares in the Company and is an independent third party which is not a connected person to the Company (as that term is defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) whereby Noble Class granted Wide Fine the right to acquire up to 177,500,000 existing shares in the Company from Noble Class (the "Option"), at a price of HK\$0.0676 per share within a period of 9 months from the date of the Option being 8th April, 2005. The right may be exercised by Wide Fine in whole or in part. Noble Class is a company wholly owned by Sunrise International (Holdings) Limited. Sunrise International (Holdings) Limited's entire voting share capital is owned by Mr. Lau Chiu Pui, a director of the Company. Wide Fine does not pursuant to the Option have the right to appoint nominees to the board of the Company and no change in the composition of the board of the Company is currently contemplated.

The exercise in full of the Option by Wide Fine may result in a change in control of the Company and a general offer being made for the remaining issued shares of the Company under Rule 26.1 of The Code on Takeovers and Mergers and Share Repurchases. The shares

in the Company to be acquired as a result of the exercise in full of the Option represents approximately 70.98% of the entire issued share capital of the Company as at the date hereof.

Upon the exercise in full of the Option by Wide Fine and assuming no change in the share capital of the Company from the date hereof to the date of exercise in full of the Option, the shareholding of the Company would be as follows:

Shareholder	Prior to exercise of any of the Option		After the exercise in full of the Option	
	No. of shares	approximate %	No. of shares	approximate %
Noble Class	191,250,000	76.48	13,750,000	5.50
Wide Fine	0	0	177,500,000	70.98
Public	58,810,000	23.52	58,810,000	23.52

The principal business of the Company is investment holding. The activities of the subsidiaries are trading of software and hardware equipment, lease of software licences and provision of consultancy services.

Should the Option be exercised and a change in control materialise, the business of the Company may or may not change, depending on the intentions of the future directors and/or controlling shareholder(s) of the Company, and such intentions will be separately announced by the Company as and when appropriate.

In the meantime, shareholders of the Company are reminded to exercise caution in dealing in the shares of the Company as the exercise of Option may or may not happen.

Made by the order of the Board of CyberM International (Holdings) Limited, the directors of which individually and jointly accept responsibility of the accuracy of this announcement.

By Order of the Board
CyberM International (Holdings)
Limited
Lau Chiu Pui
Chairman

Hong Kong, 8th April, 2005

As at the date hereof, the executive Directors are Mr. Lau Chiu Pui and Ms. Chan Pui Fong, Trish; the non-executive Director is Mr. Chiu Raymond Yim, and the independent non-executive directors are Mr. Chan Wai Choi, Glenn, Ms. Kwan Ngan Hing, Edith and Mr. Cheong Ngai Ming David.