

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “Meeting”) of U-Cyber Technology Holdings Limited (the “Company”) will be held at Units 903-905A, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Monday, 31st May 2004 at 4:00 p.m. for the following purposes:-

## **As Ordinary Business**

- (1) To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December 2003.
- (2) To re-elect the retiring Directors.
- (3) To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.

## **As Special Business**

### **Ordinary resolutions**

To consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

(4) **THAT:-**

- (A) subject to paragraph (C), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) 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 might require the exercise of such power be generally and unconditionally approved;
- (B) the approval in paragraph (A) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares 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, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this 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 of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company 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 recognised regulatory body or any stock exchange in, Hong Kong or any territory outside Hong Kong).

(5) **THAT:-**

- (A) subject to paragraph (B) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be generally and unconditionally approved;
- (B) the aggregate nominal amount of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the securities of the company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

(C) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this 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 of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

(6) **THAT** conditional upon the passing of Resolutions (4) and (5) as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors of the Company pursuant to Resolution (4) as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to Resolution (5) as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.

## Special resolution

To consider and, if thought fit, to pass with or without modification the following resolution as special resolution:

(7) **THAT** the Articles of Association of the Company be and are hereby amended in the following respects:

(a) by adding the following definitions in Article 2 immediately after the definition of “Dollars” and “Hong Kong Dollars”:

““Electronic Communications”	a communication sent by electronic transmission in any form through any medium;
“Entitled Person”	an “entitled person” as defined under section 2(1) of the Companies Ordinance;
“Gazette”	the Government of the Hong Kong Special Administrative Region Gazette;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;”;

- (b) by adding the following definition in Article 2 immediately after the definition of “Register”:

““Relevant Financial Documents” the “relevant financial documents” as defined under section 2(1) of the Companies Ordinance (Chapter 32 of the laws of Hong Kong);”;

- (c) by adding the following definitions in Article 2 immediately after the definition of “the Statutes”:

““Stock Exchange” The Stock Exchange of Hong Kong Limited or such other stock exchange on which any share capital of the Company is listed at the relevant time;

“Summary Financial Report” the “summary financial report” as defined under section 2(1) of the Companies Ordinance (Chapter 32 of the laws of Hong Kong);”;

- (d) by deleting the definitions “in writing” and “written” in Article 2 and substituting therefor the following:

““in writing” and “written” shall include printing, lithograph, xerography, photography or other modes of representing or reproducing words in a permanent visible form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an Electronic Communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form;”;

- (e) by adding the following paragraph to the end of Article 2:

“References to a document being executed include references to its being executed under hand or under seal or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a document or notice, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.”;

- (f) by deleting the words “Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the laws of Hong Kong)” in the 2nd line of Article 78(B) and replacing them with “Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)”;

- (g) by adding the following Article 78(C) immediately after Article 78(B):

“Abstention from voting 78(C) Where any member, under the rules of the Stock Exchange, is required to abstain from voting on any particular resolution or is restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

- (h) by deleting the words “and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him” in the 19th, 20th and 21st lines of Article 92 and replacing them with the following words:

“and, without prejudice to any liability which he may cause to his appointor under the Statutes or otherwise, shall be responsible to the Company for his acts and defaults, and he shall be deemed to be the agent of or for the Director appointing him.”;

- (i) by deleting the first sentence of Article 98(A) and replacing it with the following sentence:

“Disclosure of interests            98(A) If a Director or any of his associates is in any way, whether directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (each being in paragraphs (A), (B) and (C) of this Article referred to as a “transaction”), the Director shall declare the nature of his interest or the interest of any of his associates at a meeting of the Board in accordance with the Statutes and any applicable rules, codes and regulations of the Stock Exchange and/or of any relevant regulatory body.”;

- (j) by deleting the words “he is to be regarded” in the 2nd line of Article 98(A)(i) and replacing them with “he or any of his associates is to be regarded” and by adding the words “or the interest of any of his associates” immediately after the words “sufficient declaration of his interest” in the 4th and 5th lines of Article 98(A)(i);

- (k) by adding the words “or of any of his associates” immediately after the words “an interest of his” in the 2nd line of Article 98(A)(ii);

- (l) by deleting Article 98(B) in its entirety and replacing it with the following:

“Interested Directors            98(B) A Director shall not, as a Director, vote in respect of any  
not entitled to vote                transaction in which to his knowledge he or any of his associates has a material interest and if he shall do so his vote shall not be counted, nor in relation thereto shall be counted in the quorum present at the meeting, but (in the absence of some other material interest than is mentioned below) none of these prohibitions shall apply to:

- (i) the giving to any Director or any of his associates of any security or indemnity in respect of money lent by him or any of them to or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

- (ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates has himself assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security; or
- (iii) any proposal concerning an offer of shares or debentures or other securities of the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer; or
- (iv) any transaction concerning any other corporation in which the Director or any of his associates does not have a material interest (as defined below); or
- (v) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his associates may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme;

which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his associates, as such any privilege or advantage which may not generally be accorded to the class of persons to which such scheme or fund relates; or

- (vi) any contract or arrangement in which the Director or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company;

and so that the interest of a Director or of any of his associates shall not be treated as material in the case of any transaction concerning any company other than the Company in which the Director or any of his associates is interested only, directly or indirectly, whether as an officer or executive or shareholder or in which the Director or any of his associates is beneficially interested in shares of that company, provided that he and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company or of the voting rights thereof or of any third company through which such interest is derived (any such interest being deemed for the purpose of this Article to be a material interest in all the circumstances). For the purpose of this Article 98, the term “associate” shall have the same meaning as defined in the rules of the Stock Exchange.”;

- (m) by adding the words “or any of his associates” immediately after the words “which he” in the 2nd line of Article 98(C);
- (n) by deleting the words “he has no” in the 5th line of Article 98(D) and replacing them with the words “neither he nor any of his associates has”;
- (o) by deleting the words “a Director’s interest” in the 1st line of Article 98(E) and replacing them with the words “the interest of a Director or of any of his associates” and adding the words “or of any of his associates” immediately after the words “interests of the Director” in the 5th line of Article 98(E);
- (p) by adding the words “or the tenure of any of his associates” immediately after the words “with regard to his tenure” in the 5th line of Article 98(F), and by adding the words “or any of his associates” immediately after the words “in which any Director” in the 7th line of Article 98(F) and the words “by reason of such Director” in the 10th line of Article 98(F) respectively;
- (q) by deleting the words “unless not less than seven nor more than forty-eight days before the day appointed for the meeting” in the 2nd and 3rd lines of Article 107 and replacing them with the following:  
  
“unless during a period of not less than seven days commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date appointed for the meeting”;
- (r) by deleting the word “Special” in the 1st line of Article 111 and replacing it with the word “Ordinary”;

- (s) by deleting Article 112 in its entirety and replacing them with the following new Article 112:

“Keeping of registers                      112    The Company shall keep at the Office any such registers as required by and in accordance with the Statutes.”;

- (t) by deleting Article 149 and substituting therefor the following:

“Delivery of Relevant                      149(A) Subject to Article 149(B), a copy of the Relevant Financial  
Financial Documents/  
Summary Financial Reports              Documents and/or a copy of the Summary Financial Report  
(where the recipient has, in accordance with and if required by  
the Statutes and other applicable laws, rules and regulations,  
consented or is deemed to have consented to receiving the  
Summary Financial Report in place of the Relevant Financial  
Documents) shall, not less than twenty-one clear days before the  
relevant General Meeting, be delivered or sent by post to the  
registered address of every Entitled Person and to the Auditors  
and the required number of copies of each of the Relevant  
Financial Documents and the Summary Financial Report, if  
published, shall at the same time be forwarded to the Stock  
Exchange.

(B) Subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from any Entitled Person (a “Consenting Person”) and/or for giving a Notice of Publication (as defined in Article 152) to any such Consenting Person, the Company may treat the publication of the Relevant Financial Documents and/or the Summary Financial Report (as the case may be) on the Company’s computer network, to which such person may have access, throughout the period beginning not less than twenty-one clear days before the relevant General Meeting, as discharging the Company’s obligation to send to him a copy of such documents under Article 149(A).”;



(u) by deleting Article 152 and substituting therefor the following:

- “Notices
- 152(1) Subject to Article 152(2) any notice, document or other publication by the Company (including any “corporate communication” as defined in the rules of the Stock Exchange) may be given or issued by the following means:
- (A) by serving it personally on the relevant person; or
  - (B) by sending it through the post in a prepaid envelope or wrapper addressed to a member at his registered address as appears in the Register (or in the case of other person, to such address as he may provide under Article 154); or
  - (C) by delivering or leaving it at such address as aforesaid; or
  - (D) by placing an advertisement in English in at least one English language newspaper or publication and in Chinese in at least one Chinese language newspaper or publication, being in each case a newspaper or publication specified in the list thereof issued and published in the Gazette for the purposes of Section 71A of the Companies Ordinance (Chapter 32 of the laws of Hong Kong) (including any statutory modification or re-enactment thereof) by the Chief Secretary for Administration for such period as the Board may think fit; or
  - (E) by sending or transmitting it as an Electronic Communication to the relevant person at such electronic address as he may provide under Article 154, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person; or

- (F) by publishing it on the Company's computer network to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network (a "Notice of Publication"); or
  - (G) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) Any Notice of Publication may be given or issued by any of the means mentioned in Article 152(1), other than the means specified in paragraph (F) thereof.”;

(v) by deleting Article 154 and substituting therefor the following:

“Notices to members resident 154      Every member of and holder of debentures of the Company or a  
outside Hong Kong                      person who is entitled to receive notice from the Company under  
the provisions of the Statutes or these Articles shall register with  
the Company an address either in Hong Kong or elsewhere and/  
or an electronic address to which notices can be served upon him  
and if any such person shall fail to do so, notice may be served  
on such person by sending the same in any of the manners  
mentioned to his last known registered address or electronic  
address, or if there is none, a notice displayed in the Office shall  
be deemed to be well served on him at the time when it is first so  
displayed.”;

(w) by deleting Articles 155 and 156 and substituting therefor the following:

“Deemed service of notices 155 Any notice, document or other publication (including any “corporate communication” as defined in the rules of the Stock Exchange) given or issued by or on behalf of the Company:

- (A) if served by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice, document or publication was properly addressed, prepaid and put into such post office and a certificate in writing signed by the Secretary or other officer of the Company that the envelope or wrapper containing the notice, document or publication was so addressed, prepaid and put into the post office shall be conclusive evidence thereof; or
- (B) if sent or transmitted as an Electronic Communication, shall be deemed to have been served at the time when the notice, document or publication is transmitted electronically provided that no notification that the Electronic Communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice, document or publication being served; or
- (C) if published on the Company’s computer network, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s computer network to which the relevant person may have access or the day on which the Notice of Publication is deemed to have been served or delivered to such person under these Articles, whichever is later; or
- (D) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company that the notice, document or publication was so served or delivered shall be conclusive evidence of the service or delivery; or

- (E) if published as an advertisement in a newspaper or other publication permitted under Article 152(1)(D), shall be deemed to have been served on the day on which the advertisement first so appears.”;
- (x) by deleting the words “by post to, or left at, the registered address of any member” in the 1st and 2nd lines of Article 157 and substituting therefor the words “to any member in such manner as provided in Article 152” and by renumbering Article 157 to Article 156;
- (y) by adding immediately after the word “address” in the 3rd line of Article 158 the words “(including electronic address)” and by renumbering Article 158 to Article 157; and
- (z) by adding immediately after the existing Article 158 (which is to be renumbered to Article 157) the following new Article 158:

“Language of notices                      158    Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Article 149 and any “corporate communication” as defined in the rules of the Stock Exchange, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.”

By Order of the Board  
**Sherman K C Lee**  
*Company Secretary*

Hong Kong, 21st April 2004

*Notes:*

1. The Register of Members of the Company will be closed from Friday, 28th May 2004 to Monday, 31st May 2004, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the forthcoming Annual General Meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrars at 28/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong no later than 4:00 p.m. on Thursday, 27th May 2004.
2. Any member entitled to attend and vote at the Annual General 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.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's Share Registrars, Standard Registrars Limited at the abovesaid address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof.
4. With reference to Resolution (2) set out in this Notice, Mr Ng Ge Bun and Mr Tang Tin Sek are due to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election pursuant to Articles 104 and 105 of the Company's Articles of Association. Neither Mr Ng Ge Bun nor Mr Tang Tin Sek has entered into any service contract with the Company. The details and brief biography of each of Mr Ng Ge Bun and Mr Tang Tin Sek are set out in the "Biographical Details of Directors and Senior Management" of the Company's 2003 Annual Report.
5. With reference to Resolutions (4), (5) and (6) set out in this Notice, the directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares pursuant to the relevant mandate. An explanatory statement containing further details regarding the general mandate to repurchase shares as referred to in Resolution (5) is set out in a circular which will be sent to members together with the Company's 2003 Annual Report.
6. In Resolution (7) above, members are asked to approve amendments to the articles of association of the Company for compliance with the recent changes in the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Articles of Association of the Company is written in English and hence the Chinese version of the Resolution as set out in Resolution (7) is for reference only. In case of any inconsistency, the English version shall prevail. The Circular to members referred to in Note 5 above will include the summarized proposed amendments to the Articles of Association of the Company.