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eCyberChina Holdings Limited

光訊控股集團有限公司

(Incorporated in Hong Kong with limited liability)

CHANGE OF AUDITORS, DELAY OF RELEASING INTERIM RESULTS AND AUDITED FINAL RESULTS AND SUSPENSION OF TRADING OF SHARES

Change of auditors

On 17th November, 2003, Fan, Mitchell & Co. resigned as auditors of the Company while Deloitte Touche Tohmatsu were appointed as auditors of the Company on 27th November, 2003 to fill the causal vacancy so caused.

Delay in publication of interim results and audited final results for the year ended 30th June, 2003

The publication of interim results for the six months ended 31st December, 2002 and audited final results for the year ended 30th June, 2003 is postponed to 30th January, 2004 or before and the interim and the annual reports of the Company shall be despatched to the Shareholders on or before 16th February, 2004.

Suspension of trading of the shares of the Company

Trading in shares of the Company has been suspended since 9:30 a.m., 30th June, 2003 and shall remain suspended pending release of further announcement by the Company to enable the public to appraise the position of the Company.

Change of auditors

The Board of Directors of the Company (the “Board”) announces that Fan, Mitchell & Co., without specific reasons, resigned as auditors of the Company on 17th November, 2003 while Deloitte Touche Tohmatsu were appointed as auditors of the Company with effect from 27th November, 2003 to fill the causal vacancy so caused and to hold the office until the conclusion of the next annual general meeting. The Board has considered to appoint Deloitte Touche Tohmatsu, the former auditors of the Company, as Deloitte Touche Tohmatsu are familiar with the background of the Company and its subsidiaries (the “Group”).

Fan, Mitchell & Co. confirmed that there was no circumstances connected with their resignation that they consider should be brought to the attention of the members or creditors of the Company.

Delay in publication of interim results and audited final results for the year ended 30th June, 2003

Reference is made to the press announcement dated 1st April, 2003 and the Company's teletax announcements on 30th June, 2003, the publication of interim results for the six months ended 31st December, 2002 (the "Interim Results") and audited final results for the year ended 30th June, 2003 (the "Audited Final Results") of the Company is postponed to 30th January, 2004 or before and the interim report for the six months ended 31st December, 2002 (the "Interim Report") and the annual report for the year ended 30th June, 2003 (the "Annual Report") of the Company shall be despatched to the Shareholders on or before 16th February, 2004. Furthermore, the Company will publish its unaudited final results for the year ended 30th June, 2003 (the "Unaudited Final Results") on or before 20th January, 2004.

The delay in publication of the Interim Results, the Audited Final Results and the Unaudited Final Results and despatch of the Interim Report and the Annual Report is due to the facts that the Company has contributed plenty of its resources and time to recruit proficient staffs to enhance the quality of its management level and to review the position of the Company since 17th July, 2003, being the date of despatching the annual report for the year ended 30th June, 2002, and there was recent change of auditors of the Company on 27th November, 2003 as aforesaid. Furthermore, in October 2003, the Tax Authority in the People's Republic of China ("the PRC") had taken the books and records for the period from May 2001 to December 2002 of one of the major subsidiaries of the Group in the PRC ("the PRC Subsidiary") for its inspection without stating its expected date of return. The Directors, to their best knowledge, confirm that there were no circumstances leading thereto and consider that it is normal practices of the Tax Authority in the PRC and of no significant impact to the Group, except that the significant financial information of the PRC Subsidiary, including but not limited to its latest management accounts and the breakdown thereof, and the related PRC tax issues, are still outstanding as at the date of this announcement. Such significant financial information may led to the determination of appropriate accounting treatment of the relevant entities in both the Interim Results, the Audited Final Results and the Unaudited Final Results.

Breaches of the Listing Agreement and the Companies Ordinance (Chapter 32)

The delay in publication of the Interim Results and despatch of the Interim Report exceeding three months after the end of the first half of the financial year of the Company constitutes breaches of Paragraphs 10(1) and 11(6) of the Listing Agreement. The delay in publication of the Audited Final Results and the Unaudited Final Results and despatch of the Annual Report exceeding four months after the end of the financial year of the Company constitutes breaches of Paragraphs 8(1), 11(1) and 11(3)(i) of the Listing Agreement. The delay in laying the Annual Report at the forthcoming annual general meeting more than six months after the end of the financial year of the Company and failure in despatch the Annual Report to the Shareholders not less than twenty-one days before the said meeting constitute the breaches of Paragraph 8(2)(b) of the Listing Agreement and Sections 122(1A) and 129G(1) of the Companies Ordinance (Chapter 32). Apart from the above, the Directors confirm there is no other breach and undertake that they would act and perform on behalf of the Company to ensure the Company in compliance with all other applicable rules and regulations in Hong Kong in relation thereto. The Stock Exchange of Hong Kong Limited (the "Stock Exchange") reserves the right to take action against the Company and the Directors in respect of the breaches of Paragraphs 8(1), 8(2)(b), 10(1), 11(1), 11(3)(i) and 11(6) of the Listing Agreement.

Directors' confirmation

The Directors confirm that they have not dealt in any of the securities of the Company during the period from 28th February, 2003, being one month immediately preceding the deadline for the Company to publish the Interim Results under the Listing Agreement, to the date of this announcement. The Directors have undertaken to the Stock Exchange that they would not deal with the securities of the Company until the Interim Results and the Audited Final Results are published.

Suspension of trading of the shares of the Company

Trading in shares of the Company has been suspended since 9:30 a.m., 30th June, 2003 at the request of the Company and shall remain suspended pending release of further announcement by the Company to enable the public to appraise the position of the Group.

By Order of the Board
eCyberChina Holdings Limited
Tsang Kar Tong
Director

Hong Kong, 15th December, 2003

“Please also refer to the published version of this announcement in The Standard”.