



GREAT WALL CYBERTECH LIMITED

長城數碼廣播有限公司*

(Provisional Liquidators Appointed)

(Stock Code: 689)

(incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting (“SGM”) of Great Wall Cybertech Limited (Provisional Liquidators Appointed) (the “Company”) will be held at 10:30 a.m., on 22nd June, 2006, at The Kimberley Hotel, 28 Kimberley Road, Tsimshatsui, Hong Kong for the purpose of considering and, if though fit, passing, with or without modification, the resolutions numbered 2 and 3 as special resolutions and the resolutions numbered 1 and from 4 to 11 as ordinary resolutions, as set out below:

STAGE I CAPITAL REORGANISATION OF THE COMPANY

ORDINARY RESOLUTION

1. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting its approval, which may be conditional, to the listing of, and permission to deal in, the new adjusted ordinary shares of the Company of HK\$0.01 each (“Adjusted Shares”) resulting from the Share Consolidation (as defined below), with effect from 9:30 a.m. on the next business day (not being a Saturday) following the date on which this resolution is passed,
 - (a) every hundred (100) issued shares of par value HK\$0.01 each in the capital of the Company (“Shares”) be consolidated into one (1) share of HK\$1.00 each (“Consolidated Share”) in the capital of the Company (the “Share Consolidation”);
 - (b) fractions of Consolidated Shares arising on the Share Consolidation will not be issued to the holders of the Shares who would otherwise be entitled thereto but instead such fractions shall be aggregated and sold for the benefit of the Company;
 - (c) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the restrictions contained in the bye-laws of the Company;
 - (d) the provisional liquidators of the Company and the directors of the Company be and are hereby authorized generally to do all things appropriate to effect and implement any of the foregoing.”

SPECIAL RESOLUTION

2. “**THAT**, conditional upon the passing of the resolution numbered 1 set out in this notice (the “Notice”):
 - (a) the issued share capital of the Company be reduced by canceling the paid-up capital to the extent of HK\$0.99 on each Consolidated Share so that each of such issued shares shall be treated as one fully paid share of HK\$0.01 each in the capital of the Company (“Adjusted Share”) (the “Stage I Capital Reduction”);
 - (b) the surplus arising from the Stage I Capital Reduction be credited to the contributed surplus account of the Company and the directors of the Company be and are hereby authorized to apply the amounts standing to the credit of the contributed surplus account in such manner as may be permitted by the bye-laws of the Company and all applicable laws;
 - (c) all of the Adjusted Shares resulting from the Stage I Capital Reduction shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the restrictions contained in the bye-laws of the Company; and
 - (d) the provisional liquidators of the Company and the directors of the Company be and are hereby authorized generally to do all things appropriate to effect and implement any of the foregoing.”

STAGE II CAPITAL REORGANISATION OF THE COMPANY

SPECIAL RESOLUTION

3. “**THAT**, conditional upon closing having taken place under the Restructuring Agreement (as defined in the resolution numbered 4 of the Notice),
 - (a) the entire amount standing to the credit of (i) the share premium account of the Company (including the existing share premium and the share premium arising from the issue of the Subscription Shares (as defined in the resolution numbered 5 of the Notice), the Offer Shares (as defined in the resolution numbered 6 of the Notice) and the Placing Shares (as defined in the resolution numbered 7 of the Notice); (2) the capital redemption reserve account of the Company and (3) the capital reserve account of the Company be cancelled (“Stage II Capital Reduction”);
 - (b) the credit arising from the Stage II Capital Reduction be credited to the contributed surplus account of the Company and the directors of the Company be authorised to utilise the credit in the contributed surplus account in such manner as may be permitted by the bye-laws of the Company and all applicable laws, including to eliminate the accumulated losses of the Company as at 31st December, 2005; and
 - (c) the provisional liquidators of the Company and the directors of the Company be and are hereby authorized generally to do all things appropriate to effect and implement any of the foregoing.”

IMPLEMENTATION OF THE COMPANY’S RESTRUCTURING PROPOSAL

ORDINARY RESOLUTIONS

4. “**THAT**, conditional upon passing of the resolutions numbered 5 to 9 set out in the Notice,
 - (a) the entry by the Company into the restructuring agreement dated 13th April 2006 between the Company, Joseph K C Lo and Lai Kar Yan, Derek (the provisional liquidators of the Company, the “Provisional Liquidators”) and Climax Associates Limited (the

“Restructuring Agreement”, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for identification purposes) and the transactions contemplated thereby, including but not limited to the Subscription (as defined in the resolution numbered 5 as set out in the Notice), the Additional Issue (as defined in the resolution numbered 5 as set out in the Notice), the Group Reorganisation (as defined in the resolution numbered 5 as set out in the Notice), the Open Offer (as defined in the resolution numbered 6 as set out in the Notice), the New Shares Placing (as defined in the resolution numbered 7 as set out in the Notice), and the performance thereof by the Company, be and are hereby confirmed, ratified and approved; and

- (b) the provisional liquidators of the Company and the directors of the Company be and are hereby authorized, to do all such things and take all such actions as they may consider to be necessary or desirable to give effect to the terms of the Restructuring Agreement, including without limiting the foregoing, to complete the transactions contemplated by the Restructuring Agreement.”
5. **“THAT**, conditional upon (i) passing of the resolutions numbered 1, 2, 4 and 6 to 9 set out in the Notice; (ii) the Share Consolidation (as defined in the resolution numbered 1 of the Notice) and the Stage I Capital Reduction (as defined in the resolution numbered 2 of the Notice) becoming effective; (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the Subscription Shares (as hereinafter defined) and the Additional Shares (as hereinafter defined) and (iv) if applicable, the Bermuda Monetary Authority granting permission for the issue and allotment of the Subscription Shares and the Additional Shares:
 - (a) the entry by the Company into the subscription agreement dated 13th April, 2006 between the Company, the Provisional Liquidators (as defined in the resolution numbered 4 as set out in the Notice) and Climax Associates Limited (“the Investor”) (the “Subscription Agreement”, a copy of which has been produced to the SGM marked “B” and signed by the chairman of the SGM for identification purposes), the transactions contemplated thereunder and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;
 - (b) the allotment and issue of the 2,075,000,000 new Adjusted Shares (as defined in the resolution numbered 2 of the Notice) (the “Subscription Shares”) to the Investor, pursuant to the terms of the Subscription Agreement (the “Subscription”) be and is hereby approved;
 - (c) the allotment and issue of the 352,750,000 new Adjusted Shares (the “Additional Shares”), credited as fully paid, to the Investor, pursuant to the terms of the Subscription Agreement, on the basis of 17 Additional Shares for every 100 Subscription Shares, by way of capitalization of the amounts standing to the credit of the contributed surplus account of the Company (the “Additional Issue”), be and is hereby approved;
 - (d) the Subscription Shares and the Additional Shares shall rank *pari passu* with each other in all respects and with the issued shares in the capital of the Company on the date of their issue and allotment; and
 - (e) the provisional liquidators of the Company and the directors of the Company be and are hereby authorized to do all such things and take all such actions as they may consider to be necessary or desirable to give effect to the terms of the Subscription Agreement, including without limiting the foregoing, to complete the transactions contemplated by the Subscription Agreement.”
6. **“THAT**, conditional upon (i) passing of the resolutions numbered 1, 2, 4, 5 and from 7 to 9 set out in the Notice; (ii) the Share Consolidation (as defined in the resolution numbered 1 of the Notice) and the Stage I Capital Reduction (as defined in the resolution numbered 2 of the Notice) becoming effective; (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the Offer Shares (as hereinafter defined); (iv) if applicable, the Bermuda Monetary Authority granting permission for the issue and allotment of the Offer Shares (as hereinafter defined); (v) the Restructuring Agreement (as defined in the resolution numbered 4 of the Notice) becoming unconditional in all respects (save as the condition requiring the Open Offer becoming unconditional and/or the obligations of the Underwriter (as defined hereinafter) under the Underwriting Agreement (as defined hereinafter) not being terminated); (vi) the obligations of the Underwriter under the Underwriting Agreement not being terminated by the Underwriter in accordance with the terms thereof and (vii) the granting of the Whitewash Waiver (as defined in the resolution numbered 9 of the Notice) by the Executive to the Investor:
 - (a) the issue by way of an open offer (the “Open Offer”) of 80,762,570 Adjusted Shares (as defined in the resolution numbered 2 of the Notice) (“Offer Shares”) to the holders of shares in the Company whose names appeared on the register of members of the Company at the close of business of a date to be fixed by the directors of the Company (the “Directors”) on the basis of assured allotments of nine Offer Shares for every five Adjusted Shares (as defined in the resolution numbered 1 of the Notice) at the subscription price of HK\$0.06 per Offer Share and otherwise on the terms of the Open Offer as set out in the circular of the Company dated 29th May, 2006 be and is hereby approved, and the Directors be and are hereby authorised to allot and issue the Offer Shares upon acceptance or by way of excess application by the shareholders of the Company pursuant to and in accordance with the Open Offer;
 - (b) the entry by the Company into the underwriting agreement dated 13th April 2006 entered into between the Company, the Provisional Liquidators (as defined in the resolution numbered 4 as set out in the Notice) and Grand Vinco Capital Limited (the “Underwriter”) (the “Underwriting Agreement”, a copy of which has been produced to the SGM marked “C” and signed by the chairman of the SGM for identification purposes), the transactions contemplated thereunder and the performance thereof by the Company, be and are hereby confirmed, ratified and approved; and
 - (c) the provisional liquidators of the Company and the Directors be and are hereby authorized to do all such things and take all such actions as they may consider to be necessary or desirable to give effect to the terms of the Underwriting Agreement, including without limiting the foregoing, to complete the transactions contemplated by the Underwriting Agreement.”
7. **“THAT**, conditional upon (i) passing of the resolutions numbered 1, 2, from 4 to 6 and from 8 to 9 set out in the Notice; (ii) the Share Consolidation (as defined in the resolution numbered 1 of the Notice) and the Stage I Capital Reduction (as defined in the resolution numbered 2 of the Notice) becoming effective; (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the Placing Shares (as hereinafter defined); (iv) if applicable, the Bermuda Monetary Authority granting permission for the issue and allotment of the Placing Shares; (v) the Restructuring Agreement (as defined in the resolution numbered 4 of the Notice) becoming unconditional in all respects (save as the condition requiring the New Shares Placing Agreement (as defined hereinafter) becoming unconditional and/or the obligations of the Placing Agent (as defined hereinafter) under the New Shares Placing Agreement not being terminated) and (vi) the obligations of the Placing Agent under the New Shares Placing Agreement not being terminated by the Placing Agent in accordance with the terms thereof:
 - (a) the entry by the Company into the new shares placing agreement dated 13th April, 2006 between the Company, the Provisional Liquidators (as defined in the resolution numbered 4 as set out in the Notice) and Grand Vinco Capital Limited (the “Placing Agent”) (the “New Shares Placing Agreement”, a copy of which has been produced to the SGM marked “D” and signed by the chairman of the SGM for identification purposes), the transactions contemplated thereunder and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;

- (b) the directors of the Company be and are hereby authorized to allot and issue 374,627,374 new Adjusted Shares (as defined in resolution numbered 2 of this Notice) (the “Placing Shares”), pursuant to the terms of the New Shares Placing Agreement;
 - (c) the Placing Shares shall rank pari passu in all respects with each other and with the issued shares in the capital of the Company on the date of their issue and allotment; and
 - (d) the provisional liquidators of the Company and the directors of the Company be and are hereby authorized to do all such things and take all such actions as they may consider to be necessary or desirable to give effect to the terms of the New Shares Placing Agreement, including without limiting the foregoing, to complete the transactions contemplated by the New Shares Placing Agreement.”
8. “**THAT**, conditional upon approval of the resolutions numbered 1, 2, from 4 to 7 and 9 set out in the Notice, the group reorganisation contemplated under the Restructuring Agreement (as defined in the resolution numbered 4 of the Notice) (the “Group Reorganisation”) be and is hereby approved, and the provisional liquidators of the Company and the directors of the Company be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the implementation of the Group Reorganisation.”

WHITEWASH WAIVER

9. “**THAT**, the waiver (“Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of the Investor (as defined in the resolution numbered 5 as set out in the Notice) and parties acting in concert with it, to make a general offer for all the shares of the Company not already owned by it or agreed to be acquired upon completion of the Restructuring Agreement (as defined in the resolution numbered 4 as set out in the Notice), be and is hereby approved and the provisional liquidators of the Company and the directors of the Company be and are hereby authorized to do all such things and take all such action as they may consider to be necessary or desirable to give effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

GENERAL MANDATE TO ALLOT, ISSUE AND DEAL WITH ADDITIONAL ADJUSTED SHARES

ORDINARY RESOLUTION

10. “**THAT**, conditional upon closing having taken place under the Restructuring Agreement (as defined in the resolution numbered 4 as set out in the Notice):
- (a) subject to paragraph 10(b) below, the directors of the Company be and are hereby generally and unconditionally authorized to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional Adjusted Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of any of such powers during or after the end of the Relevant Period;
 - (b) the aggregate nominal amount of the Adjusted Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to approval of paragraph 10(a) above, other than pursuant to (i) a Rights Issue (as defined below); or (ii) an issue of ordinary shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into ordinary shares of the Company; or (iii) an issue of ordinary shares of the Company by way of scrip dividend pursuant to the Bye-laws of the Company from time to time; or (iv) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire, shares of the Company; shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Restructuring Agreement;
 - (c) for the purpose of this resolution, “Relevant Period” means the period from completion of the Restructuring Agreement until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
 the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable laws, to be held.”

“Right Issue” means an offer of shares for subscription open for a fixed period by the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their holdings of 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

GENERAL MANDATE TO PURCHASE ADJUSTED SHARES

ORDINARY RESOLUTION

11. “**THAT**, conditional closing having taken place under the Restructuring Agreement (as defined in the resolution numbered 4 as set out in the Notice),
- (a) the directors of the Company be and are hereby generally and unconditionally authorized to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase Adjusted Shares in the capital of the Company, subject to and in accordance with applicable laws;
 - (b) the aggregate nominal amount of the Adjusted Shares which may be purchased pursuant to the approval in paragraph 11(a) above shall not in total exceed 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Restructuring Agreement;
 - (c) for the purpose of this resolution, “Relevant Period” means the period from completion of the Restructuring Agreement until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
 the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable laws, to be held.”

EXTENSION MANDATE

ORDINARY RESOLUTION

12. “**THAT**, conditional upon completion of the Restructuring Agreement (as defined in the resolution numbered 4 as set out in the Notice) and subject to the availability of unissued share capital and conditional upon the passing of resolutions numbered 10 and 11 as set out in the Notice, the aggregate nominal amount of Adjusted Shares which are purchased by the Company pursuant to and in accordance with resolution numbered 11 as set out in the Notice shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with resolution numbered 10 as set out in the Notice.”

Yours faithfully,

For and on behalf of the Board
Great Wall Cybertech Limited
(Provisional Liquidators Appointed)
Derek Lai

Joint and Several Provisional Liquidator

For and on behalf of the Board
Great Wall Cybertech Limited
(Provisional Liquidators Appointed)
Tse On Kin

Director

Hong Kong, 29th May, 2006

Notes:

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and, vote in his stead. A proxy need not be a member of the Company.
- (b) In order to be valid, the form of proxy must be deposited at the Company's branch share registrar together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (c) In the case of joint holders of a share, any one of such holders may vote at the meeting either in person or by proxy in respect of such share, but if one of such joint holders is present at the meeting personally or by proxy, the vote of the person so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (d) In relation to resolutions numbered 10 and 12 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorize the allotment, issue and dealing with additional shares in the capital of the Company under the Listing Rules.
- (e) In relation to resolution numbered 11 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders.
- (f) Resolutions numbered 4 to 9 shall be voted by way of a poll of the Independent Shareholders (as defined in the document in which the notice convening this meeting is contained).

* *For identification purpose only*

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