THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Cyber Port (International) Company Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular, for which the directors of the Company (the "Directors") 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 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 circular 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 circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

China Cyber Port (International) Company Limited
神州奧美網絡(國際)有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8206)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at the Meeting Room, Units 2115-2116, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 31 July 2007 at 11:00 a.m. is set out on pages 13 to 15 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be). The completion and return of the form of proxy will not preclude you from attending, and voting at the Annual General Meeting or any adjourned meeting (as the case may be) in person if you so wish.

This circular will remain at www.hkgem.com on the "Latest company announcements" page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at www.ccpi.com.hk

* *for identification purpose only*

29 June 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company for the financial year ended 31 March 2007 to be held at the Meeting Room, Units 2115-2116, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 31 July 2007 at 11:00 a.m.
"Articles of Association"	the articles of association of the Company, and "Article" shall mean an article of the Articles of Association
"Board"	the board of the Directors
"Company"	China Cyber Port (International) Company Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM
"Director(s)"	the director(s) of the Company
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for GEM
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	27 June 2007, being the latest practicable date prior to the bulk print of this circular for ascertaining certain information contained herein
"PRC"	the People's Republic of China
"Share(s)"	share(s) of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"%"	per cent.

China Cyber Port (International) Company Limited
神州奧美網絡(國際)有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8206)

Executive Directors:
Mr. He Chenguang *(Chairman)*
Mr. Xiao Haiping
Mr. Zhang Peng *(Managing Director)*
Ms. Zhang Jialin

Independent non-executive Directors:
Mr. Yip Tai Him
Dr. Liu Jie
Ms. Weng Pinger

Registered Office:
P.O. Box 309GT, Ugland House
South Church Street
Grand Cayman
Cayman Islands

Head office and principal place of business in Hong Kong:
Units 2115-2116
21/F China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

29 June 2007

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include:

a. the ordinary resolutions to grant general mandates to the Directors to issue and to repurchase Shares; and

b. the ordinary resolutions to elect Directors who are due to retire and offer for re-elections at the AGM.

This circular contains further information relating to the resolutions proposed so as to enable you to make an informed decision on whether to vote for or against the resolutions proposed. A notice for convening the AGM is also set out in this circular and a form of proxy is included for your further action.

* *for identification purpose only*

1. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 July 2006, an ordinary resolution was passed by the Shareholders granting the general unconditional mandates to the Directors to issue and repurchase Shares. The refreshed general mandates will lapse at (i) the conclusion of the AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general unconditional mandate to the Directors to issue new Shares, not exceeding 20% of the aggregate nominal amount of the issued Shares as at the date of passing the resolution (as adjusted in accordance with the resolution), for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "**Issue Mandate**").

An ordinary resolution will be proposed at the AGM in relation to the granting of a general unconditional mandate to the Directors to exercise all powers of the Company to repurchase Shares on GEM up to 10% of the aggregate nominal amount of the issued Shares as at the date of passing the resolution, for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "**Repurchase Mandate**"). An explanatory statement required under Rule 13.08 of the GEM Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I to this circular.

An ordinary resolution will be proposed at the AGM in relation to the extension of the general unconditional mandate to be granted to the Directors to issue new Shares under the Issue Mandate by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any. The Directors have no present intention to fully exercise the Issue Mandate or the Repurchase Mandate for issuing and repurchasing the Shares respectively.

The full text of these resolutions are set out as ordinary resolutions numbers 4A to 4C in the notice of AGM on pages 13 to 15 of this circular.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 112, one-third of the Directors shall retire from office by rotation. Accordingly, Mr. Xiao Haiping, Ms. Zhang Jialin and Mr. Yip Tai Him shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Details of the above Directors who offer themselves for re-election at the AGM are set out in Appendix II to this circular.

3. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at the Meeting Room, Units 2115-2116, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 31 July 2007 at 11:00 a.m. is set out on pages 13 to 15 of this circular.

PROCEDURES BY WHICH SHAREHOLDERS MAY DEMAND A POLL AT THE AGM

Pursuant to Article 76, a resolution put to vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demand or otherwise required under the GEM Listing Rules. A poll may be demanded by:

(i) the chairman of the meeting; or

(ii) at least five Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote; or

(iii) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or

(iv) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or

(v) if required by the GEM Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent (5%) or more of the total voting rights at such meeting.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM are all in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of all of these resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
China Cyber Port (International) Company Limited
He Chenguang
Chairman

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 695,586,761 Shares.

Subject to the passing of resolution no. 4B as set out in the notice of AGM to this circular (the "**Resolution**") approving the Repurchase Mandate and on the basis that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing the Resolution, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 69,558,676 Shares (representing 10% of the issued share capital of the Company at the date of the passing of the Resolution).

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or earnings per Share.

3. FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and articles of association and the laws of the Cayman Islands. Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the shares are repurchased. The Company may not purchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements contained in the Annual Report for the year ended 31 March 2007) in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase

Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), have any present intention, if the Repurchase Mandate were to be exercised, to sell any Shares to the Company or its subsidiaries.

No connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2006		
June	1.760	1.510
July	2.125	1.740
August	2.200	1.850
September	3.060	2.230
October	4.180	2.880
November	4.180	3.430
December	3.960	2.200
2007		
January	4.020	2.720
February	4.050	3.650
March	3.800	3.280
April	3.380	2.610
May	2.920	2.500
June (up to the Latest Practicable Date)	3.500	2.510

8. CONSEQUENCES UNDER THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeover Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial Shareholders (as defined under the GEM Listing Rules) (based on the number of Shares they held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Substantial Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is fully exercised
China Communication Investment Ltd. ("CCI") *(Note 1)*	115,542,000	16.61%	18.45%
Superhero Limited *(Note 2)*	74,979,195	10.78%	11.98%

Note:

1. China Communication Co. Ltd. is deemed to be a substantial Shareholder as CCI is a wholly-owned subsidiary of China Communication Co. Ltd..

2. Ms. Mi Hui Ying is deemed to be a substantial Shareholder by virtue of her 100% beneficial interest in Superhero Limited.

However, CCI has entered into an agreement with a wholly owned subsidiary of the Company on 28 May 2007, pursuant to which the Group will acquire from CCI a right to receive a profit stream in return for the Company allotting and issuing to CCI 105,000,000 new Shares at completion of the said agreement (the "**Acquisition**").

If both the 105,000,000 new Shares were allotted and issued and the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial Shareholders would be as follows:

Substantial Shareholders	Number of Shares held upon completion of the Acquisition	Approximate percentage of shareholding upon completion of the Acquisition	Approximate percentage of shareholding upon completion of the Acquisition and if the Repurchase Mandate is fully exercised
CCI	220,542,000	27.55%	30.61%
Superhero Limited	74,979,195	9.37%	10.41%

The total interests of the substantial Shareholders would be increased to about the respective percentages shown in the last column in the above tables.

Save for the situation that after allotment and issue of the 105,000,000 new Shares to CCI, and that the Repurchase Mandate were exercised in full, CCI would be interested in about 30.61% of the issued share capital of the Company and would be obliged to make a mandatory general offer under Rule 26 of the Takeover Code, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases under the Repurchase Mandate.

The Company will not repurchase Shares to the extent which would result in the percentage of the Shares held by the public Shareholders being reduced to less than 25% of the issued share capital of the Company.

9. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:"

1. **Mr. Xiao Haiping** ("**Mr. Xiao**"), aged 55, joined the Group in January 2006. He is responsible for the Group's overall business development in China. Mr. Xiao holds a professional tertiary qualification from Hunan Normal University, China, majoring in Chinese language. Mr. Xiao has entered into a service contract for three years with the Company. His employment under the service contract shall be continuous until 16 January 2009 subject to termination by either party to the contract serving written notice to the other to terminate such employment to take effect three months from the date of service of such notice. The amount of his emoluments specified in his service contract with the Company is HK$960,000 per year subject to annual review and a double pay which equals to one-twelfth of annual remuneration, as may from time to time to be determined by the Board with reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions. In addition, Mr. Xiao entitled to a discretionary bonus payable of such amount as the Board may determine provided that the total amount of bonus payable to all executive directors of the Company for any financial year of the Company shall not exceed 10% of the consolidated net profit of the group (after taxation and minority interests but before extraordinary items) as shown in its corresponding consolidated audited accounts for such year. Mr. Xiao did not hold any directorship in any listed public company in the last three years. Mr. Xiao does not have any relationship with any Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders. Mr. Xiao has a personal interest of 2,000,000 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information relating to Mr. Xiao that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

2. **Ms. Zhang Jialin** ("**Ms. Zhang**"), aged 32, joined the Group in January 2005. She is responsible for overall business development in China. Ms. Zhang holds a Master of Business Administration from University of Liverpool, England and a Master of Arts in International Business from University of Central Lancashire, England. Ms. Zhang has entered into a service contract with the Company. Her employment under the service contract shall be continuous until 31 May 2008 subject to termination by either party to the contract serving written notice to the other to terminate such employment to take effect three months from the date of service of such notice. The amount of her emoluments specified in her service contract with the Company is HK$960,000 per year subject to annual review and a double pay which equals to one-twelfth of annual remuneration, as may from time to time to be determined by the Board with reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions. In addition, Ms. Zhang entitled to a discretionary bonus payable of such amount as the Board may determine provided that the total amount of bonus payable to all executive directors of the Company for any financial year of the Company shall not exceed 10% of the

consolidated net profit of the group (after taxation and minority interests but before extraordinary items) as shown in its corresponding consolidated audited accounts for such year. Ms. Zhang did not hold any directorship in any listed public company in the last three years. Ms. Zhang does not have any relationship with any Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders. Ms. Zhang has a personal interest of 2,000,000 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information relating to Ms. Zhang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

3. **Mr. Yip Tai Him** ("**Mr. Yip**"), aged 36, joined the Group in October 2002. He is one of the audit committee member of the Company. He is responsible for reviewing the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advices and comments thereon to the Board. Mr. Yip is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yip is currently an independent non-executive director of Wing Lee Holdings Limited and the non-executive director of SJTU Sunway Software Industry Limited, while both companies are listed on the Stock Exchange. There is no service contact entered into between Mr. Yip and the Company. Mr. Yip's appointment is for one year and can be terminated by one month's prior notice in writing served by either party. Mr. Yip's emoluments, which are determined based on the estimated time to be spent by him on the Company's matters, are HK$100,000 per annum. His emoluments are determined by reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions. Mr. Yip does not have any relationship with any Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders. Mr. Yip has a personal interest of 400,000 underlying Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information relating to Mr. Yip that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

China Cyber Port (International) Company Limited
神州奧美網絡(國際)有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8206)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of China Cyber Port (International) Company Limited (the "**Company**") will be held at the Meeting Room, Units 2115-2116, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, on Tuesday, 31 July 2007 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the "**Directors**") and the auditors of the Company for the year ended 31 March 2007;

2. (a) to re-elect Mr. Xiao Haiping as executive Director;

   (b) to re-elect Ms. Zhang Jialin as executive Director;

   (c) to re-elect Mr. Yip Tai Him as independent non-executive Director; and

   (d) to authorize the board of Directors to fix the Directors' remuneration.

3. to re-appoint Baker Tilly Hong Kong Limited, as the auditors of the Company and to authorize the board of Directors to fix their remuneration;

4. as ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

   A. "THAT:–

   (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period (as defined below) 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 and is hereby general and unconditionally approved;

   (b) the approval in paragraph (a) shall authorize 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

* *for identification purpose only*

option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise then pursuant to (i) a Right Issue (as defined below) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes 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 the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

B. "**THAT**:–

(a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby general and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purposes 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 the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

C. "**THAT** conditional upon resolution no. 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above."

By Order of the Board
China Cyber Port (International) Company Limited
He Chenguang
Chairman

Hong Kong, 29 June 2007

Head Office and Principal Place of Business:
Units 2115-2116 21/F China Merchants Tower
Shun Tak Centre 168-200 Connaught Road Central
Hong Kong

Registered Office:
P.O. Box 309GT, Ugland House
South Church Street
Grand Cayman
Cayman Islands

Notes:–

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him to vote on his behalf at the above meeting. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting (as the case may be).

3. The register of members of the Company will be closed from 26 July 2007 to 31 July 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the AGM, all transfer accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 July 2007.

4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.

5. In relation to proposed resolution no. 2 above, Mr. Xiao Haiping, Ms. Zhang Jialin and Mr. Yip Tai Him will retire by rotation and, being eligible, offer themselves for re-election at the AGM pursuant to the articles of association of the Company. Further details of them are set out in Appendix II to this circular.

6. In relation to proposed resolutions nos. 4A and 4C above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.

7. In relation to proposed resolution no. 4B 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 of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.