

# CYBERNET INTERNET SERVICES INTERNATIONAL INC

## FORM DFAN14A

(Additional Proxy Soliciting Materials - Non-Management (definitive))

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549  
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**  
(Amendment No. \_\_\_\_)

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to 240.14a-12

**CYBERNET INTERNET SERVICES**  
**INTERNATIONAL, INC.**

(Name of Registrant as Specified in its Charter)

**MFC BANCORP LTD. AND VENTEGIS CAPITAL AG**  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- 4) Date Filed:

**MFC BANCORP LTD.**

**NEWS RELEASE**

FOR RELEASE DECEMBER 3, 2001 AT 5:30PM EST  
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**SHAREHOLDERS SUCCESSFULLY VACATE PRIOR COURT ORDER OBTAINED BY ANDREAS EDER,  
CYBERNET C.E.O., FOR SHAREHOLDERS' MEETING**

New York, (December 3, 2001) - - - MFC Bancorp Ltd. ("MFC", Nasdaq: MXBIF and Frankfurt Stock Exchange: MFC GR) is pleased to announce that the Court of Chancery of the State of Delaware in the United States has ruled in favour of its application to vacate the prior order obtained by Andreas Eder, C.E.O. of Cybernet Internet Services International Inc. ("Cybernet" or the "Company", Neuer Markt: CYN and OTC BB: ZNET) for a stockholders' meeting to be held on December 4, 2001 without any quorum requirement to elect management's slate of directors. The Court ruled that, while the meeting may proceed, the quorum requirements contained in the Company's Bylaws will be in effect. Cybernet had previously failed to meet the quorum requirement at the initial scheduled date of the meeting of October 9, 2001 and at an adjournment date of November 6, 2001.

Cybernet is a provider of Internet communications and co-location services in Europe which has incurred recurring operating losses and seen its share price fall from a high of euro 41 on January 20, 1999 to under euro 1 currently. The Company has not held an election of directors since May, 1999. MFC and major shareholders, representing in aggregate approximately 26% of the issued shares of Cybernet, believe that new leadership is required for the Company and MFC has provided Cybernet with notice that it intends to nominate new directors for election.

Michael Smith, President of MFC, stated "We are very pleased with the ruling today from the Delaware court. This opens the way for a shareholders' meeting where all of Cybernet's shareholders can participate and choose the Board of Directors they want to lead the Company. We believe that

**- MORE -**

**SHAREHOLDERS SUCCESSFULLY VACATE PRIOR COURT ORDER OBTAINED BY ANDREAS EDER, CYBERNET C.E.O., FOR SHAREHOLDERS' MEETING**

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the prior action of Cybernet's C.E.O., which was consented to by the Board, to have a meeting wherein only their nominees could be elected and without any quorum requirement was a transparent attempt at entrenching their positions. We believe that new leadership is required and are pleased that the court has ruled in favour of shareholder democracy. We look forward to establishing a constituted board of directors for the Company which will work positively towards preserving and enhancing shareholder value."

Stockholders of Cybernet are advised to read the definitive proxy statement filed with the SEC and disseminated to stockholders of Cybernet today in connection with the solicitation of proxies by MFC and Ventegis Capital AG (the "Shareholders Group") because such proxy statement contains important information. Stockholders of Cybernet and other interested parties may obtain, free of charge, copies of the definitive proxy statement filed by the Shareholders Group with the SEC and any other documents filed by the Shareholders Group with the SEC, at the SEC's Internet web site at [www.sec.gov](http://www.sec.gov).

Each of these documents may also be obtained free of charge and further information may be obtained by calling Rene Randall in North America at + (604) 683 8286 or Marlene Bryl in Germany at + (439 30) 20 94 58 00.

**ABOUT MFC BANCORP**

MFC Bancorp Ltd. owns companies that operate in the financial services industry, specializing in merchant banking internationally. To obtain further information on the MFC, please visit our web site at <http://www.mfcbancorp.com>.

Certain statements included herein are "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Management cautions that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause the actual results of operations or financial condition of the MFC to differ include, but are not necessarily limited to, the risks and uncertainties discussed in documents filed by the MFC with the Securities and Exchange Commission.

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**End of Filing**

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