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# **iLink Holdings Limited**

**合縱連網控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting of iLink Holdings Limited (the “Company”) will be held at Harbour Plaza Room, Basement 1, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Friday, 20th April, 2001 at 11:00 a.m to transact the following businesses:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31st December, 2000;
2. To re-elect retiring directors and to authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration;
4. To consider, and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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 powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above 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 powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the 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) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of any option under any share option scheme of the Company or similar arrangement or scrip dividend schemes providing for the allotment of shares in lieu of the whole or part of a dividend on shares 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 as at the date of 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 earlier 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 by any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given to the directors of the Company by 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 of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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, any territory outside Hong Kong)”;

5. To consider, and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be purchased by the Company pursuant to the approval in paragraph (a) above 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 shall be limited accordingly; and
- (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 by any applicable laws to be held; and

(iii) the revocation or variation of the authority given to the directors of the Company by this Resolution by an ordinary resolution of the shareholders of the Company in general meeting”;

6. To consider, and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the resolutions numbered 4 and 5 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares in the capital of the Company pursuant to the said resolution numbered 4 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said resolution numbered 5, provided that such amount 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”;

7. To consider, and, if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT** the provision by the Company and its subsidiaries (“the Group”) of Internet connectivity, server hosting and co-location services, value added services and application service provider services at data centres operated by the Group to Pacific Century CyberWorks Limited (“PCCW”), DotCom Pacific Ventures Limited (“DotCom Pacific”) (both the initial management shareholders of the Company) and their respective associates (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) under service contracts entered into (copies of which marked “A” have been produced to this Meeting and signed by the Chairman hereof for the purpose of identification) or to be entered into between these parties be and are hereby approved, ratified and confirmed **AND THAT** any one director of the Company be and is hereby authorised to do all acts and things which the directors of the Company consider necessary and expedient for the implementation of and giving effect to these transactions provided that the aggregate consideration payable thereunder in the financial year ended 31st December, 2001 will not exceed HK\$86,000,000”;

8. To consider as special business, and, if thought fit, to pass the following resolution as an ordinary resolution:

**“THAT** (i) the service contract (copy of which marked “B” has been produced to this Meeting and signed by the Chairman hereof for the purpose of identification) entered into between iLink.net Limited (“iLink HK”) (an indirect wholly owned subsidiary of the Company) and PCCW-HKT Limited (“HKT”) (an indirect wholly-owned subsidiary of PCCW) dated 22nd May, 2000 relating to the provision by HKT of Internet connectivity bandwidth and (ii) various agreements for the provision of leased lines by HKT to iLink HK be and are hereby approved, ratified and confirmed **AND THAT** any one director of the Company be and is hereby authorised to do all acts and things which the directors of the Company consider necessary and expedient for the implementation of and giving effect to such service contract and such provision of leased lines provided that the aggregate consideration payable thereunder in the financial year ended 31st December, 2001 will not exceed HK\$26,000,000”;

9. To consider as special business, and, if thought fit, to pass the following resolutions as an ordinary resolution:

**“THAT** the agency contract (copy of which marked “C” has been produced to this Meeting and signed by the Chairman hereof for the purpose of identification) entered into between iLink HK and AdMomentum Limited (a 40% directly-owned associated company of DotCom Pacific) dated 1st December, 1999 relating to the appointment of AdMomentum Limited as a non-exclusive agent to act on behalf of iLink HK in all planning and execution for its advertising and promotional activities be and is hereby approved, ratified and confirmed **AND THAT** any one director of the Company be and is hereby authorised to do all acts and things which the directors of the Company consider necessary and expedient for the implementation of giving effect to the agency contract provided that the aggregate consideration payable thereunder in the financial year ended 31st December, 2001 will not exceed HK\$60,000,000”; and

10. To consider as special business, and, if thought fit, to pass the following resolution as an ordinary resolution:

**“THAT** the leasing agreement (copy of which marked “D” has been produced to this Meeting and signed by the Chairman hereof for the purpose of identification) entered into between iLink.net (Beijing) Limited (an indirect wholly owned subsidiary of the Company) and

Beijing Jing Wei House and Land Estate Development Co., Ltd. (an indirectly wholly-owned subsidiary of PCCW) dated 1st January, 2001 relating to the leasing of certain office premises in Beijing to iLink.net (Beijing) Limited be and is hereby approved, ratified and confirmed AND THAT any one director of the Company be and is hereby authorised to do all acts and things which the directors of the Company consider necessary and expedient for the implementation of and giving effect to the leasing agreement provided that the aggregate consideration payable thereunder in the financial year ended 31st December, 2001 will not exceed HK\$11,600,000”.

By order of the Board  
**LAM Yuk Lau**  
*Company Secretary*

Hong Kong, 29th March, 2001

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Company’s branch share registrar in Hong Kong, Central Registration Hong Kong Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or adjourned meeting should you wish.
- (3) The register of members of the Company will be closed from Wednesday, 18th April, 2001 to Friday, 20th April, 2001 (both days inclusive) for the purpose of establishing entitlements of shareholders to vote at the Annual General Meeting. During the period, no transfer of shares can be registered. All transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar, Central Registration Hong Kong Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m on Tuesday, 17th April, 2001.
- (4) A circular containing further details regarding the above resolutions numbered 4 to 6 will be sent to the shareholders together with the 2000 Annual Report.

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for seven days from the date of its posting.*

\* *For identification purpose only*