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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 Annual General Meeting of iLink Holdings Limited (the “Company”) will be held at Hoi Yat Heen, 3rd Floor, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on Friday, 3rd May, 2002 at 10:00 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, 2001;
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;

\* *for identification purpose only*

(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 as special business, and, if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT** the provision by the Company and its subsidiaries 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”), a substantial shareholder of the Company, and its 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 ending 31st December, 2002 will not exceed HK\$86,000,000”;

6. 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 “B” 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 ending 31st December, 2002 will not exceed HK\$11,600,000”; and

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

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited approving the listing of, and permission to deal in, any shares of the Company which may fall to be issued pursuant to the exercise of the options that may be granted under the new share option scheme (the “New Scheme”) (a copy of which has been produced to this meeting marked “C” and initialled by the Chairman of this Meeting for the purpose of identification), (a) the New Scheme be and is hereby approved and adopted; and (b) the existing share option scheme of the Company adopted on 22nd February, 2001 be and is hereby terminated.”

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

Hong Kong, 28th March, 2002

*Notes:*

- (1) *In order to qualify for attending the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's head office and principal place of business at 56th Floor, The Center, 99 Queen's Road Central, Hong Kong for registration not less than 48 hours before the time appointed for held by the meeting or any adjournment thereof.*
- (2) *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.*
- (3) *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 head office and principal place of business at 56th Floor, The Center, 99 Queen's Road Central, 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.*

*This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from the date of its publication.*