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國際融資控股有限公司\*

**International Capital Network Holdings Limited**

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

There is set out below a notice of extraordinary general meeting on requisition of International Capital Network Holdings Limited (the “**company**”). The board of directors of the company expresses no opinion on whether any or all of the resolutions referred to in it can validly be passed.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** pursuant to the requisition of Capital Ace Holdings Limited and Wise Express Assets Limited (together the “**requisitionists**”) dated 10th April, 2002, an extraordinary general meeting of the members of the company will be held at The Ballroom, Ballroom Level, The Ritz-Carlton, Hong Kong, 3 Connaught Road Central, Hong Kong on 2nd December, 2002 at 3:30 p.m. pursuant to article 72 of the articles of association of the company. The purpose of the meeting stated by the requisitionists is to consider and approve the following resolutions:-

1. “That each of the following persons and such other persons who may be nominated pursuant to article 120 of the articles of association of the company be and is elected or appointed as an additional director to the existing board of directors, subject to all necessary consents or approvals, with immediate effect and that the board of directors be authorised to fix their remuneration:-
  - (a) Leung Yuk Kit;
  - (b) Chan Tak Hung;
  - (c) Richard Lum Chor Wah;
  - (d) Li Wing Kei;

(e) Li Chak Hung Samuel;

(f) Ng Yuen Fan; and

(g) Ho Chi Ho Aaron.”

2. “That the aggregate number of the existing directors and the additional directors elected or appointed under resolution no.1 above at the meeting be fixed as the maximum number of directors of the company.”
3. “Any general mandate given to directors of the company to allot issue and deal with shares of the company on behalf of the company including but not limited to that given on 13th November, 2001 be revoked with immediate effect.”

By order of the board  
**International Capital Network Holdings Limited**  
**Hui Chuen Kin, Daniel**  
*Chairman and Managing Director*

Hong Kong, 29th April, 2002

*Principal place of business in Hong Kong*  
Room 4003, Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

*Notes:*

1. *A form of proxy for use at the meeting is being despatched to the members of the company together with a copy of this notice.*
2. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of any officer, attorney or other person authorised to sign the same.*
3. *A member of the company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the company.*

4. *In order to be valid, the form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited with the branch share registrar of the company in Hong Kong, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and returning of the form of proxy will not preclude the members of the company from attending and voting in person should they so wish.*

*This announcement, for which the directors of International Capital Network Holdings Limited 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 International Capital Network Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:*

- the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- there are no other matters the omission of which would make any statement in this announcement misleading; and*
- 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 GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the day of its posting.*

*\* For identification purposes only*