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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)

CLARIFICATION ANNOUNCEMENT

Clarification to announcement of the Company dated 30th May, 2002 in respect of the injunction order prohibiting the Company from issue of Securities. The Requisitionists, the Company and the directors of the Company will return to court for an inter partes hearing on Friday, 7th June, 2002. An announcement will be made of the result of the court hearing. Shareholders and investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made at the request of the Stock Exchange in response to the announcement issued by Capital Ace Holdings Limited and Wise Express Assets Limited (“Requisitionists”) dated 3rd June, 2002 (“Announcement”).

Further to the announcement dated 30th May, 2002, the Company would like to inform the shareholders of the Company that the injunction order states, unless with the approval of the shareholders of International Capital Network Holdings Limited (“Company”) in general meeting to be held: (1) the Company whether acting by itself, its servants or agents or otherwise howsoever, be restrained until further order from issuing any shares, options or others securities convertible into equity securities (“Securities”); (2) each of Messrs Hui Chuen Kin, Daniel, Lui Bing Kin, Michael, Lo Wing Yan, William and Wong Wai Ho, as directors of the Company, whether acting by himself, his servants or agents or otherwise howsoever, be restrained until further order from procuring or effecting the issue of the Securities by the Company. The order will remain in force up to and including Friday, 7th June, 2002 unless before then it is varied or discharged by a further order of the court.

Although the Company is permitted to issue Securities subject to the shareholders’ approval in general meeting or further order of the court, the

Company is unable to issue Securities before the next court meeting due to be held on 7th June, 2002 as it is not practicable to convene a shareholders' meeting before 7th June, 2002 in view of the notice requirement under the Articles of Association of the Company. If the injunction is maintained, the Company is likely to be adversely affected as it will be unable to raise further funds or acquire assets, if opportunities arise, by an issue of Securities, unless it applies to the courts or holds a shareholders meeting and receives specific permission to do so on each occasion. Given the time and uncertainty inherent in this process it is to be assumed that third parties will not be likely to agree to any transactions that entail the issue of Securities by the Company. The Company has no present need to raise further funds and is not in discussion for other issues of Securities but the Company cannot rule out such need if circumstances change or opportunities arise.

The Requisitionists, the Company and the directors of the Company will return to court for an inter partes hearing on Friday, 7th June, 2002. An announcement will be made of the result of the court hearing. Shareholders and investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 5th June, 2002

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the day of its posting.

** For identification purpose only.*

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.*