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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

Reference is made to a results announcement of Rainbow International Holdings Limited (“Rainbow”) dated 10th September, 2002, to the effect that *inter alia* the share option granted to International Capital Network Limited (“ICN”), a wholly owned subsidiary of International Capital Network Holdings Limited (“the Company”), was cancelled on the ground that the consideration of HK\$1.00 was not physically received by Rainbow and that no confirmation was received from ICN.

The directors of the Company wish to refute this allegation and reserve ICN’s right to claim against Rainbow for any loss and damages suffered.

Reference is made to the results announcement of Rainbow International Holdings Limited (“Rainbow”) dated 10th September, 2002 to the effect that *inter alia* the share option granted to International Capital Network Limited (“ICN”), a wholly owned subsidiary of International Capital Network Holdings Limited (“the Company”), was cancelled on the ground that the consideration of HK\$1.00 was not physically received by Rainbow and that no confirmation was received from ICN.

The Company received the offer letter dated 24th September, 2001 in respect of the Pre-IPO Share Option Scheme from Rainbow’s company lawyers and upon their request returned to them on 26th September, 2001 a signed acceptance letter together with a cheque in the sum of HK\$1.00 being consideration for the share options granted to ICN.

The prospectus of Rainbow dated 28th September, 2001 (P.249) also states that share option had been granted to and accepted by ICN and HK\$1.00 had been paid as consideration. Further, this fact was reconfirmed in the annual report of Rainbow.

ICN was shocked when it received a letter from Rainbow dated 5th August, 2002, almost one year after the granting and acceptance of the share options, alleging that the HK\$1.00 consideration has not been received by Rainbow. ICN sent a reply letter to Rainbow dated 13th August, 2002 after making enquiries with Rainbow's company lawyers who confirmed that they had received ICN's acceptance and the cheque payment of HK\$1.00 on behalf of Rainbow on 26th September, 2001. No response was received from Rainbow.

ICN was further shocked when the above results announcement dated 10th September, 2002 was made by Rainbow and the directors of the Company, after seeking legal advice, decided to refute the above allegation by making this clarification announcement. ICN has also sent a letter to Rainbow dated 13th September, 2002 asking Rainbow to clarify the position and to correct any misstatement in Rainbow's results announcement dated 10th September, 2002.

ICN reserves its right to claim against Rainbow for any loss and damages suffered.

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

Hong Kong, 13th September, 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.*