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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)

RESULTS OF EXTRAORDINARY GENERAL MEETING

At the EGM held on 2nd December, 2002 none of the resolutions were passed. Certain votes were recorded but disregarded in calculating votes for and against the resolutions. **If all disregarded votes were taken into account the resolutions would all have been passed.** The announcement made by Capital Ace Holdings Limited and Wise Express Assets Limited suggesting that the EGM proceeded after it had been terminated by the Chairman should be disregarded. All business of the meeting was completed before the meeting was closed by the Chairman. Any “proceedings” after the meeting had been terminated were a nullity and were not proceedings of ICN. ICN’s directors and principal place of business remain unchanged.

RESULTS

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CHAIRMAN’S STATEMENT

At the commencement of the EGM the Chairman told the meeting that ICN’s wholly owned subsidiary, International Capital Network Limited is a “registered person” under the Securities and Futures Commission Ordinance. Under S.26A of that Ordinance, amongst other things a person shall not become a substantial shareholder of a registered person that is a corporation unless: he has applied to the SFC for its approval to his being a substantial shareholder in the registered person; and the SFC has approved in writing his being a substantial shareholder in the registered person. Before he made that statement a Mr. Jerry Yip, representing a shareholder, claimed that he had been informed that the SFC had confirmed that the Associates (referred to below)

had not breached S.26A and indicated that he wanted a debate on the subject. The chairman noted that the question of any breach was before the courts and said that in view of that he was not prepared to allow questions on the point.

“Substantial shareholder” in the context of International Capital Network Limited includes a person who, either alone or with an associate holds shares in ICN which holdings allow him either alone or with an associate and either directly or indirectly to exercise or control the exercise of 35% or more of the voting power of ICN where ICN is itself entitled, to control the exercise of more than 10% of the voting power of International Capital Network Limited (which it does).

ICN has identified that certain of its registered shareholders (the “Associates”) are or may be “associates” for the purposes of the Securities and Futures SFC Ordinance and together a substantial shareholder of International Capital Network Limited, because together they own more than 35% of ICN and International Capital Network Limited is a wholly-owned subsidiary of ICN. ICN understands the Associates have not received approval to be such a substantial shareholder under, and thus may be in breach of, S.26A of the Ordinance.

The issue of whether or not the Associates are in breach of S.26A was reported several months ago to the SFC and is before the courts in litigation involving the Company and the Associates. ICN is seeking a finding that the Associates have breached section 26A. The company has obtained an order for the speedy trial of this matter and it has made every effort to expedite the proceedings. The parties have agreed to the directions regarding the future conduct of these proceedings and it is hoped the matter will be fixed for trial with fifteen days reserved at the earliest available date after 22nd February, 2002.

The SFC has indicated that based on information so far received by the SFC, it has not yet made any findings that suggest non-compliance with S.26A of the Ordinance in regard to ICN. However, whether there is an ICN shareholder that together with an associate (as defined in section 2 of the Ordinance) holds 35% or more of the voting power of the Company without the SFC’s approval under S.26A of the Ordinance is ultimately a question of fact to be decided by a court and not by the SFC.

Under S.26A(12), amongst other things, if a person becomes a substantial shareholder of a registered person that is a corporation without the SFC’s approval, until the SFC approves the transfer of shares concerned is of no effect at law or in equity; and voting rights are not exercisable for the shares.

PROCEDURE ON RECOGNITION OF VOTES

The Chairman told the meeting that the directors believed it would be wrong of ICN to count votes purportedly cast in respect of shares held in breach of the Ordinance. If the Associates chose to cast their votes for ICN to count the votes (or to refuse to allow them to be voted) may be to preempt a court decision. If the directors recognised votes cast on all or any of the shares in question, resolutions that would otherwise have failed (or been passed) may be passed (or fail). Shareholders may be aggrieved as a result. On the other hand, if S.26A operates in such a way that votes can lawfully be cast on some or all of the shares held by Associates, if ICN refused to recognise those votes the Associates would have a legitimate complaint and, again, the true voting intention of the meeting may not be ascertained.

The Chairman said that the Company had privately advised the Associates that their votes would not be counted and, unless the Associates did not vote, regardless of how votes were cast by Associates, they would not be taken into account in determining whether the relevant resolution had or has not been passed but a record would be kept of them and made available to the Associates; on declaration of the results of each poll the Chairman would announce votes for, votes against, and (separately) votes for and against that were not taken into account.

RESULTS OF POLL

None of the votes cast by Associates were taken into account, for reasons mentioned above. If they had been taken into account all the resolutions would have been passed. The following table summarises the voting, details of which are set out in full below the table.

The results of the votes were:

MOTIONS 1(a) - (g)

Results of poll (taking no account of votes of Associates):

Total No. of Shares Voted	No. of Shares Voted FOR the Resolution	No. of Shares Voted AGAINST the Resolution
174,436,800	47,912,000	126,524,800
100%	27.47%	72.53%

If Associates votes were taken into account the results would have been:

Total No. of Shares Voted	No. of Shares Voted FOR the Resolution	No. of Shares Voted AGAINST the Resolution
288,180,000	161,655,200	126,524,800
100%	56.10%	43.90%

Votes cast by Associates but not taken into account:

FOR	AGAINST	TOTAL
113,743,200	0	113,743,200

MOTIONS 2 AND 3

Results of poll (taking no account of votes of Associates):

Total No. of Shares Voted	No. of Shares Voted FOR the Resolution	No. of Shares Voted AGAINST the Resolution
174,436,800	47,916,000	126,520,800
100%	27.47%	72.53%

If Associates votes were taken into account the results would have been:

Total No. of Shares Voted	No. of Shares Voted FOR the Resolution	No. of Shares Voted AGAINST the Resolution
288,180,000	161,659,200	126,520,800
100%	56.10%	43.90%

Votes cast by Associates but not taken into account:

FOR	AGAINST	TOTAL
113,743,200	0	113,743,200

DETAILED RESULTS

There were 174,436,800 votes taken into account on motion 1(a) (to appoint Leung Yuk Kit a director). Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 1(b) (to appoint Chan Tak Hung a director). Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 1(c) (to appoint Richard Lum Chor Wah a director). Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 1(d) (to appoint Li Wing Kei a director). Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 1(e) (to appoint Li Chak Hung, Samuel a director). Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 1(e) (to appoint Li Chak Hung, Samuel a director). Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST” the motion 1(f) (to appoint Ng Yuen Fan a director). Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost . In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 1(g) (to appoint Ho Chi Ho, Aaron a director) .Of these votes, 47,912,000 were cast “FOR” and 126,524,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost . In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 2 (to fix number of directors). Of these votes, 47,912,000 were cast “FOR” and 126,520,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

There were 174,436,800 votes taken into account on motion 3 (to revoke general mandate). Of these votes, 47,912,000 were cast “FOR” and 126,520,800 votes cast “AGAINST”. Since the resolution was approved by less than one-half of the votes cast by the shareholders present in person or by proxy at the meeting, the Chairman declared the motion lost. In relation to this motion there were 113,743,200 votes cast in favour by Associates and no votes cast against by Associates.

If all votes cast by the Associates had been taken into account all the above resolutions would have been passed.

Copies of the scrutineers’ certificates were made available at the meeting to shareholders who requested them. It is open to the Associates to apply to the courts for a ruling on whether or not their votes were improperly excluded and for a declaration that the resolutions were passed, or such other ruling as they may consider appropriate. ICN plans no further action on the matter. Amongst possible rulings, a court may rule that the resolutions were validly passed.

DISSOLUTION

After he declared the results of each poll the Chairman declared the meeting closed. Nobody present raised any objection or made any comment on the termination of the meeting before or after the meeting was terminated, and the directors left the room, the meeting having ended.

ICN has seen an announcement apparently made by Capital Ace Holdings Limited and Wise Express Assets Limited in which they claimed inter alia that the EGM proceeded after it had been terminated. All business of the EGM had been completed before it was closed and any proceedings in the same room afterwards were a nullity and were not proceedings of ICN. Accordingly, the only directors of ICN are:

HUI, CHUEN KIN, DANIEL,
LUI, BING KIN, MICHAEL,
WONG WAI HO*,
TSUI HUNG NUI*,

*Non-executive.

Its principal place of business remains at Room 4003, 2 Exchange Square, Hong Kong.

TRADING

Trading in the shares of the Company was suspended at the request of the Company with effect from approximately 3:00 p.m. on 13th November, 2002. Trading will remain suspended until further notice.

The Company did not publish this announcement early because certain directors were not readily contactable.

INTERPRETATION

In this announcement:

“Company” and “ICN” mean International Capital Network Holdings Limited;

“SFC” means The Securities and Futures Commission;

“EGM” means the extraordinary general meeting of the Company convened and held on 2nd December, 2002;

“Ordinance” means the Securities and Futures Commission Ordinance; and

“Stock Exchange” means The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 5th December, 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 only.*

This announcement, for which the directors (including the Independent non-executive 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.*