

HONG KONG INTERNET REGISTRATION CORPORATION LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

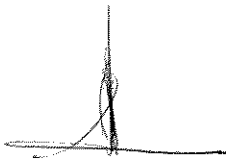
NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of members of Hong Kong Internet Registration Corporation Limited (the "**Company**") will be held at Unit 2002-2005, 20/F, ING Tower, 308 Des Voeux Road Central, Sheung Wan, Hong Kong on 23 August 2008 at 9:00a.m for the purpose of considering and, if thought fit, passing the resolutions of the Company set out in the Appendix attached hereto.

Please note that any member entitled to attend and vote at the meeting must do so in person and voting by proxy is not permitted pursuant to Article 32 of the Articles of Association of the Company.

Each organisational member should ensure that its representative attending this meeting should be the one notified to the Company. If an organisational member has to appoint a new representative (in place of the current representative notified to the Company) to attend the meeting, the member should contact Marvin Chow at 2319 3803 or Bonnie Chun at 2319 3808 for completing the appropriate formalities.

Dated the 31st day of July 2008

BY ORDER OF THE BOARD



Jonathan SHEA Tat On
Chief Executive Officer

HONG KONG INTERNET REGISTRATION CORPORATION LIMITED

APPENDIX

A. SPECIAL RESOLUTION TO AMEND THE MEMORANDUM OF ASSOCIATION

1. "THAT the following be passed as a special resolution of the Company:-

With effect from a day to be appointed by the Directors, the Memorandum of Association of the Company be amended by replacing the existing Clause 8 with the following new Clause 8:-

"8. RIGHTS OF THE GOVERNMENT

Notwithstanding any provision herein or in the Company's Articles of Association (the "Articles"), any resolution of the Company

- (a) to amend any right of the Government (as defined in the Articles) under these Articles;
- (b) affecting the nomination, appointment or removal of an Appointed Director (as defined in the Articles) or the termination, alternation, modification, variation or suspension of his/her appointment as a Director; or
- (c) to vary Clause 8 of the Memorandum of Association and Article 32 of the Articles

shall be the exclusive right of the Government. Other Members shall have no right to consider or vote on any of the resolutions aforesaid. Any such resolution aforesaid in writing (which shall include a facsimile transmission) signed by the Government shall be as effective as a resolution of the Company passed at a general meeting of the Company duly convened and held.

Any proposal to vary the Company's Memorandum and Articles of Association (such as on the composition of the Board of Directors and the Classes of Membership) shall be notified to and agreed by the Government before such proposal is put forward for resolution by Members at a general meeting."

B. SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION

2. "THAT the following be passed as a special resolution of the Company:-

The Articles of Association of the Company be amended (in each case with effect from a day to be appointed by the Directors) as follows:-

- 2.1 by replacing the existing definitions for the terms "Board" and "Directors", "Chairman", "Member" with the following in Article 1:-

"Board" and "Directors" means the Appointed Directors and Non-Appointed Directors for the time being of the Company.

"Chairman" means the chairman of the Board elected or appointed, as the case may be, in accordance with Article 48.

"Member" means a person admitted to membership of the Company by the Board and whose name appears on the Register of Members for the time being or the Government.

2.2 by inserting the following new definitions in Article 1 in alphabetical order:-

"Appointed Director" means a natural person who is appointed by the Government to act as a Director in accordance with Article 40A.

"holding company" has the meaning ascribed to it in section 2 of the Ordinance.

"Non-Appointed Director" means a natural person who is elected at a general meeting to act as a Director in accordance with Article 40.

"person" means such persons as defined in the Interpretation and General Clauses Ordinance (Cap 1), associations, organisations or bodies residing in or registered under Hong Kong law;

"Registrar" means a person who acts as an interface between domain name holders and a Registry, providing registration services.

"Registry" means the database administered by a Registry Operator, consisting of the zone file for a domain, containing the name and corresponding Domain Name System Resource Records, for each sub-domain of the domain. (Refer to IANA RFC 1034 for technical definitions.)

"Registry Operator" means the Company or a person who has been accredited or licensed by the Company to maintain a Registry and/or to provide registry services in relation to the Registry.

"representative of the Government" means any person duly authorised by the Government Chief Information Officer to act for the purpose of the Memorandum and Articles of Association of the Company.

"Service Partner" means a person who has a valid agreement with the Company or its wholly-owned subsidiaries under the service partner program published from time to time on the web site of the Company or its wholly-owned subsidiaries to register domain names under the Hong Kong country code top level domain ".hk ccTLD" on behalf of his customers.

"subsidiaries" has the meaning ascribed to it in section 2 of the Ordinance.

"year" for the purpose of Article 38 and Article 40(h) means each period from the date of an annual general meeting of the Company to the date of the next annual general meeting.

2.3 by replacing the existing Article 6 with the following new Article 6A and 6B:-

"6A. The membership of the Company may be divided into such classes as the Directors may from time to time determine. Unless otherwise determined by the Directors, the classes of membership and their respective admission criteria shall be as follows:-

(a) **Supply Class**

- (i) any person which is a Registry Operator (apart from the Company itself) for any level of Internet domain names under the Hong Kong country code top level domain ".hk cc TLD";
- (ii) any person which is a Registrar (accredited by the Company) for any level of Internet domain names under the Hong Kong country code top level domain ".hk cc TLD";
- (iii) any person which is a Service Partner in respect of domain name registration for any level of Internet domain names under the Hong Kong country code top level domain ".hk cc TLD".

(b) **Demand Class**

Any person which does not qualify for membership in the Supply Class.

6B. The Directors may from time to time formulate such rules consistent with these Articles for or relating to:

- (a) the admission of any person as a Member; and
- (b) the classification or re-classification of any Member or prospective Member as belonging to any class of membership, and

the Board shall appoint a committee to handle objections or disputes in relation to (a) and (b) above and make recommendations to the Board for consideration. The determination of the Board (acting reasonably) in accordance with such rules shall be final, conclusive and binding.";

2.4 by replacing the existing Article 11A with the following new Article 11A:-

"11A. Any Member classified under any class where it is a body corporate, shall notify the Company in the event that the corporate member has commenced a winding up proceeding (whether compulsory or voluntary, except for the purpose of reconstruction or amalgamation). The corporate member shall cease to be a Member from the date of the winding up order or the date the voluntary winding up is deemed to commence. A Member other than a body corporate, shall notify the Company and shall cease to be a Member from the date of being adjudicated bankrupt or from the date of dissolution of the unincorporated body.";

2.5 by substituting the references to "the Government Class" in Articles 20, 22 and 25 with "the Government";

2.6 by replacing the existing Article 32 with the following new Article 32:-

"32. Subject to the provision of this Article, each Member shall be entitled to one vote at a general meeting of the Company. Subject to the provisions of this Article, the votes of Members, irrespective of the class of membership to which they belong, shall carry the same rights save for the right to nominate and elect the Directors and any rights of the Government. Members may vote at a general meeting in person, by post or via the Internet in such manner as the Directors shall prescribe from time to time and subject always to the laws of Hong Kong. Voting by proxy will not be permitted.

Notwithstanding any provision herein, any resolution of the Company

- (a) to amend any right of the Government under these Articles;
- (b) affecting the nomination, appointment or removal of any Appointed Director or the termination, alternation, modification, variation or suspension of his appointment as a Director; or
- (c) to vary this Article

shall be the exclusive right of the Government. Other Members shall have no right to consider or vote on such resolutions. Any such resolution aforesaid in writing (which shall include a facsimile transmission) signed by the Government shall be as effective as a resolution of the Company passed at a general meeting of the Company duly convened and held.”;

2.7 by replacing the existing Article 35 with the following new Article 35:-

"35. The Board of Directors shall consist of not less than 4 and not more than 8 persons. Notwithstanding any provision herein, 4 of the Directors shall be Appointed Directors. The Directors, other than the Appointed Directors, shall be elected by the Members at a general meeting of the Company in accordance with the provisions of Article 40.”;

2.8 by replacing the existing Article 37 with the following new Article 37:-

"37. Unless otherwise provided in these Articles or resolved by the Company in general meeting, the office of any Non-Appointed Director shall continue until the third annual general meeting after his last election, provided that at the annual general meeting in every year subsequent to the first annual general meeting, one-third of the Non-Appointed Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office. The Non-Appointed Directors to retire in every year shall be those who have been longest in office since their last election, but as between the persons who became Non-Appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.”;

2.9 by replacing the existing Article 38 with the following new Article 38:-

"38. A retiring Non-Appointed Director shall be eligible for re-election except that no Non-Appointed Director shall serve more than two consecutive terms or a total of nine years (in his office as a Non-Appointed Director), as the case may be

2.10 by replacing the existing Article 39 with the following new Article 39:-

"39. Each class of Members shall be entitled to nominate persons for election as Non-Appointed Directors of the Company as follows: -

<u>Class</u>	<u>Nomination of Number of Non-Appointed Directors</u>
Supply Class	2
Demand Class	2

2.11 by insertion of a new Article 47A after the existing Article 47:

"47A. The Company shall establish a consultative and advisory panel in relation to the management and affairs of the Company and its subsidiaries and to advise the Board on major ccTLD issues and facilitates the interaction of the Board with the stakeholders in general and with specific interest groups. The composition of such panel, its terms of reference and the timing of its establishment, shall be determined by the Government. The Board shall take into account (but shall not be obliged to follow) the recommendations of such panel. However, the Board shall, if required by any Member or such panel, account for its decision in the event that it decides not to follow the recommendations of such panel.";

2.12 by replacing the existing Article 48 with the following new Article 48:-

"48. The Board may elect a Director as the Chairman, who shall have such duties as the Board shall decide and shall cease to hold the office of Chairman when he ceases to be a Director of the Company or the Board terminates his appointment of a Chairman. In the event that no Chairman is elected, the Government shall be entitled to appoint a Director to be the Chairman.";

2.13 by replacing the existing Article 53 with the following new Article 53:-

"53. The quorum for a meeting of the Directors shall be not less than half of the Directors (which must include at least one Appointed Director) for the time being provided that if, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, two Directors (which must include at least one Appointed Director) shall be a quorum.";

2.14 by substituting the words "the Government Director" in Articles 40 and 63 with "any Appointed Director(s)"; and

2.15 by substituting the last sentence of existing Article 40 with the following new Article 40A:

"40A. The Government shall be entitled to appoint any Appointed Directors to the Board at any time and give a notice to the Company after such appointment.";

2.16 by substituting the section heading of "ELECTION OF THE BOARD OF DIRECTORS" by "ELECTION AND APPOINTMENT OF THE BOARD OF DIRECTORS" for the Articles 40 and 40A

2.17 by insertion of a new Article 63A after the existing Article 63:

"63A. The Government shall be entitled to remove any Appointed Directors from the Board and appoint another person to fill the vacancy of the Appointed Director in the Board of the Directors at any time and give a notice of removal and appointment to the Company after such removal and appointment.";

2.18 by replacing the existing Article 64 with the following new Article 64:

"64. Any casual vacancy of Non-Appointed Director in the Board of Directors or a vacancy resulting from the removal of a Non-Appointed Director under Article 63 may be filled by a Non-Appointed Director nominated by the class of Members which originally appointed the director removed by the Company in accordance with the procedures set out in Article 40. Any person so appointed shall serve only for the unexpired term of the Non-Appointed Director whom he has replaced but shall be eligible for re-election in accordance with Article 38. The unexpired term served by such replacement Non-Appointed Director shall, for the purposes of Article 38, be counted as one full term.";

2.19 by substituting the existing Article 65(e) with the following new Article 65(e): -

"(e) in the case of an Appointed Director, is removed by the Government;"

3. **"THAT** the following be passed as a special resolution of the Company:-

The Articles of Association of the Company be amended (with effect from a day to be appointed by the Directors) as follows:-

by replacing the existing Article 8(a) with the following new Article 8(a)

"(a) maintain a valid registration of one or more Internet domain names under the .hk ccTLD or its other equivalents; and".

C. **ORDINARY RESOLUTION FOR INCIDENTAL MATTERS**

4. **"THAT** the following be passed as an ordinary resolution of the Company:

Any Director be and is hereby authorized to do all acts and things (including but not limited to the signing, execution (under the Seal if required) and/or despatch of all relevant documents, instruments and notices) which he/she may deem necessary, expedient or incidental (at his/her sole discretion), in relation to the matters referred to in the foregoing resolutions."

Notes:

- a. Special Resolution No. 1 above proposes to amend Clause 8 of the Memorandum to replace references to “Government Class” by “Government” because there is no Government Class in the new membership class structure.
- b. Special Resolution No. 2.1 above proposes to amend the definition of “Board” and “Directors”, “Chairman”, and “Member” in the Articles of Association to reflect that the Board consists of persons elected by members as well as persons appointed by the Government, and that the Government is always a member of the Company.
- c. Special Resolution No. 2.2 above proposes to add the definitions of new terms to be used in the Articles of Association.
- d. Special Resolution No. 2.3 above proposes to amend Article 6 pertaining to the new membership structure and the eligibility requirements for the Supply Class and Demand Class.
- e. Special Resolution No. 2.4 above proposes to amend Article 11A to remove reference to the “Government Class” which is no longer in the new membership class structure.
- f. Special Resolution No. 2.5 above proposes to amend Articles 20, 22, 25 to replace references to “Government Class” by “Government” because there is no Government Class in the new membership class structure.
- g. Special Resolution No. 2.6 above proposes to amend Article 32 to replace references to “Government Class” by “Government” because there is no Government Class in the new membership class structure.
- h. Special Resolution No. 2.7 above proposes to amend Article 35 to reflect the new Board structure consisting of 4 appointed Directors and 4 elected Directors.
- i. Special Resolution No. 2.8 above proposes to amend Article 37 to clarify the normal duration of a term and that rotation applies to Non-Appointed Directors only.
- j. Special Resolution No. 2.9 above proposes to amend Article 38 to clarify that the restrictions of a Directors not serving for more than two consecutive terms and the maximum number of years do not count the tenure of a Non-Appointed Director when he/she was an Appointed Director before.
- k. Special Resolution No. 2.10 above proposes to amend Article 39 to reflect the new Board structure consisting of 4 appointed Directors and 4 elected Directors – 2 by the Supply Class and 2 elected by the Demand Class.
- l. Special Resolution No. 2.11 above proposes to insert Article 47A pertaining to the establishment of the consultative and advisory panel (CAP).
- m. Special Resolution No. 2.12 above proposes to amend Article 48 to reflect that in the event that no Chairman is elected, the Government shall be entitled to appoint a Director to be the Chairman.

- n. Special Resolution No. 2.13 above proposes to amend Article 53 to replace references to “Government Director” by “Appointed Director”
- o. Special Resolution No. 2.14 above proposes to amend Article 40 and 63 to replace references to “Government Director” by “Appointed Director”
- p. Special Resolution No. 2.15 above proposes to amend Article 40 to clarify that the timing of appointment of Appointed Directors is at the discretion of the Government.
- q. Special Resolution No. 2.16 above proposes to amend the section heading for Article 40 and 40A to clarify that these Articles specify not only how the Non-Appointed Directors are elected but also how Appointed Directors are appointed.
- r. Special Resolution No. 2.17 above proposes to insert a new Article 63A to clarify that the Government can remove Appointed Directors at a time determined by the Government.
- s. Special Resolution No. 2.18 above proposes to amend Article 64 to clarify that this Article applies to Non-Appointed Directors only.
- t. Special Resolution No. 2.19 above proposes to amend Article 65(e) to reflect that the Appointed Directors are not necessarily employed by the Government and can be removed by the Government at any time.
- u. Special Resolution No. 3 above proposes to amend Article 8(a) to ensure that registrants of domain names ending with a top-level domain equivalent to the .hk ccTLD domain will also be eligible to become HKIRC members.