

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Chinainfo Holdings Limited
神州資訊控股有限公司 (for identification purpose only)

Stock code (ordinary shares): 8206

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 10 November 2006.

A. General

Place of incorporation	: Cayman Islands
Date of initial listing on GEM	: 15 November 2002
Name of Sponsor	: N/A
Names of directors (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)	: <i>Executive Directors</i> : Mr. He Chenguang (<i>Chairman</i>) Mr. Xiao Haiping Mr. Zhang Peng (<i>Managing Director</i>) Ms. Zhang Jialin <i>Independent non-executive Directors</i> : Mr. Yip Tai Him Mr. Chiu Kwok Ching Dr. Lam Lee G.

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	:	Name	Number of Shares	% shareholding
		China Communication Co. Ltd. <i>(Note 1)</i>	85,542,000	13.47
		China Communication Investment Ltd.	85,542,000	13.47
		Mr. He Jianren <i>(Note 2)</i>	80,661,144	12.70
		Supreme System Investments Limited	79,001,144	12.44
		Ms. Mi Hui Ying <i>(Note 3)</i>	74,979,195	11.81
		Superhero Limited	74,979,195	11.81
		Ms. Chan Wong Kam Fung, Cecilia	68,905,798	10.85

Note:

- (1) China Communication Co. Ltd. is deemed to be a Substantial Shareholder as China Communication Investment Ltd. is a wholly-owned subsidiary of China Communication Co. Ltd..
- (2) Supreme System Investments Limited is a company wholly and beneficially owned by Mr. He Jianren. By virtue of the SFO, Mr. He Jianren is deemed to have interest of 79,001,144 shares held by Supreme System Investments Limited in addition to 1,660,000 shares held by himself.
- (3) Ms. Mi Hui Ying is deemed to be a Substantial Shareholder by virtue of her 100% beneficial interest in Superhero Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 March

Registered address : P.O. Box 309GT
Ugland House
South Church Street
Grand Cayman
Cayman Islands

Head office and principal place of business : Units 2115-2116, 21/F,
China Merchants Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

Web-site address (if applicable) : www.hk6.com

Share registrars : Cayman Islands principal share registrar and transfer office:
Bank of Butterfield International (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 705
George Town
Grand Cayman, Cayman Islands

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : Baker Tilly Hong Kong Limited
Certified Public Accountants
12th Floor, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road, Central
Hong Kong

B. Business activities

The Group is principally engaged in the provision of (i) real-time financial news and up-to-date financial market commentaries and recommendations through multimedia; (ii) financial programme and video production services; and (iii) investor education on financial market in Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue : 635,086,761

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 1,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Convertible bond	:	N/A
Number of share options granted and outstanding	:	17,500,000

Responsibility statement

The directors of the Company (the “**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “**Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

He Chenguang

Xiao Haiping

Zhang Peng

Zhang Jialin

Yip Tai Him

Chiu Kwok Ching

Lam Lee G.