CHINAINFO HOLDINGS LIMITED
神 州 資 訊 控 股 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") of Chinainfo Holdings Limited (the "Company") to be held at the Meeting Room, Units 2115-2116, 21/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 18 December 2006 at 10:30 a.m. or any adjournment thereof

I/We *(note a)* ....

of ....

being the registered holder(s) of *(note b)* .... ordinary share(s) of HK$0.01 each in the issued share capital of the Company hereby appoint the Chairman of the Meeting or .... of .... to act as my/our proxy *(note c)* to attend and vote on my/our behalf at the Meeting to be held at the Meeting Room, Units 2115-2116, 21/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 18 December 2006 at 10:30 a.m. or any adjournment thereof and, if no such indication is given, as my/our proxy thinks fit.

Please tick (✓) in the appropriate box to indicate how you wish your proxy to vote at the Meeting *(notes d and e)*.

Ordinary Resolution	For	Against
1. To approve the SA Agreement and the transactions contemplated thereunder		
2. To re-elect Dr. Lam Lee G as independent non-executive Director		

Dated this.......... day of .... 2006 Signature: .... *(notes f to i)*

Notes:

a. Please insert full name(s) and address(es) in BLOCK CAPITALS.

b. Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the issued share capital of the Company registered in your name(s).

c. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the full name and address of the proxy you wish to appoint in the space provided.

d. If you wish to vote for any resolution, please tick ("✓") in the box marked "For". If you wish to vote against any resolution, please tick ("✓") in the box marked "Against". If this form of proxy is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of the proposed resolution properly put to the Meeting.

e. In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

h. **Any alteration made to this form of proxy should be initialled by the person who signs the form.**

i. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

* *For identification purpose only*