

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chinainfo Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINAINFO HOLDINGS LIMITED

神州資訊控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

PROPOSED CHANGE OF COMPANY NAME

AND

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A letter from the board of directors of the Company is set out on pages 2 to 6 of this circular.

A notice convening an extraordinary general meeting (the “EGM”) of 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 Wednesday, 3 January 2007 at 11:30 a.m. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its posting and on the website of the Company at www.hk6.com.

* For identification purpose only

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ON THE STOCK EXCHANGE OF HONG KONG LIMITED

The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Chinainfo Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on 3 January 2007 to consider and, if thought fit, approve the change of name of the Company and the proposed amendments to the Articles of Association
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong



CHINAINFO HOLDINGS LIMITED

神州資訊控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

Executive Directors:

Mr. He Chenguang (*Chairman*)

Mr. Xiao Haiping

Mr. Zhang Peng (*Managing Director*)

Ms. Zhang Jialin

Registered office:

P.O. Box 309

Ugland House

South Church Street

Grand Cayman

Cayman Islands

Independent non-executive Directors:

Mr. Yip Tai Him

Dr. Lam Lee G

*Head office and principal place of
business in Hong Kong:*

Units 2115–2116, 21/F.

China Merchants Tower

Shun Tak Centre

168–200 Connaught Road Central
Hong Kong

11 December 2006

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

INTRODUCTION

On 6 December 2006, the Board announced that it intended to put forward a proposal to the Shareholders to approve the proposed change of name of the Company. The Board also intends to put to the Shareholders to approve (i) the consequential amendments to the memorandum and articles of association of the Company following the change of name of the Company; and (ii) the amendments to the Articles of Association.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide Shareholders with details of (i) the proposed change of name of the Company and the consequential amendments to the memorandum and articles of association of the Company; and (ii) the proposed amendments to the Articles of Association, in respect of which the resolutions will be proposed at the EGM and to give you the notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

On 6 December 2006, the Board announced its proposal to change the name of the Company from “Chinainfo Holdings Limited” to “China Cyber Port (International) Company Limited”. Upon the change of name becoming effective in the Cayman Islands, the Company will adopt the new Chinese name “神州奧美網絡（國際）有限公司” in place of its current Chinese name “神州資訊控股有限公司” for identification purpose only.

Condition

The proposed change of name is subject to the passing of a special resolution by the Shareholders approving the change of name of the Company (which has been approved by the Registrar of Companies in the Cayman Islands) at the EGM.

Reasons for the change of name

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) investor education on financial markets in Hong Kong; and (iii) licensing of computer games in the PRC.

The Board considers that the PRC multimedia and internet market is a fast growing sector with significant business potential. To capture the benefit of such potential, the Group has been seeking opportunities to form alliances or to cooperate with partners that have well developed multimedia networks in the PRC.

On 1 February 2006, the Group entered into an acquisition agreement with China Communication Investment Ltd. (“CCI”) and acquired certain licensed rights of computer games software, and a license agreement with China Cyber Port Co., Ltd. (“CCP”) and CCI as guarantor licensing such rights to CCP. Both CCI and CCP are wholly owned by China Communications Co., Limited (“CCC” together with its subsidiaries, the “CCC Group”), a company established under the laws of the PRC and a nationwide telecom operator and internet network operator in the PRC. Upon completion of the said acquisition agreement, 85,542,000 shares of the Company were allotted and issued to CCI to satisfy part of the consideration (representing approximately 13.34% of the issued shares of the Company as at the date of this circular), and CCI became a substantial shareholder (as defined under the GEM Listing Rules) and a connected person (as defined under the GEM Listing Rules) of the Company. CCC and CCP, being associates (as defined under the GEM Listing Rules) of CCI, are also connected persons (as defined under the GEM Listing Rules) of the Company.

LETTER FROM THE BOARD

Since then, the Group has been seeking further business opportunities with CCC Group. On 20 October 2006, the Group entered into a conditional agreement to acquire the right to receive certain net sales revenue derived from operating the computer game “Sudden Attack” in the PRC by CCP. Details of which are set out in the announcement dated 26 October 2006 and circular dated 30 November 2006 of the Company.

In view of the potential of the PRC multimedia and internet market and the successful partnership with CCC Group, the Board considers that the proposed new name will better reflect the current business expansion plan of the Company and the partnership with CCC Group, as well as refresh the corporate identity and image of the Company.

The Board is therefore of the view that the proposed change of name of the Company is in the interests of the Company and the Shareholders as a whole.

Effects of change of company name

The proposed change of name of the Company will not affect any of the rights of the Shareholder or the Company’s daily business operation and its financial position.

The change of name will be effective on the date on which the special resolution is passed. Thereafter, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company or HK6 Holdings Limited will, after the change of name has become effective, continue to be effective as documents of title to and be valid for trading, settlement and registration purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

In addition, to reflect the change of name, a special resolution will be proposed at the EGM for the Shareholders to consider, and if thought fit, approve, subject to the passing of the above special resolution in respect of the change of name of the Company and the coming into effect thereof, consequential amendments to the Company’s memorandum and articles of association. Relevant filing will also be made to the Companies Registry in Hong Kong for the change of name.

The proposed changes to the Company’s memorandum and articles of association shall become effective once the relevant special resolution is passed.

Further announcement will be made by the Company to inform the Shareholders of the results of the EGM, the effective dates of the change of name of the Company and the new stock short name of the Shares.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

At the EGM, the Directors also intend to put forward to the Shareholders for approval of a special resolution to amend Article 81 of the Articles of Association in the manner such that, at any general meeting, any proxy appointed and present at the meeting is entitled to cast his/her vote by way of show of hands.

The proposed amendment to Articles of Association is stated in the proposed special resolution no. 3 in the notice convening the EGM as set out on pages 7 to 8 of this circular.

EGM

Set out in this circular is a notice convening the EGM which will 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 Wednesday, 3 January 2007 at 11:30 a.m. where special resolutions will be proposed to consider and, if thought fit, approve among other matters, (i) the proposed change of name of the Company and the consequential amendments to the memorandum and articles of association of the Company; and (ii) the proposed amendments to the Articles of Association.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it as soon as possible to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting) should you so wish.

PROCEDURES FOR DEMANDING A POLL AT GENERAL MEETING

Pursuant to Article 76 of the Articles of Association, where a resolution is put to the vote at a general meeting, the resolution shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least five Shareholders present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and entitled to vote; or

LETTER FROM THE BOARD

- (c) any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any members or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the GEM Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

RECOMMENDATION

The Board considers that the proposed change of name of the Company and the proposed amendments to the Articles of Association are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions as set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on the bases and assumptions that are fair and reasonable.

Yours faithfully,
For and on behalf of the Board of
Chinainfo Holdings Limited
He Chenguang
Chairman



CHINAINFO HOLDINGS LIMITED

神州資訊控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Chinainfo Holdings Limited (the “**Company**”) will 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 Wednesday, 3 January 2007 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** the name of the Company be and is hereby changed from “Chinainfo Holdings Limited” to “China Cyber Port (International) Company Limited”, with the Chinese name “神州奧美網絡（國際）有限公司” adopted for identification purpose only.
2. “**THAT**, subject to the passing of the special resolution no. 1 set out in the notice convening this meeting:
 - (i) the memorandum of association of the Company be and is hereby amended by deleting paragraph 1 in its entirety and substituting therefore the following paragraph:

“The name of the Company is **China Cyber Port (International) Company Limited.**”
 - (ii) the articles of association (the “**Article**”) of the Company be and is hereby amended by deleting the existing definition of “the Company” in Article 2 and substituting therefor the following new definition of “the Company”:

“the Company

“the Company” or “this Company” shall mean **China Cyber Port (International) Company Limited;**”

* For identification purpose only

NOTICE OF EGM

3. “**THAT** the Article 81 of the Articles of Association and is hereby amended by deleting the existing Article 81 in its entirety and substituting therefor the following new Article 81:

“81. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every members who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.”

By order of the Board
Chinainfo Holdings Limited
He Chenguang
Chairman

Hong Kong, 11 December 2006

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

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

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The memorandum and articles of association of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of proposed resolution nos. 2 and 3 above on amendments of the memorandum and articles of association of the Company is purely a translation only. Should there be any discrepancy, the English version shall prevail.