

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors of Chinainfo 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 Chinainfo Holdings Limited. The directors of Chinainfo Holdings Limited, 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 bases and assumptions that are fair and reasonable.



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 GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES, PROPOSED ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Chinainfo Holdings Limited to be held at the Meeting Room, 5th Floor, CNAC Group Building, 10 Queen's Road Central, Hong Kong on Thursday, 4th August, 2005 at 4:30 p.m. is set out on pages 10 to 13 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar of Chinainfo Holdings Limited, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be). The completion and return of the form of proxy will not preclude you from attending, and voting at the Annual General Meeting or any adjourned meeting (as the case may be) in person if you so wish.

This circular will remain at www.hkgem.com on the "Latest company announcements" page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at www.hk6.com.

* For identification purpose only

28th June, 2005

CHARACTERISTICS OF GEM

GEM 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 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.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company for the financial year ended 31st March, 2005 to be held at the Meeting Room, 5th Floor, CNAC Group Building, 10 Queen’s Road Central, Hong Kong on Thursday, 4th August, 2005 at 4:30 p.m.
“Board”	the board of the Directors
“Company”	Chinainfo Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23rd June, 2005, being the latest practicable date prior to the bulk print of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“Share(s)”	share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.



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:

Ms. Chan Tan Lui, Danielle (*Chairman*)
Mr. Choo Kwok How
Ms. Zhang Jialin

Independent non-executive Directors:

Mr. Yip Tai Him
Ms. Guo Qi
Mr. Chiu Kwok Ching

Registered Office:

P.O. Box 309GT, Ugland House
South Church Street
Grand Cayman
Cayman Islands

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

5th Floor, CNAC Group Building
10 Queen's Road Central
Hong Kong

28th June, 2005

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES, PROPOSED ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the Annual General Meeting. These include:

- a. The ordinary resolutions to grant general mandates to the Directors to issue and repurchase Shares; and
- b. The ordinary resolutions to elect Directors who are due to retire at the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to grant to the Directors, inter alia, the Issue Mandate and the Repurchase Mandate and the election of Directors.

* For identification purpose only

LETTER FROM THE BOARD

This circular contains the explanatory statement in compliance with the GEM Listing Rules, the Takeovers Code and the Share Repurchase Rules and to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions to grant to the Directors of such mandates.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

On 30th July, 2004, an ordinary resolution was passed by the Shareholders giving the general unconditional mandates to the Directors to issue and repurchase Shares. These general mandates will lapse at (i) the conclusion of the Annual General Meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first. Resolutions will therefore be proposed at the Annual General Meeting to renew the grant of these general mandates.

An ordinary resolution will be proposed at the Annual General Meeting relates to the granting of a general unconditional mandate to the Directors to issue new shares in the Company, not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution (as adjusted in accordance with the resolution), for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “Issue Mandate”).

An ordinary resolution will be proposed at the Annual General Meeting relates to the granting of a general unconditional mandate to the Directors to exercise all powers of the Company to repurchase on GEM, shares in the Company up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution, for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “Repurchase Mandate”). The explanatory statement required under Rule 13.08 of the GEM Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in the Appendix I to this circular.

An ordinary resolution will be proposed at the Annual General Meeting relates to the extension of the general unconditional mandate to be granted to the Directors to issue new shares in the Company by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any. The Directors and the Company have no present intention to fully exercise the mandate for issuing and repurchasing the Shares.

The full text of these resolutions is set out in the notice of Annual General Meeting on pages 10 to 13 of this circular.

LETTER FROM THE BOARD

PROPOSED ELECTION OF DIRECTORS

In accordance with Articles 95 and 112 of the Articles of Association, Mr. Yip Tai Him, Mr. Chiu Kwok Ching and Ms. Zhang Jialin shall retire at the Annual General Meeting and, being eligible, offer themselves for re-election. Details of the above Directors who are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at the Meeting Room, 5th Floor, CNAC Group Building, 10 Queen's Road Central, Hong Kong on Thursday, 4th August, 2005 at 4:30 p.m. is set out on pages 10 to 13 of this circular.

PROXY ARRANGEMENT

A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of Annual General Meeting are all in the best interests of the Company and its shareholders and therefore recommend you to vote in favour of all of these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
Chinainfo Holdings Limited
Chan Tan Lui, Danielle
Chairman

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of ordinary shares of HK\$0.01 each in the Shares in issue was 428,000,000 Shares.

Subject to the passing of resolution no. 4B as set out in the Notice of Annual General Meeting set out in this circular (the "Resolution") approving the Repurchase Mandate and on the basis that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing the Resolution, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 42,800,000 Shares (representing 10% of Shares in issue) during the period from the date of passing the resolution no.4B as set out in the Notice of Annual General Meeting up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or earnings per Share.

3. FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and articles of association and the laws of the Cayman Islands. Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purposes of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the shares are repurchased. The Company may not purchase shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's Annual Report for the year ended 31st March, 2005) in the event that the Repurchase Mandate were to be

exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief, have made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), have any present intention, if the Repurchase Mandate were to be exercised, to sell any Shares to the Company or its subsidiaries.

No connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2004		
June	0.064	0.005
July	0.100	0.070
August	0.115	0.095
September	0.150	0.117
October	0.200	0.150
November	0.209	0.180
December	0.209	0.188
2005		
January	0.239	0.194
February	0.240	0.200
March	0.245	0.194
April	0.425	0.240
May	0.415	0.310
From 1 June, 2005 to the Latest Practicable Date	0.350	0.205

8. CONSEQUENCES UNDER THE TAKEOVERS CODE

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Substantial Shareholders of the Company (based on the number of Shares they held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Substantial Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is fully exercised
Superhero Limited (<i>Note</i>)	107,079,195	25.02%	27.80%
Ms. Chan Tan Lui, Danielle (<i>Note</i>)	107,319,195	25.07%	27.86%
Mr. Fu Shing Ki	97,001,144	22.66%	25.18%
Ms. Chan Wong Kam Fung, Cecilia	71,265,798	16.65%	18.50%

Note: Superhero Limited is a company wholly-owned by Ms. Chan Tan Lui, Danielle. By virtue of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, Ms. Chan Tan Lui, Danielle is deemed to have interest of 107,079,195 Shares held by Superhero Limited in addition to 240,000 Shares held by herself.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Ms. Chan Tan Lui, Danielle, who is the largest Shareholder, is interested in approximately 25.07% of the existing issued share capital of the Company. In the event the Directors exercise the Repurchase Mandate in full, the interest of Ms. Chan Tan Lui, Danielle in the issued ordinary share capital of the Company would be increased to approximately 27.86%. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Save for the aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases under the Repurchase Mandate. The Company will not repurchase Shares to the extent which would result in the percentage of the Shares held by the public Shareholders being reduced to less than 25% of the issued share capital of the Company.

9. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on the GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be elected at the Annual General Meeting:

1. **Mr. Yip Tai Him**, aged 34, joined the Group in October 2002. He is one of the audit committee member of the Company. He is responsible for reviewing the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advices and comments thereon to the Board. Mr. Yip is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yip is currently an independent non-executive director of Wing Lee Holdings Limited in Hong Kong, which is listed on the Stock Exchange. There is no service contact entered into between Mr. Yip and the Company. Mr. Yip's appointment is for one year and can be terminated by one month's prior notice in writing served by either party. Mr. Yip does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Yip has a personal interest of 400,000 underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The director's emoluments are determined by reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions. Other than the aforesaid, there are no other matters that should be brought to the attention of the shareholders.
2. **Mr. Chiu Kwok Ching**, aged 57, joined the Group in September 2004. He is one of the audit committee member of the Company. He is responsible for reviewing the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advices and comments thereon to the Board. There is no service contact entered into between Mr. Chiu and the Company. Mr. Chiu did not hold any directorship in other listed companies in the past three years. Mr. Chiu's appointment is initially for three years and can be terminated by one month's prior notice in writing served by either party. Mr. Chiu does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Chiu has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The director's emoluments are determined by reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions. Other than the aforesaid, there are no other matters that should be brought to the attention of the shareholders.
3. **Ms. Zhang Jialin**, aged 30, joined the Group in January 2005, is also the director of hk6.com Limited, the wholly-owned subsidiary of the Company. She is responsible for overall business development in China. Ms. Zhang holds a Master of Business Administration from University of Liverpool, England and a Master of Arts in International Business from University of Central Lancashire, England. Ms. Zhang has entered into a service contract with the Company. Her employment under the service contract shall be continuous until 31st May, 2008 subject to termination by either party to the contract

serving written notice to the other to terminate such employment to take effect three months from the date of service of such notice. The amount of director's emoluments specified in her service contract with the Company is HK\$600,000 per year subject to annual review and a double pay which equals to one-twelfth of annual remuneration, as may from time to time to be determined by the Board with reference to the Company's performance. In addition, Ms. Zhang is entitled to a discretionary bonus payable of such amount as the Board may determine provided that the total amount of bonus payable to all executive directors of the Company for any financial year of the Company shall not exceed 10% of the consolidated net profit of the Group (after taxation and minority interests but before extraordinary items) as shown in its corresponding consolidated audited accounts for such year. The director's emoluments are determined by reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions. Ms. Zhang did not hold any directorship in any listed public company in the last three years. Ms. Zhang did not hold any directorship in any listed public company in the last three years. Ms. Zhang does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Ms. Zhang has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Other than the aforesaid, there are no other matters that should be brought to the attention of the shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 the Annual General Meeting of Chinainfo Holdings Limited (the “Company”) will be held at the Meeting Room, 5th Floor, CNAC Group Building, 10 Queen’s Road Central, Hong Kong, on Thursday, 4th August, 2005 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31st March, 2005;
2. To re-elect directors and to authorise the board of directors to fix their remuneration;
3. To re-appoint Baker Tilly Hong Kong Limited, as the auditors and to authorize the board of directors to fix their remuneration; and
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. “**THAT**:-

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby general and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise then pursuant to (i) a Right Issue or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

B. “THAT:–

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby general and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolution no. 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above.”

By Order of the Board
Chinainfo Holdings Limited
Chan Tan Lui, Danielle
Chairman

Hong Kong, 28th June, 2005

Head Office and Principal Place of Business:

5th Floor, CNAC Group Building
10 Queen’s Road Central
Hong Kong

Registered Office:

P.O. Box 309GT, Ugland House
South Church Street
Grand Cayman
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

Notes:—

1. Any member entitled to attend and vote at the above meeting of the Company shall be entitled to appoint another person as his proxy to attend, subject to the provisions of the articles of association of the Company, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him to vote on his behalf at the above meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting (as the case may be).
3. The Register of Members of the Company will be closed from 28th July, 2005 to 4th August, 2005, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfer accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 27th July, 2005.
4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. Mr. Yip Tai Him, Mr. Chiu Kwok Ching and Ms. Zhang Jialin will retire by rotation and, being eligible, offer themselves for re-election at the above meeting. A circular containing the details of the above Directors will be sent to shareholders together with the Annual Report for the year ended 31st March, 2005.