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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Chinainfo Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 31 March 2006 at the Meeting Room, Units 2115–2116, 21/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** conditional upon the passing of the ordinary resolution number 2 below, the conditional agreement (the “**CCI Agreement**”) dated 1 February 2006 and entered into between 神州通信投資有限公司 (China Communication Investment Ltd.) (“**CCI**”) and Pro-Concept Development Limited (“**Pro-Concept**”) for the assignment of the Licensed Rights (as defined under the CCI Agreement) by CCI to Pro-Concept (a copy of the CCI Agreement has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated under the CCI Agreement.”
2. **“THAT** conditional upon the passing of the ordinary resolution number 1 above:
 - (a) the conditional agreement (the “**CCP Agreement**”) dated 1 February 2006 and entered into between Pro-Concept, 神州奧美網絡有限公司 (China Cyber Port Co., Ltd.) (“**CCP**”) and CCI for the license of the Licensed Rights (as defined under the CCP Agreement) by Pro-Concept to CCP (a copy of the CCP Agreement has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified and

* For identification purpose only

the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated under the CCP Agreement; and

- (b) the proposed annual cap amount in respect of the Annual Payment (as defined under the CCP Agreement) by CCP to Pro-Concept pursuant to the CCP Agreement for the three financial years of 2006, 2007 and 2008 being RMB20 million, RMB22 million and RMB24.2 million respectively be and are hereby approved, confirmed and ratified.”

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

As at the date of this announcement, the Board comprises of:

Ms. Chan Tan Lui, Danielle (*Executive director and Chairman*)
Mr. Xiao Haiping (*Executive director*)
Mr. Choo Kwok How (*Executive director*)
Ms. Zhang Jialin (*Executive director*)
Ms. Guo Qi (*Independent non-executive director*)
Mr. Yip Tai Him (*Independent non-executive director*)
Mr. Chiu Kwok Ching (*Independent non-executive director*)

Hong Kong, 15 March 2006

Registered office:
P.O. Box 309 GT
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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. Subject to the provisions of the articles of association of the Company, any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. On a poll, votes may be given either personally or by proxy.
2. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) at www.hkgem.com. 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 Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 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 EGM or any adjourned meeting.
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 holders 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. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
5. Pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange, the voting on ordinary resolution number 2 at the EGM will be conducted by way of poll.

This announcement, for which the directors of the Company 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 for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement 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 announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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