



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 for use by shareholders at the **Extraordinary General Meeting** to be convened at 10:30 a.m. on Friday, 31 March 2006

I/We (Note 1), _____
of (Note 2) _____

being the registered holder(s) of (Note 3) _____ ordinary shares of HK\$0.01 each in the share capital of Chinainfo Holdings Limited (the "Company"), hereby appoint the Chairman of the meeting (Note 4) or _____ of _____ to act as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at the Extraordinary General Meeting 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, at 10:30 a.m. on Friday, 31 March 2006 (and at any adjournment thereof) in respect of the resolutions as indicated below or, if no such indication is given to vote or abstain from voting, as my/our proxy thinks fit (Note 5).

Ordinary resolutions	For	Against
1. To approve the CCI Agreement and the transactions contemplated thereunder.		
2. (a) To approve the CCP Agreement and the transactions contemplated thereunder; and (b) to approve the annual cap of the Annual Payment under the CCP Agreement.		

Date this _____ day of _____ 2006 Signature(s) (Note 6): _____

Notes:

1. Full name(s) to be inserted in BLOCK CAPITALS.
2. Full address(es) to be inserted in BLOCK CAPITALS.
3. Please insert the number of shares 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 Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either executed under its common seal or under the hands of an officer or attorney or other person duly authorised.
7. In the case of joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the meeting or any adjourned meeting.
9. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In such event, this form of proxy will be deemed to have been revoked.

* For identification purpose only