

Appendix 5
FORMS RELATING TO LISTING
FORM F
The Growth Enterprise Market (GEM)
Company Information Sheet

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

Company name: Chinainfo Holdings Limited
神州資訊控股有限公司 (for identification purpose only)

Stock code (ordinary shares): 8206

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 31st March, 2006.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 15th November, 2002

Name of Sponsor : N/A

Names of directors : *Executive Directors :*
(please distinguish the status of Ms. Chan Tan Lui, Danielle
the directors - Executive, Mr. Xiao Haiping
Non-Executive or Independent Mr. Choo Kwok How
Non-Executive) Ms. Zhang Jialin

Independent non-executive Directors :
Ms. Guo Qi
Mr. Yip Tai Him
Mr. Chiu Kwok Ching

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	:	Name	Number of Shares	% shareholding
		Mr. Fu Shing Ki China Communication Investment Ltd.	97,001,144	18.89
		Ms. Chan Tan Lui, Danielle (<i>Note</i>)	85,542,000	16.66
		Superhero Limited	82,319,195	16.03
		Ms. Chan Wong Kam Fung, Cecilia	82,079,195	15.98
			71,265,798	13.88

Note: Ms. Chan Tan Lui, Danielle is deemed to be a Substantial Shareholder by virtue of her 100% beneficial interest in Superhero Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31st March

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

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

Web-site address (if applicable) : www.hk6.com

Share registrars : Cayman Islands principal share registrar and transfer office:
Bank of Butterfield International (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 705
George Town
Grand Cayman, Cayman Islands

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : Baker Tilly Hong Kong Limited
Certified Public Accountants
12th Floor, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road, Central
Hong Kong

B. Business activities

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) financial programme and video production services; and (iii) investor education on financial market in Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue : 513,552,000

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 10,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Convertible bond	:	The Company issued a convertible bond to Kong Yun Kan in the principal amount of HK\$5,000,000 on 23rd May, 2005. Details of the convertible bond are set out in the announcement of the Company dated 11th May, 2005.
Number of share options granted and outstanding	:	25,100,000

Responsibility statement

The directors of the Company (the “**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “**Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chan Tan Lui, Danielle

Choo Kwok How

Xiao Haiping

Zhang Jialin

Guo Qi

Chiu Kwok Ching

Yip Tai Him