



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) 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 Friday, 28 July 2006 at 4:30 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2006;
2.
 - (a) to re-elect Mr. He Chenguang as executive Director;
 - (b) to re-elect Mr. Xiao Haiping as executive Director;
 - (c) to re-elect Mr. Zhang Peng as executive Director;
 - (d) to re-elect Mr. Choo Kwok How as executive Director;
 - (e) to re-elect Ms. Guo Qi as independent non-executive Director; and
 - (f) to authorise the board of Directors (the “**Board**”) to fix their remuneration;
3. to re-appoint Baker Tilly Hong Kong Limited, as the auditors of the Company and to authorize the Board to fix their remuneration;

* For identification purpose only

4. as ordinary business, 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 during the Relevant Period (as defined below) 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 Rights Issue (as defined below) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of 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 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 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 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
- (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.”

AS SPECIAL RESOLUTION

5. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT the Articles of Association of the Company be and are hereby amended in the following manner:

- (a) Article 76

By deleting the word “or” at the end of Article 76(c) and the full stop at the end of Article 76(d) and replacing it with a semi-colon and inserting the word “or” after the semi-colon.

Then by inserting the following new Article 76(e):

“76. (e) if required by the 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.”

(b) Article 95

By deleting the existing Article 95 in its entirety and substituting therefor the following new Article 95:

**“Board may fill
vacancies/appoint
additional Directors**

95. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 112.”

(c) Article 102

By deleting the existing Article 102 (vii) in its entirety and substituting therefor the following new Article 102 (vii):

“102. (vii) if he shall be removed from office by an ordinary resolution of the members of the Company under Article 118(a).”

(d) Article 112

By deleting the existing Article 112 in its entirety and substituting therefor the following new Article 112:

**“Rotation and
retirement of
Directors**

112. At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

(e) Article 115

By deleting the existing Article 115 in its entirety and substituting therefor the following new Article 115:

“Power of general meeting to increase or reduce the number of Directors

115. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

(f) Article 118

By deleting the existing Article 118 (a) in its entirety and substituting therefor the following new Article 118 (a):

“Power to remove Director by ordinary resolution

118. (a) The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.”

AS ORDINARY RESOLUTIONS

6. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT the share option scheme (the **“Share Option Scheme”**) adopted by a resolution of the sole shareholder of the Company on 28 October 2002 and became unconditional upon the listing of the Shares on GEM on 15 November 2002 be and is hereby amended by deleting the definition of **“Eligible Participant”** in paragraph 1.1 in its entirety and substituting therefor the following new definition of **“Eligible Participant”**:

“Eligible Participant” means:

- (1) any substantial shareholders;
- (2) any full-time or part-time employees;
- (3) any executives or officers;
- (4) any directors (including non-executive and independent non-executive directors); or
- (5) any suppliers, independent contractors, consultants, agents or advisers;

of the Company or any of the Subsidiaries or any entity in which the Company or any of the Subsidiaries holds any equity interest who will contribute or have contributed to the Company or any of the Subsidiaries;”

7. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT subject to and conditional upon the granting by the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the approval of the listing of and permission to deal in the shares of HK\$0.01 each of the Company (the **“Shares”**) to be issued pursuant to the exercise of option granted under the refreshed scheme mandate limit (the **“Scheme Mandate Limit”**) under the Share Option Scheme in the manner as set out in paragraph (a) of this resolution below:

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
Chinainfo Holdings Limited
He Chenguang
Chairman

Hong Kong, 23 June 2006

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

Registered Office:

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

Notes:—

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the Articles of Association, 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 duly been certified) to the Company's Hong Kong branch share registrar and transfer office, 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 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 26 July 2006 to 28 July 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming AGM, all transfer accompanied by the relevant share certificates must be lodged with the Company's 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 not later than 4:00 p.m. 25 July 2006.
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. In relation to proposed resolution no. 2 above, Mr. He Chenguang, Mr. Xiao Haiping, Mr. Zhang Peng, Mr. Choo Kwok How and Ms. Guo Qi will retire by rotation and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association. Further details of them are set out in Appendix II to the circular sent to the shareholders of the Company together with the Annual Report for the year ended 31 March 2006.
6. In relation to proposed resolutions nos. 4A and 4C above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.
7. In relation to proposed resolution no. 4B above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular sent to the shareholders of the Company together with the Annual Report for the year ended 31 March 2006.

As at the date of this announcement, the executive Directors are Mr. He Chenguang, Mr. Xiao Haiping, Ms. Chan Tan Lui, Danielle, Mr. Zhang Peng, Mr. Choo Kwok How and Ms. Zhang Jialin, and the independent non-executive Directors are Ms. Guo Qi, Mr. Yip Tai Him and Mr. Chiu Kwok Ching.

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 of Hong Kong Limited 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.

This announcement 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.