



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 **Annual General Meeting** to be convened at 4:30 p.m. on Friday, 28 July 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 vote for me/us and on my/our behalf at the Annual 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, on Friday, 28 July 2006 at 4:30 p.m. (and at any adjournment thereof) in respect of the resolutions as set out in the notice convening the meeting as indicated below and, if no such indication is given, as my/our proxy thinks fit (Note 5).

As Ordinary Resolutions		For	Against
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and the auditors for the year ended 31 March 2006.		
2.	A. (a) To re-elect Mr. He Chenguang as a Director.		
	(b) To re-elect Mr. Xiao Haiping as a Director.		
	(c) To re-elect Mr. Zhang Peng as a Director.		
	(d) To re-elect Mr. Choo Kowk How as a Director.		
	(e) To re-elect Ms. Guo Qi as a Director.		
B.	To authorise the board of directors to fix the directors' remuneration.		
3.	To re-appoint Baker Tilly Hong Kong Limited, as the auditors and to authorise the board of directors to fix their remuneration.		
4.	A. To grant a general mandate to the Directors to issue, allot and dispose of additional shares not exceeding 20% of the issued share capital of the Company at the date of passing of this resolution.		
	B. To grant a general mandate to the Directors to purchase shares issued by the Company not exceeding 10% of the issued share capital of the Company at the date of passing of this resolution.		
	C. To add the nominal amount of shares repurchased under resolution 4B to the general mandate granted to the Directors under resolution 4A.		
As Special Resolution			
5.	To approve the amendments to the Articles of Association.		
As Ordinary Resolutions			
6.	To approve the amendments to the Share Option Scheme.		
7.	To refresh the Scheme Mandate Limit under the Share Option Scheme of up to 10% of the shares in issue as at the date of passing of this resolution.		

Dated this _____ day of _____ 2006

Signature(s) (Note 6): _____

Notes:

- Full name(s) to be inserted in BLOCK CAPITALS.
- Full address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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.
- 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.
- 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.
- 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 and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the meeting or any adjourned meeting.
- A proxy need not be a shareholder of the company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending the meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.

* For identification purpose only