



## 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 Monday, 18 December 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**

- (a) the conditional agreement (the “**SA Agreement**”) dated 20 October 2006 and entered into among Success Advantage Investments Limited, an indirect wholly-owned subsidiary of the Company (“**Success Advantage**”) as purchaser, 神州通信投資有限公司 (China Communication Investment Ltd.) (“**CCI**”) as vendor and 神州通信有限公司 (China Communication Co., Ltd.) as guarantor pursuant to which Success Advantage has conditionally agreed to acquire, at a consideration of HK\$620,000,000, the right to receive the net revenue payable by CCI to Success Advantage which is equivalent to 40% of the net sales revenue derived from operating “Sudden Attack” in the People’s Republic of China by 神州奧美網絡有限公司 (China Cyber Port Co., Ltd.) for the period between 1 January 2007 and 10 August 2009 (a copy of the SA Agreement has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of a total of 30,000,000 shares (each a “**Consideration Share**”) of HK\$0.01 each in the capital of the Company to satisfy HK\$135,000,000 of the consideration referred to in paragraph (a) above, at an issue price of HK\$4.5 per Consideration Share, credited as fully paid, to CCI, be and is hereby approved; and
- (c) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which they consider necessary or expedient for the implementation of and giving effect to the SA Agreement and the transactions contemplated thereunder.”

\* For identification purpose only.

2. To re-elect Dr. Lam Lee G as independent non-executive Director.

By order of the Board  
**Chinainfo Holdings Limited**  
**He Chenguang**  
*Chairman*

Hong Kong, 30 November 2006

*Registered office:*  
P.O. Box 309 GT  
Ugland House  
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](http://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 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 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 no. 1 at the EGM will be conducted by way of poll.

*As at the date of this announcement, the executive Directors are Mr. He Chenguang, Mr. Xiao Haiping, Mr. Zhang Peng, and Ms. Zhang Jialin, and the independent non-executive Directors are Mr. Yip Tai Him and Dr. Lam Lee G.*

*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.*

*This announcement will remain at [www.hkgem.com](http://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](http://www.hk6.com).*