



**Chinainfo Holdings Limited**  
**神州資訊控股有限公司\***  
(Incorporated in the Cayman Islands with limited liability) (Stock code: 8206)



**2006**

First Quarterly Report

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

*The Stock Exchange takes no responsibility for the contents of this report, 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 report.*

*This report, for which the directors (the “Directors”) of Chinainfo Holdings Limited (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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report 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 report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## HIGHLIGHTS

- Turnover of the Group for the three months ended 30 June 2006 was approximately HK\$5,194,000.
- Net loss attributable to shareholders was approximately HK\$1,908,000 for the three months ended 30 June 2006.
- Loss per share for the three months ended 30 June 2006 was approximately HK0.34 cent.
- The board of the Directors (the "Board") does not recommend the payment of a dividend for the three months ended 30 June 2006.

The Directors hereby present the unaudited results of the Company together with its subsidiaries (collectively the "Group") for the three months ended 30 June 2006.

## FINANCIAL PERFORMANCE

The Group recorded total turnover of approximately HK\$5,194,000 for the three months ended 30 June 2006, representing an increase of approximately 791% as compared to approximately HK\$583,000 for the three months ended 30 June 2005. Approximately 93% and 7% of the turnover for the three months ended 30 June 2006 were attributable to the licensing income for license of the licensed rights and provision of real-time financial information services respectively.

The Group incurred a net loss attributable to shareholders of approximately HK\$1,908,000 for the three months ended 30 June 2006 as compared to approximately HK\$1,409,000 for the corresponding period in 2005. The increase of net loss was mainly attributable to the increase of administrative expenses and finance costs during the period.

## **BUSINESS REVIEW**

The Board considers that the PRC multimedia and internet market is a fast growing sector with significant business potential. To capture the benefit of this fast growing market, the Group has been seeking opportunities to form alliances or corporation with companies and partners who have well developed multimedia networks in the PRC.

On 1 February 2006, the Group entered into the CCI Agreement (as defined in the Company's circular dated 15 March 2006) in respect of a conditional very substantial transaction involving the acquisition of certain licensed rights to publish, replicate, reproduce, manufacture, distribute and sell thirty-four computer game softwares and computer game guide books in the retail stores, cybercafes, and on-line servers located in the PRC (excluding Hong Kong, Macau Special Administrative Region and Taiwan) and all the rights and benefits in relation to the organization of electronic sports tournaments in respect of the computer games in the PRC (excluding Hong Kong, Macau Special Administrative Region and Taiwan) (the "Licensed Rights") and the CCP Agreement (as defined in the Company's circular dated 15 March 2006) in respect of the continuing connected transaction in relation to the license of the Licensed Rights. The conditional very substantial acquisition was completed on 31 March 2006. Details of the acquisition have been set out in the announcement and the circular of the Company dated 1 February 2006 and 15 March 2006 respectively.

The Board considers that the acquisition of the Licensed Rights is a strategic move to expand the Group's business and to enhance the Group's market foothold in the PRC multimedia and internet market, and in particular, the growing industry of computer and on-line games. Moreover, the Board believes that the computer game and electronic sports industry in the PRC will develop rapidly in the years to come under the industrial policy supports from the PRC government. As such, the acquisition of the Licensed Rights will enable the Group to capture such development opportunity.

### **Licensing income from the license of the Licensed Rights**

The Group receives the Annual Payment (as defined in the Company's circular dated 15 March 2006) under the CCP Agreement for a period of ten years and the Annual Payment will be adjusted annually by a compound rate of 10%. For the three months ended 30 June 2006, the revenue derived from the license of the Licensed Rights was approximately HK\$4,808,000. No revenue was derived from the license of the Licensed Rights for the corresponding period in 2005.

### **Provision of real-time financial information services**

For the three months ended 30 June 2006, the revenue derived from the provision of real-time financial information services was approximately HK\$387,000 as compared to approximately HK\$367,000 for the corresponding period in 2005. The revenue derived from this source is relatively stable.

**Conversion of the convertible bonds**

On 13 April 2006, the registered holder of the convertible bonds has elected to exercise the conversion rights attached to the convertible bonds to convert the whole principal amount of HK\$5,000,000 into the shares of the Company at the conversion price of HK\$0.42 per share. 11,904,761 shares of the Company were therefore issued and allotted to the holder of the convertible bonds.

**Top-up placing (the “Top-up Placing”)**

On 15 May 2006, China Communication Investment Limited (“CCI”) and Superhero Limited (“Superhero”) entered into a placing and subscription agreement with VC Brokerage Limited (the “Placing Agent”) pursuant to which the Placing Agent agreed with CCI and Superhero to place up to a total of 100,000,000 existing shares, at the placing price of HK\$1.50 per existing share to not less than six placees who will be third parties independent of the Group and its connected persons on a best effort basis (the “Placing and Subscription Agreement”). Under the Placing and Subscription Agreement, CCI and Superhero agreed to subscribe for the subscription shares, which are equal to the number of the placing shares that they placed respectively under the placing. The Placing Agent has successfully placed a total of 97,230,000 existing shares on behalf of CCI and Superhero to sixteen placees, comprising institutional and individual investors who are independent of and not connected with any of the Directors, chief executives, substantial shareholders or management shareholders of the Company or an associate of any of them, at the placing price of HK\$1.50 per existing share. The net proceeds of the Top-up Placing amounts to approximately HK\$142.8 million and was intended to be used by the Group as general working capital.

**Repayment of the promissory note**

Pursuant to the CCI Agreement, part of the consideration for the Licensed Rights was satisfied by Pro-Concept issuing a promissory note (the “Promissory Note”) in the principal sum of approximately HK\$116.05 million to CCI.

On 22 June 2006, the Board and CCI agreed to terminate the Promissory Note with effect upon payment to CCI in cash a sum of HK\$69,911,478. Such amount was paid by the Company on that same date from the net proceeds of the Top-up Placing which was sufficient for the said purpose. Such sum of HK\$69,911,478 was determined with reference to the carrying value of the Promissory Note which is estimated to be about HK\$69.73 million as at 31 March 2006 and calculated by discounting the expected future cash flows at the agreed borrowing rate of 5.1% per annum with CCI.

**CONDENSED CONSOLIDATED INCOME STATEMENT***For the three months ended 30 June 2006*

The unaudited consolidated results of the Group for the three months ended 30 June 2006, together with the comparative unaudited figures for the corresponding period in 2005 are as follows:

	Notes	Three months ended 30 June	
		2006 (Unaudited) HK\$	2005 (Unaudited) HK\$
Turnover	3	5,194,294	582,773
Cost of sales		<u>(3,770,490)</u>	<u>(99,320)</u>
Gross profit		1,423,804	483,453
Gain on derecognition of an financial liabilities		693,818	–
Other revenue		462,017	66,204
Selling expenses		–	(84,547)
Administrative expenses		(2,532,293)	(1,119,657)
Other operating expenses		<u>(745,881)</u>	<u>(296,817)</u>
Operating loss		(698,535)	(951,364)
Finance costs	4	(880,261)	(20,968)
Share of loss of associated company		<u>(329,131)</u>	<u>(436,424)</u>
Loss before income tax		(1,907,927)	(1,408,756)
Income tax	5	<u>–</u>	<u>–</u>
Loss attributable to shareholders		<u>(1,907,927)</u>	<u>(1,408,756)</u>
Loss per share			
– basic	7	<u>HK 0.34 cent</u>	<u>HK 0.34 cent</u>
– diluted	7	<u>N/A</u>	<u>N/A</u>

## NOTES TO THE UNAUDITED QUARTERLY RESULTS

### 1. GENERAL

The Company was incorporated in the Cayman Islands on 23 May 2002 with limited liability under the Companies Law (2001 Second Revision) of the Cayman Islands. The shares of the Company were successfully listed on the GEM on 15 November 2002.

The principal activities of the Company is investment holding. The Group was principally engaged in the licensing of licensed rights, operation of financial website, and the provision of financial information and investor education.

The registered office of the Company is P.O. Box 309GT, Ugland House, South Church Street, Grand Cayman, Cayman Islands and its principal place of business is Units 2115 – 2116, 21/F, China Merchants Tower, Shun Tak Centre, 168 – 200 Connaught Road Central, Hong Kong.

### 2. BASIS OF PRESENTATION

The unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

The accounting policies and methods of computation adopted are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2006. The accounts are unaudited but have been reviewed by the Company's audit committee.

### 3. TURNOVER

	<b>Three months ended 30 June</b>	
	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<i>HK\$</i>	<i>HK\$</i>
Licensing income	4,807,693	–
Provision of financial information	386,601	366,773
Seminars and courses	–	216,000
	<u>5,194,294</u>	<u>582,773</u>

#### 4. FINANCE COSTS

	<b>Three months ended 30 June</b>	
	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<i>HK\$</i>	<i>HK\$</i>
Fair value changes on promissory note	871,671	–
Interest expense for convertible bonds wholly repayable within five years	8,590	20,968
	880,261	20,968

#### 5. INCOME TAX

The Group's business is operated in Hong Kong and is subject to Hong Kong profits tax at the rate of 17.5%. No provision for Hong Kong profits tax has been made, as the Group has no estimated assessable profits for the three months ended 30 June 2006 (For the three months ended 30 June 2005: Nil).

There has no significant unprovided deferred taxation for the three months ended 30 June 2006 (For the three months ended 30 June 2005: Nil).

#### 6. DIVIDENDS

The Board does not recommend the payment of any dividends for the three months ended 30 June 2006 (For the three months ended 30 June 2005: Nil).

#### 7. LOSS PER SHARE

The calculation of the basic loss per share for the three months ended 30 June 2006 is based on the unaudited consolidated net loss attributable to shareholders of HK\$1,907,927 (2005: HK\$1,408,756) and the weighted average number of 563,921,465 (2005: 414,566,667) issued ordinary shares for the three months ended 30 June 2006.

No diluted loss per share for the three months ended 30 June 2006 has been presented as the assumed exercise of the Company's share options would have had an anti-dilutive effect on loss per share during the three months ended 30 June 2006 (For the three months ended 30 June 2005: Nil).



## 8. MOVEMENT OF RESERVES

	Share premium (Unaudited) HK\$	Merger reserve (Unaudited) HK\$	Capital surplus (Unaudited) HK\$	Asset revaluation reserve (Unaudited) HK\$	Exchange revaluation reserve (Unaudited) HK\$	Convertible bond reserve (Unaudited) HK\$	Employee share-based compensation reserve (Unaudited) HK\$	Accumulated losses (Unaudited) HK\$	Total (Unaudited) HK\$
<b>The Group</b>									
Balance as at 1 April 2005	15,195,487	8,320,333	1,498,659	-	-	-	-	(16,924,939)	8,089,540
Loss for the period	-	-	-	-	-	-	-	(1,408,756)	(1,408,756)
Issue of shares	10,257,000	-	-	-	-	-	-	-	10,257,000
Employee share option scheme									
– proceeds from shares issued	62,900	-	-	-	-	-	-	-	62,900
Share issue expenses	(219,182)	-	-	-	-	-	-	-	(219,182)
Balance as at 30 June 2005	<u>25,296,205</u>	<u>8,320,333</u>	<u>1,498,659</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(18,333,695)</u>	<u>16,781,502</u>
Balance as at 1 April 2006	48,201,945	8,320,333	1,498,659	46,314,614	141,282	348,441	317,241	(23,185,479)	81,957,036
Loss for the year	-	-	-	-	-	-	-	(1,907,927)	(1,907,927)
Conversion of convertible bonds	4,963,509	-	-	-	-	(348,441)	-	-	4,615,068
Issue of shares	144,872,700	-	-	-	-	-	-	-	144,872,700
Share issue expenses	(3,077,340)	-	-	-	-	-	-	-	(3,077,340)
Employee share option scheme									
– value of employee services	-	-	-	-	-	-	634,481	-	634,481
– proceeds from shares issued	148,000	-	-	-	-	-	-	-	148,000
Balance as at 30 June 2006	<u>195,108,814</u>	<u>8,320,333</u>	<u>1,498,659</u>	<u>46,314,614</u>	<u>141,282</u>	<u>-</u>	<u>951,722</u>	<u>(25,093,406)</u>	<u>227,242,018</u>

## OTHER INFORMATION

### Interests and Short Positions of Directors and Chief Executives in Shares and Underlying Shares and Debentures

As at 30 June 2006, the interests and short positions of the Directors and the chief executives of the Company in the shares and underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the Laws of Hong Kong)) which (a) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or (c) were required to be notified to the Company and the Stock Exchange, pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Name of Director	Number of shares held				Total interests in shares	Number of underlying shares		Approximate percentage of the issued share capital of the Company
	Personal interests	Corporate interests	Family interests	Other interests		Share Option Scheme	Aggregate interests	
Chan Tan Lui, Danielle (resigned on 27 June 2006)	240,000	-	-	-	240,000	4,000,000	4,240,000	0.68%
Xiao Haiping	-	-	-	-	-	2,000,000	2,000,000	0.32%
Zhang Jialin	-	-	-	-	-	2,000,000	2,000,000	0.32%
Choo Kwok How	810,000	-	-	-	810,000	-	810,000	0.13%
Yip Tai Him	-	-	-	-	-	400,000	400,000	0.06%
Guo Qi (resigned on 31 July 2006)	-	-	-	-	-	400,000	400,000	0.06%

Save as disclosed above, none of the Directors or the chief executives has any interests or short positions in the shares and underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director is taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or (c) were required to be notified to the Company and the Stock Exchange, pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules as at 30 June 2006.

## Interests and Short Positions of Shareholders in Shares and Underlying Shares

As at 30 June 2006, so far as is known to, or can be ascertained after reasonable enquiry by, the Directors, the following persons (other than the Directors or chief executives of the Company) had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were or were expected, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of Shareholder	Capacity	Number of shares held		Share Option Scheme	Aggregate interests	Approximate percentage of the issued share capital of the Company
		Interests in shares	Number of underlying shares			
China Communication Co. Ltd (Note 1)	Interest of a controlled corporation	85,542,000		–	85,542,000	13.65%
China Communication Investment Ltd.	Beneficial owner	85,542,000		–	85,542,000	13.65%
Fu Shing Ki	Beneficial owner	84,001,144		–	84,001,144	13.40%
Mi Hui Ying (Note 2)	Interest of a controlled corporation	74,979,195		–	74,979,195	11.96%
Superhero Limited	Beneficial owner	74,979,195		–	74,979,195	11.96%
Chan Wong Kam Fung, Cecilia	Beneficial owner	71,265,798		–	71,265,798	11.37%

### Notes:

- (1) China Communication Co. Ltd. is deemed to be a Substantial Shareholder as China Communication Investment Ltd. is a wholly-owned subsidiary of China Communication Co. Ltd..
- (2) Ms. Mi Hui Ying is deemed to be a Substantial Shareholder by virtue of her 100% beneficial interest in Superhero Limited.

Save as disclosed above, as at 30 June 2006, so far as is known to, or can be ascertained after reasonable enquiry by the Directors, no other person (other than the Directors or chief executives of the Company) had an interest or short position in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were or were expected, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## Share Option Schemes

Share options were granted to certain directors, employees and consultants of the Company under the share option scheme (the "Share Option Scheme") conditionally adopted on 28 October 2002. The Share Option Scheme became unconditional upon the listing of the Company's shares on GEM on 15 November 2002. The Share Option Scheme was amended by an ordinary resolution duly passed at an annual general meeting by the Company's shareholders on 28 July 2006. Details of the Share Option Scheme have been set out in the annual report of the Company dated 16 June 2006.

Particulars of the outstanding options which have been granted under the Share Option Scheme as at 30 June 2006 were as follows:

Name or category of participant	Date of grant	Exercisable period	Exercise price per share HK\$	As at 1 April 2006	Number of share options				As at 30 June 2006	
					Options granted during the period	Options exercised during the period <sup>(2)</sup>	Options lapsed during the period <sup>(1)</sup>	Options cancelled during the period		
<i>Directors</i>										
Xiao Haiping	3 April 2006	3 October 2006 to 2 April 2009	0.990	-	2,000,000	-	-	-	2,000,000	
Zhang Jialin	3 April 2006	3 October 2006 to 2 April 2009	0.990	-	2,000,000	-	-	-	2,000,000	
Choo Kwok How	17 March 2004	17 March 2005 to 16 March 2014	0.047	2,000,000	-	(2,000,000)	-	-	-	
Guo Qi	17 March 2004	17 September 2004 to 16 March 2014	0.047	400,000	-	-	-	-	400,000	
Yip Tai Him	17 March 2004	17 September 2004 to 16 March 2014	0.047	400,000	-	-	-	-	400,000	
<i>Other employees</i>										
In aggregate	17 March 2004	17 September 2004 to 16 March 2014	0.047	4,000,000	-	-	-	-	4,000,000	
In aggregate	17 March 2004	17 March 2005 to 16 March 2014	0.047	8,000,000	-	(2,000,000)	-	-	6,000,000	
In aggregate	3 April 2006	3 October 2006 to 2 April 2009	0.990	-	2,000,000	-	(2,000,000)	-	-	
<i>Other Eligible Participants</i>										
In aggregate	17 March 2004	17 March 2005 to 16 March 2014	0.047	300,000	-	-	-	-	300,000	
In aggregate	14 February 2006	14 August 2006 to 13 February 2009	0.340	10,000,000	-	-	-	-	10,000,000	
In aggregate	28 June 2006	28 December 2006 to 27 June 2009	1.700	-	1,300,000	-	-	-	1,300,000	
					25,100,000	7,300,000	(4,000,000)	(2,000,000)	-	26,400,000

*Notes:*

- (1) In accordance with the Share Option Scheme, the grantee of an option ceases to be an Eligible Participant due to termination of relationship with the Company or its Subsidiaries, the grantee may exercise the option up to his entitlement at the date of cessation of his relationship within the period of three months following the date of such cessation.

During the period, 2,000,000 share options were lapsed upon the resignation of employee.

- (2) The weighted average share price at the date of exercise is HK\$1.47 per share.

**Competing Interests**

None of the Directors or the management shareholders of the Company (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group.

**Advances and financial assistance to an associated company**

As at 30 June 2006, the aggregate advances and financial assistance provided by the Group to 神州速達導航通信資訊(北京)有限公司 (China Star Navigation Communication Information (Beijing) Co., Ltd.) (the "Associated Company") amounted to RMB1,960,000 (equivalent to approximately HK\$1,884,615), representing approximately 1.1% of the audited total assets of the Group as at 31 March 2006.

The advance to the Associated Company was made on 5 November 2004 and is unsecured, bearing interest at the rate of 5% per annum. A supplemental agreement was signed on 4 November 2005 pursuant to which the repayment date of the loan and the interests incurred therein has been extended to 4 November 2006.

The above advance was funded by internal resources of the Group and was made for the purpose of providing general working capital to the Associated Company.

The condensed unaudited balance sheet of the Associated Company as at 30 June 2006 is set out as follows:

	<i>HK\$'000</i>
Non-current assets	6,263
Current assets	5,092
Current liabilities	(3,810)
	<hr/>
Net assets	7,545
	<hr/>
The group's share of net assets	3,697
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**Purchase, Sales or Redemption of shares**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities on GEM during the three months ended 30 June 2006.

**Audit Committee**

The Company has established an audit committee on 28 October 2002 with written terms of reference based on the guidelines set out in "A Guide for the Formation of an Audit Committee" of the Hong Kong Institute of Certified Public Accountants. It comprises three independent non-executive directors, namely Mr. Yip Tai Him, Mr. Chiu Kwok Ching and Ms. Guo Qi. The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advices and comments thereon to the Board. In addition, the audit committee considers any significant and unusual items that are, or may need to be, reflected in such reports and accounts and gives due consideration to any matters that have been raised by the Company's qualified accountant, compliance officer and auditors. The audit committee is also responsible for reviewing and supervising the financial reporting process and the Group's internal control system.

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed internal controls and financial reporting matters including a review of the unaudited first quarterly report for the three months ended 30 June 2006.

Ms. Guo Qi resigned as the member of audit committee with effect from 31 July 2006. After Ms. Guo Qi's resignation, the number of independent non-executive director of the Company falls below the minimum requirement pursuant to Rule 5.05 of the Rules of Governing the Listing of Securities on the GEM Listing Rules. As such, the Board will make its best endeavours to identify an appropriate person to fill the vacancies for the positions of independent non-executive director and member of the audit committee of the Company within three months from the date of Ms. Guo Qi's resignation.

**Code on Corporate Governance Practices**

The Company has complied with the code provisions set out in the Code on Corporate Governance Practices ("Code on CG Practices") contained in Appendix 15 to the GEM Listing Rules during the three months ended 30 June 2006.

### **Code of Conduct Regarding Securities Transactions by Directors**

The Company has adopted a Code of Conduct regarding Securities Transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Code of Conduct"). Having made specific enquiry of the Directors, all the Directors confirmed that they have complied with the required standard of dealings as set out in the Code of Conduct during the three months ended 30 June 2006.

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

As at the date of this report, the Board comprises of:

Mr. He Chenguang (*Executive director and Chairman*)  
Mr. Xiao Haiping (*Executive director*)  
Mr. Zhang Peng (*Executive director and Managing director*)  
Mr. Choo Kwok How (*Executive director*)  
Ms. Zhang Jialin (*Executive director*)  
Mr. Yip Tai Him (*Independent non-executive director*)  
Mr. Chiu Kwok Ching (*Independent non-executive director*)

Hong Kong, 10 August 2006