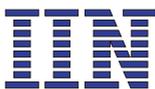


If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in IIN International Limited, you should at once hand this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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IIN INTERNATIONAL LIMITED

國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of IIN International Limited to be held at K-2 Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 3 February 2006 at 10:30 a.m. is set out on pages 14 to 17 of this circular.

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the "Latest Company Announcements" section of the GEM website (www.hkgem.com) for at least 7 days from the date of publication.

4 January 2006

CHARACTERISTICS OF GEM

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 of the Stock Exchange 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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at K-2 Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 3 February 2006 at 10:30 a.m.
“Board”	the board of Directors of the Company
“Company”	IIN International Limited
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM as amended, supplemented or otherwise modified from time to time
“General Mandate”	the general mandate to issue Shares of the Company which will be proposed to be granted to the Directors at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$” and “HK cent(s)”	Hong Kong dollars and cent(s) respectively, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 December 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Repurchases Code”	Hong Kong Code on Share Repurchases
“Repurchase Mandate”	the general mandate to repurchase Shares of the Company which will be proposed to be granted to the Directors at the Annual General Meeting
“SFC”	the Securities and Futures Commission of Hong Kong
“Shares”	share(s) of US\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America



IIN INTERNATIONAL LIMITED

國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

Executive Directors:

Wu Shu Min (*Chairman*)

Chang Xiao Hui (*Chief Executive Officer*)

Jin Feng

Li Jun Chao

Registered office:

Huntlaw Building

P.O. Box 2804

George Town

Grand Cayman

Cayman Islands

Non-executive Directors:

Leong Ka Cheong, Christopher

Chang Ye Min, William

Wang Qian (*alternate director to*

Leong Ka Cheong, Christopher)

*Head office and principal place
of business in Hong Kong:*

Unit 2201A,

22/F Bank of America Tower,

12 Harcourt Road,

Central, Hong Kong

Independent Non-executive Directors:

Liu Yang

Li Junlin

Jin Dunshen

4 January 2006

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the granting of the General Mandate and the Repurchase Mandate and the re-election of Directors and to give you notice of AGM at which ordinary resolutions will be proposed to consider, and if thought fit, approve at the AGM, among other matters, the granting of the General Mandate and the Repurchase Mandate and the re-election of Directors.

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 28 January 2005, ordinary resolutions were passed to grant to the Directors general unconditional mandates (i) to repurchase Shares of the Company on GEM or on any other exchange on which the Shares have been or may be listed and recognised for

* *For identification purposes only*

LETTER FROM THE BOARD

this purpose by the SFC and the Stock Exchange under the Repurchases Code, which does not exceed 10 per cent. of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution; and (ii) to allot, issue and otherwise deal with Shares of the Company up to the limit of 20 per cent. of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution. No Shares have been repurchased pursuant to the repurchase mandate granted.

These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company which will be held at K-2 Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong at 10:30 a.m. on 3 February 2006. At the AGM, ordinary resolutions will be proposed:

- (i) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares of the Company on GEM or on any other exchange on which the Shares have been or may be listed and recognised for this purpose by the SFC and the Stock Exchange under the Repurchases Code, which does not exceed 10 per cent. of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution to grant the Repurchase Mandate;
- (ii) to grant the General Mandate to the Directors to enable them to allot, issue and otherwise deal with Shares of the Company up to the limit of 20 per cent. of the aggregate nominal value of the issued share capital of the Company on the date of passing such resolution to grant the General Mandate; and
- (iii) to increase the number of Shares to be allotted, issued and dealt with under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the authorised share capital of the Company was US\$20,000,000 divided into 2,000,000,000 Shares, of which 1,543,160,470 Shares were in issue. There were 100,478,000 outstanding options under the Company's share option schemes, to subscribe up to 100,478,000 Shares.

On the basis of 1,543,160,470 existing Shares in issue as at the Latest Practicable Date, the Directors would be authorised to repurchase up to 154,316,047 Shares which represent 10 per cent. of the 1,543,160,470 existing Shares in issue as at the Latest Practicable Date.

In the event that all the options are exercised in full on or before 4:00 p.m. on Wednesday, 1 February 2006 from the holders of options granted under the Company's share option schemes, the number of Shares in issue will be increased to 1,643,638,470. On the basis of such figure (and assuming no Shares are purchased or further issued) the Directors would be authorised to repurchase up to 164,363,847 Shares which represent 10 per cent. of such 1,643,638,470 Shares.

The Repurchase Mandate allows the Company to make repurchase only during the period from the date of the passing of the relevant resolution until the earliest of the conclusion of next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held and the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of shareholders of the Company in general meeting.

LETTER FROM THE BOARD

In accordance with the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to renew the grant to the Directors of the Repurchase Mandate. Such explanatory statement is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Articles 86 and 87 of the Articles of Association of the Company, each of Mr. Chang Xiao Hui, Mr. Li Jun Chao, Mr. Chang Ye Min, William, Mr. Liu Yang, Mr. Li Junlin and Mr. Jin Dunshen would retire by rotation at the forthcoming Annual General Meeting. Each of them, being eligible, would offer himself for re-election. Details of Mr. Chang Xiao Hui, Mr. Li Jun Chao, Mr. Chang Ye Min, William, Mr. Liu Yang, Mr. Li Junlin and Mr. Jin Dunshen are set out in the Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 14 to 17 of this circular, ordinary resolutions will be proposed to approve the General Mandate and the Repurchase Mandate and to re-elect Directors of the Company.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Article 66 of the Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded for or against that resolution.

RECOMMENDATION

The Directors believe that an exercise of the General Mandate may enable the Company to take advantage of market conditions to raise additional capital for the Company and the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors consider that the granting of the Repurchase Mandate and the General Mandate and the re-election of the Directors to be proposed at the AGM are in the best interest of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
IIN INTERNATIONAL LIMITED
Wu Shu Min
Chairman

RESPONSIBILITY STATEMENT

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief:

1. the information contained in this document 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 document misleading; and
3. all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the proposed general mandate for repurchases of Shares to be passed by the Shareholders by an ordinary resolution at the Annual General Meeting.

(1) Reasons for Repurchases

The Directors believe that it is in the best interest of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

(2) Funding of Repurchases

The Directors wish to state that repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities and any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and articles of association and the laws of the Cayman Islands.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(3) Impact of Repurchases

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts for the year ended 30 September 2005) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) Exercise of the Repurchase Mandate

As at the Latest Practicable Date, the authorised share capital of the Company was US\$20,000,000 divided into 2,000,000,000 Shares, of which 1,543,160,470 Shares were in issue. There were 100,478,000 outstanding options under the Company's share option schemes, to subscribe up to 100,478,000 Shares.

On the basis of 1,543,160,470 existing Shares in issue as at the Latest Practicable Date, the Directors would be authorised to repurchase up to 154,316,047 Shares which represent 10 per cent. of the 1,543,160,470 existing Shares in issue as at the Latest Practicable Date.

In the event that all the options are exercised in full on or before 4:00 p.m. on Wednesday, 1 February 2006 from the holders of options granted under the Company's share option schemes, the number of Shares in issue will be increased to 1,643,638,470. On the basis of such figure (and assuming no Shares are repurchased or further issued) the Directors would be authorised to repurchase up to 164,363,847 Shares which represent 10 per cent. of such 1,643,638,470 Shares.

(5) Disclosure of Interest

Rule 13.11(2) of the GEM Listing Rules prohibit a company from knowingly repurchasing its shares on GEM from a connected person (as defined in the GEM Listing Rules) and a connected person is prohibited from knowingly selling his/her/its shares to the company on GEM.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders of the Company, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of the Shares.

(6) Directors' Undertaking

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the proposed resolution, if granted, in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the memorandum and articles of association of the Company.

(7) Share Repurchase made by the Company

No repurchases of Shares have been made by the Company during the six months (whether on GEM or otherwise) preceding the Latest Practicable Date.

(8) Takeovers Code Consequences

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Multico Holdings Limited ("Multico") held directly 362,948,350 Shares, representing approximately 23.52% of the issued share capital of the Company and Transpac Capital Pte Ltd. ("Transpac") held indirectly through Multico and Huiya South China Investments Limited, which are the wholly owned subsidiaries of Transpac, 371,988,350 Shares, representing 24.11% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares of the Company in accordance with the terms of the Repurchase Mandate, Multico's and Transpac's proportionate interests in the voting rights of the Company would respectively be increased to approximately 26.13% and 26.78% and Multico and Transpac would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code in this respect.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate. Moreover the Directors have no intentions to exercise the Repurchase Mandate to such an extent that would result in the level of shareholdings in the Company held by the public below the minimum public float as required under the GEM Listing Rules.

(9) Share Prices

The highest and lowest prices at which the Shares were traded on GEM during each of the twelve months from 1 December 2004 to 30 November 2005 and the period from 1 December 2005 up to the Latest Practicable Date were as follows:

Shares	Highest (HK\$)	Lowest (HK\$)
2004		
December	0.050	0.050
2005		
January	0.048	0.019
February	0.028	0.026
March	0.031	0.026
April	0.032	0.020
May	0.031	0.022
June	0.027	0.020
July	0.042	0.015
August	0.028	0.015
September	0.045	0.018
October	0.035	0.018
November	0.029	0.014
December (up to Latest Practicable Date)	0.022	0.015

The following are the particulars of the directors proposed to be re-elected at the AGM:

Mr. Chang Xiao Hui (“Mr. Chang”), aged 43, was appointed as executive Director of the Company on 28 January 2005. He is the President of the Marketing Department and the Vice President of the Group. Mr. Chang holds a Master’s degree in Management Engineering from Central South University (中南大學). Prior to joining the Group in April 2002, he had worked for Changsha Telecommunications Bureau for nearly 18 years during which he held positions of Deputy Director and Chief Engineer. During the past three years, Mr. Chang did not hold any directorship in any listed company.

There is a service contract entered into between Mr. Chang and the Group for an initial term of two years from 28 January 2005. The director’s emolument of Mr. Chang is HK\$240,000 per annum which is fixed with reference to market conditions and his duties and responsibilities with the Group. Mr. Chang does not have any relationship with any directors, senior management or management or substantial or controlling shareholders of the Company.

Mr. Chang was granted options to subscribe for 6,000,000 Shares which are exercisable during the period from 1 March 2002 to 21 December 2011 at an exercise price of HK\$0.475 per Share, and options to subscribe for 3,000,000 Shares which are exercisable during the period from 5 June 2003 to 21 December 2011 at an exercise price of HK\$0.078 per Share. Save as aforesaid, as at the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li Jun Chao (“Mr. Li”), aged 42, was appointed as executive Director of the Company on 28 January 2005. He is the PRC Finance Manager of the Group. Mr. Li graduated from Hunan College of Finance and Economic (湖南財經學院) majoring in financial management in 1988. Prior to joining the Group in June 2003, he had worked for Changsha Telecommunications Bureau, Hunan Posts and Telecommunications Administration (湖南省郵電管理局) as well as the Hunan Telecommunications Corporation (湖南電信公司) since December 1980. He has been working in the financial field since September 1985. During the past three years, Mr. Li did not hold any directorship in any listed company.

There is a service contract entered into between Mr. Li and the Group for an initial term of two years from 28 January 2005. The director’s emolument of Mr. Li is HK\$240,000 per annum which is fixed with reference to market conditions and his duties and responsibilities with the Group. Mr. Li does not have any relationship with any directors, senior management or management or substantial or controlling shareholders of the Company.

Mr. Li was granted options to subscribe for 2,000,000 Shares which are exercisable during the period from 5 June 2003 to 21 December 2011 at an exercise price of HK\$0.078 per Share. Save as aforesaid, as at the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chang Ye Min, William (“Mr. William Chang”), aged 57, has served as a Director of the Company since 14 December 1999. He was the President, the Chief Executive Officer and an authorized representative of the Company in the past few years. Mr. William Chang holds Bachelor’s and Master’s Degrees in Electrical Engineering from Carleton University in Canada and is a member of the Association of Professional Engineers of Ontario, Canada. Before joining the Group in November 1998, Mr. William Chang was President and Chief Operating Officer of Tricom Holdings Ltd., responsible for the overall

strategic planning of the company and for the company's business expansion into the PRC market. Before that, Mr. William Chang was the Vice President and General Manager of Mitel (Far East) Ltd. and had worked with Mitel Corporation of Canada for over 18 years. He held crucial positions in Mitel's headquarters in Canada and was a key member of the senior management team responsible for the company's research and development and new product strategy. Mr. William Chang has over 27 years' experience in the IT industry. During the past three years, Mr. William Chang did not hold any directorship in any listed company.

Pursuant to a letter of appointment dated 28 January 2005 between the Company and Mr. William Chang, he has been appointed as a non-executive Director for an initial period of two years from 28 January 2005. There is no emoluments provided for Mr. William Chang's appointment. Mr. William Chang's term of service as non-executive director is also subject to retirement by rotation and re-election under the Articles of Association of the Company. Mr. William Chang does not have any relationship with any directors, senior management or management or substantial or controlling shareholders of the Company.

Mr. William Chang was granted options to subscribe for 15,000,000 Shares which are exercisable during the period from 7 January 2000 to 6 January 2008 at an exercise price of HK\$0.150 per Share, options to subscribe for 5,000,000 Shares which are exercisable during the period from 23 May 2000 to 22 May 2008 at an exercise price of HK\$0.515 per Share, options to subscribe for 10,000,000 Shares which are exercisable during the period from 7 March 2002 to 21 December 2011 at an exercise price of HK\$0.465 per Share, and options to subscribe for 3,000,000 Shares which are exercisable during the period from 5 June 2003 to 21 December 2011 at an exercise price of HK\$0.078 per Share. As at the Latest Practicable Date, Mr. William Chang held 6,840,000 Shares representing 0.44% of the issue capital of the Company. Save as aforesaid, as at the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Liu Yang ("Mr. Liu"), aged 33, was appointed as the independent non-executive Director of the Company on 28 January 2005. He is a senior counsel of Beijing Seafront Law Office. Mr. Liu graduated from the University of International Business and Economics with a bachelor's degree in law in 1995, completed the post-graduate course of international trade law in the University Institute of European Studies, Turin Italy in 2001, and graduated from the University of California, Berkeley School of Law with a master's degree in law in 2003. Mr. Liu has obtained profound experiences in handling the international business projects, especially on foreign investment, international mergers and acquisitions, financing by overseas listing of domestic enterprises. He also had years of working experiences in Chinese central governmental authority in charge of foreign investment. Mr. Liu has participated in drafting the majority of China's laws and regulations with respect to foreign investment since 1995 and participated in the approval process for over 800 foreign investment projects in China. During the past three years, Mr. Liu did not hold any directorship in any listed company.

There is no service contract entered into between Mr. Liu and the Company. Pursuant to the Company's Articles of Association, Mr. Liu is subject to retirement by rotation and will be eligible for re-election at annual general meetings of the Company. Mr. Liu receives a Director's fee of HK\$96,000 per annum which is fixed with reference to market conditions and his duties and responsibilities with the Group. Mr. Liu does not have any relationship with any director, senior management or management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li Junlin, aged 41, was appointed as independent non-executive Director of the Company on 1 December 2005. He graduated from the former Hunan Province Post and Telecommunication Institute (湖南省郵電學校) in 1983 and acquired the professional qualification for an engineer in 1988. Mr. Li has over 22 years of working experience in post and telecommunications field. During the past three years, Mr. Li did not hold any directorship in any listed company.

There is no service contract entered into between Mr. Li and the Company. Pursuant to the Company's Articles of Association, Mr. Li is subject to retirement by rotation and will be eligible for re-election at annual general meetings of the Company. Mr. Li receives a Director's fee of HK\$96,000 per annum which is fixed with reference to market conditions and his duties and responsibilities with the Company. Mr. Li does not have any relationship with any director, senior management or management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Jin Dunshen, aged 51, was appointed as independent non-executive Director of the Company on 30 December 2005. He is one of the founders and was once a deputy director of Shanghai Chang Xin Certified Public Accountants Co. Ltd. Mr. Jin has been a certified public accountant in the PRC since 1994 and later a certified assets valuer in the PRC. During the past three years, Mr. Jin did not hold any directorship in any listed company.

There is no service contract entered into between Mr. Jin and the Company. Pursuant to the Company's Articles of Association, Mr. Jin is subject to retirement by rotation and will be eligible for re-election at annual general meetings of the Company. Mr. Jin receives a Director's fee of HK\$96,000 per annum which is fixed with reference to market conditions and his duties and responsibilities with the Company. Mr. Jin does not have any relationship with any director, senior management or management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Jin has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.



IIN INTERNATIONAL LIMITED

國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of IIN International Limited (the “Company”) will be held on Friday, 3 February 2006 at 10:30 a.m. at K-2 Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 30 September 2005 together with the reports of the directors of the Company (the “Directors”) and the auditors of the Company thereon.
2. To re-elect the retiring directors, Mr. Chang Xiao Hui and Mr. Li Jun Chao as executive Directors, Mr. Chang Ye Min, William as non-executive Director, Mr. Liu Yang, Mr. Li Jinlin and Mr. Jin Dunshen as independent non-executive Directors, and to authorise the board of Directors to fix their remuneration.
3. To re-appoint Grant Thornton, Certified Public Accountant as the auditors of the Company and to authorise the Directors to fix their remuneration.
4. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:
 - A. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), 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 share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

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- (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 pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of shares of the Company upon the exercise of existing warrants to subscribe for shares of the Company or the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority given to the Directors by this resolution is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company (“Shares”), or offer or issue of warrants, options or other securities giving rights to subscribe for 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 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 laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

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B. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined above) of all the powers of the Company to repurchase its shares on GEM or any other stock exchange on which the shares of the Company have been or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases for such purposes, and otherwise in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM as amended from time to time or that of any other stock exchange, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to procure the Company to repurchase its shares at such price as the Directors may at their discretion determine in accordance with all applicable laws and regulations;
- (c) the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” shall have the same meanings as ascribed to it under paragraph (d) of resolution numbered 4A of the notice convening this Annual General Meeting.”

- C. **“THAT** conditional upon the passing the resolutions numbered 4A and 4B as set out in the notice convening the Annual General Meeting, the aggregate nominal value of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with resolution numbered 4B shall be added to the aggregate nominal value of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution numbered 4A.”

By order of the Board
IIN International Limited
Wu Shu Min
Chairman

Hong Kong, 4 January 2006

As at the date hereof, the Board of Directors of the Company comprises Mr. Wu Shu Min, Mr. Jin Feng, Mr. Chang Xiao Hui and Mr. Li Jun Chao as executive Directors, Mr. Leong Ka Cheong, Christopher and Mr. Chang Ye Min, William as non-executive Directors, Mr. Liu Yang, Mr. Li Junlin and Mr. Jin Dunshen as independent non-executive Directors.

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Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the form of proxy shall be deemed to be revoked.
4. In relation to the proposed resolutions numbered 4(A) and 4(C) above, approval is being sought from the members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.
5. In relation to the proposed resolution numbered 4(B) above, the Directors wish to state that repurchases of shares of the Company will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.
6. The register of members of the Company will be closed from Thursday, 2 February 2006 to Friday, 3 February 2006, both days inclusive, during which period no transfer of shares of the Company can be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 1 February 2006.