



IIN INTERNATIONAL LIMITED
國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of IIN International Limited (the “**Company**”) will be held at 10:30 a.m. on Monday, 17 March 2008 at K-2 Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong for the purposes of considering and, if thought fit, passing with or without modifications the Resolutions below of the Company:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the acquisition agreement dated 21 December 2007 (“**Acquisition Agreement**”) entered into between Ever Sincere Investment Limited (“**Ever Sincere**”) as vendor, and II Networks International Limited, a subsidiary of the Company, as purchaser, in respect of the acquisition of the entire issued share capital of Beijing Enterprises Ever Source Limited, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;
- (b) (i) the creation and issue of the note certificate(s) (the “**Note Certificate(s)**”) by the Company in relation to the notes (the “**Convertible Notes**”) in the aggregate principal amount of up to HK\$204,000,000 pursuant to the terms of the Acquisition Agreement; (ii) the issue of the Convertible Notes pursuant to the Note Certificate(s); and (iii) the allotment and issue of new shares (“**Conversion Shares**”) of US\$0.01 each (subject to adjustment) in the capital of the Company upon the exercise of the conversion rights attached to the Convertible Notes be and are hereby approved; and the directors of the Company be and are hereby authorised to allot and issue the Convertible Notes and the Conversion Shares accordingly;
- (c) (i) the allotment and issue of 1,000,000,000 new shares of US\$0.01 each in the capital of the Company (“**Consideration Shares**”) to Ever Sincere subject to and in accordance with the terms and conditions of the Acquisition Agreement be and is hereby approved; and (ii) the directors of the Company be and are hereby authorised to allot and issue the Consideration Shares accordingly; and

- (d) the directors of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Acquisition Agreement, and all other documents in connection thereunder and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Acquisition Agreement and all other documents in connection thereunder which in their opinion is necessary or desirable to effect or implement any other matters referred to in this Resolution.”

2. “THAT:

- (a) the subscription agreement dated 21 December 2007 (“**Placing Agreement (AIG)**”) entered into between AIG Global Investment Corporation (Asia) Limited and the Company in respect of the placing of 400,000,000 new shares of US\$0.01 each in the share capital of the Company (“**Placing Shares (AIG)**”), a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;
- (b) (i) the allotment and issue of the Placing Shares (AIG) subject to and in accordance with the terms and conditions of the Placing Agreement (AIG) be and is hereby approved; and (ii) the directors of the Company be and are hereby authorised to allot and issue the Placing Shares (AIG) accordingly;
- (c) the directors of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Placing Agreement (AIG) and all other documents in connection thereunder and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Placing Agreement (AIG) and all other documents in connection thereunder which in their opinion is necessary or desirable to effect or implement any other matters referred to in this Resolution.”

3. “THAT:

- (a) the subscription agreement dated 21 December 2007 (“**Placing Agreement (VPL)**”) entered into between Value Partners Limited and the Company in respect of the placing of 400,000,000 new shares of US\$0.01 each in the share capital of the Company (“**Placing Shares (VPL)**”), a copy of which has been produced to the meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification, and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;

- (b) (i) the allotment and issue of the Placing Shares (VPL) subject to and in accordance with the terms and conditions of the Placing Agreement (VPL) be and is hereby approved; and (ii) the directors of the Company be and are hereby authorised to allot and issue the Placing Shares (VPL) accordingly;
- (c) the directors of the Company be and are hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Placing Agreement (VPL) and all other documents in connection thereunder and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Placing Agreement (VPL) and all other documents in connection thereunder which in their opinion is necessary or desirable to effect or implement any other matters referred to in this Resolution.”

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

Hong Kong, 29 February 2008

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company 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 meeting or any adjournment thereof.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. As at the date of this notice, the Board comprises Mr. Wu Shu Min, Mr. Xu Zhi Feng and Mr. Fu Hui Zhong as executive Directors, Mr. Liu Yang and Mr. Jin Dunshen as independent non-executive Directors.

This announcement, 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 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 notice will remain on the “Latest Company Announcement” page on the GEM website at www.hkgem.com for at least 7 days from the date of publication and on the website of the Company at www.iini.com.

** For identification purposes only*