

Appendix 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, 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 information sheet.

Company name : IIN International Limited

Stock code (ordinary shares): 8128

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company 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"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 June 2006.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 30th November, 2001

Name of Sponsor(s) : -

Names of directors : *Executive Directors* – Wu Shu Min,
Non-executive Directors – Yukihiro Izutsu
Independent Non-executive Directors – Liu Yang, Li Junlin
and Mr. Jin Dunshen

Name(s) of substantial shareholder(s)
(as such term is defined in rule 1.01 of the
GEM Listing Rules) and their respective
interests in the ordinary shares and other
securities of the Company :

Shareholder	No. of Shares	% in Interests
Transpac Capital Pte Ltd*	371,988,350	22.85
Transpac Nominees Pte Ltd*	371,988,350	22.85
Multico Holdings Limited*	362,948,350	22.29

* *Multico Holdings Limited and Huiya South China Investments Limited held 362,948,350 and 9,040,000 shares respectively and the sole shareholder of Multico Holdings Limited and Huiya South China Investments Limited is Transpac Nominees Pte Ltd which in turn is a wholly-owned subsidiary of Transpac Capital Pte Ltd. Both of Transpac Nominees Pte Ltd and Transpac Capital Pte Ltd therefore have an indirect interest in the Company through Multico Holdings Limited and Huiya South China Investments Limited.*

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company : N/A

Financial year end date : 30 September

Registered address : Huntlaw Building, P.O. Box 2804, George Town, Grand Cayman, Cayman Islands

Head office and principal
place of business : Unit 2201A, 22/F, Bank of America Tower, 12 Harcourt Road,
Central, Hong Kong

Web-site address (if applicable) : www.iini.com

Share registrar : *Cayman Islands principal share registrar and transfer office:*
Bank of Butterfield International (Cayman) Limited
P.O. Box 705, Butterfield House, Fort Street, George Town,
Grand Cayman, British West Indies, Cayman Islands

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's
Road East, Hong Kong

Auditors : Grant Thornton

B. Business activities

The Group, established in 1997, is a network solution provider in the PRC, engaging principally in providing network solutions to the PRC telecommunications service providers (primarily fixed line, mobile and data communications operators). The services provided by the Group to the PRC telecommunications service providers are network infrastructure solutions and network management solutions. The Group also provides network solutions to customers in other market sectors in the PRC, focusing on governmental and enterprise projects. Network infrastructure solution provided by the Group is a total solution for setting up telecommunications network infrastructures which include the design and implementation of network access, transmission and backbone infrastructures. Network management solutions provided by the Group are used by the PRC telecommunications service providers to monitor the effective and efficient functioning of their telecommunications networks.

C. Ordinary shares

Number of ordinary shares in issue : 1,628,160,470

Par value of ordinary shares in issue : US\$0.01

Board lot size (in number of shares) : 8,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants : N/A

E. Other securities : Pursuant to the Pre-IPO Option Plan adopted by the Company on 7th January, 2000, options to subscribe for an aggregate 79,600,000 Shares with an exercise price of either HK\$0.15 or HK\$0.515 per Share were granted. The Pre-IPO Option Plan shall be valid and effective for a period of eight years commencing from 7th January, 2001, the date the plan was adopted.

As of the date of this document, there are totally 1,216,000 share options exercised and the same numbers of shares were issued pursuant to the Pre-IPO Option Plan.

Pursuant to a Share Option Scheme adopted by the Company on 22nd November, 2001 (the "Scheme"), options to subscribe for an aggregate 58,000,000 Shares (with exercise price of HK\$0.475 per Share), 40,000,000 Shares (with exercise price of HK\$0.465 per Share) and 48,000,000 Shares (with exercise price of HK\$0.078 per Share) were granted. The Scheme shall be valid and effective for a period of ten years commencing from 22nd November, 2001, the date the Scheme was adopted.

As of the date of this document, there's no option exercised pursuant to the Scheme.

Save for the above, the Company has no other securities listed on the GEM or the Main Board or any other stock exchanges.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Wu Shu Min

Yukihiko Izutsu

Liu Yang

Li Junlin

Jin Dunshen