

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
ON DECEMBER 2, 2005**

The Annual General Meeting of Shareholders of Ninetowns Digital World Trade Holdings Limited (the "Company") will be held at 2:00 p.m. on December 2, 2005 at Plaza Conference Centre, 5/F, China Life Tower, No.16 Chaowai Street, Chaoyang District, Beijing for the following purposes:

1. to authorize the board of directors of the Company (the "Board") to appoint, without further ratification, Deloitte Touche Tohmatsu as the Company's independent auditors for the fiscal year ending December 31, 2005 and to fix the remuneration of Deloitte Touche Tohmatsu for such services;
2. to adopt the audited statement of accounts and report of the auditors for the fiscal year ended December 31, 2004;
3. to approve the Board's compensation for the fiscal year ended December 31, 2004 and delegate authority to the compensation committee of the Board to fix the remuneration of the Board for the fiscal year ending December 31, 2005;
4. to approve and adopt amendments to the 2004 Share Option Plan;
5. to approve and adopt the 2006 Share Incentive Plan; and
6. to transact such other businesses as may be brought properly before the meeting.

In accordance with the articles of association of the Company, shareholders of record at the close of business on November 2, 2005 will be entitled to notice of, and to vote at, the meeting.

Please follow the instructions on the enclosed proxy card and kindly mark, sign and date the enclosed proxy card and return it promptly.

Copies of the Company's annual report for the fiscal year ended December 31, 2004, the Amended and Restated 2004 Share Option Plan and the 2006 Share Incentive Plan may be viewed at our website at www.ninetowns.com/english.