

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
ON SEPTEMBER 15, 2006**

The Annual General Meeting of Shareholders of Ninetowns Digital World Trade Holdings Limited (the "Company") will be held at 2:00 p.m. on September 15, 2006 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, 2006 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, 2005;
3. to approve the Board's compensation for the fiscal year ended December 31, 2005 and delegate authority to the compensation committee of the Board to fix the remuneration of the Board for the fiscal year ending December 31, 2006;
4. to approve and adopt the Amended and Restated Memorandum and Articles of Association, subject to the approval of the Registrar of Companies in the Cayman Islands;
5. subject to the approval of the Registrar of Companies in the Cayman Islands, to approve the change of the English name of the Company to "Ninetowns Internet Technology Group Company Limited" and the Chinese name of the Company to "九城網絡技術集團有限公司"; 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 July 21, 2006 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, 2005 and the Amended and Restated Memorandum and Articles of Association may be viewed at our website at www.ninetowns.com/english.