

NINETOWNS DIGITAL WORLD TRADE HOLDINGS LIMITED

**PROXY STATEMENT
FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 15, 2006**

This proxy statement is furnished by Ninetowns Digital World Trade Holdings Limited (the "Company"), in connection with the solicitation by the Company's board of directors (the "Board") of proxies to be voted at the annual general ordinary shareholders' meeting to be held on Friday, September 15, 2006 at 2:00 p.m., or any adjournment or postponement thereof (the "Annual General Meeting").

**PROPOSAL NUMBER ONE
APPOINTMENT OF AUDITORS**

The shareholders are requested to authorize the Board, without further ratification, to appoint Deloitte Touche Tohmatsu as the Company's independent auditors to audit the Company's financial statements for the fiscal year ending December 31, 2006 and to fix the remuneration of Deloitte Touche Tohmatsu for such services.

Vote Required and the Board's Recommendation

The affirmative vote of a majority of the ordinary shares present in person or by proxy at the Annual General Meeting and voting on the proposal is required for the approval of this proposal for the authorization of the Board to appoint, without further ratification, Deloitte Touche Tohmatsu as the Company's independent auditors for the fiscal year ending December 31, 2006.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE AUTHORIZATION OF
THE BOARD TO APPOINT, WITHOUT FURTHER RATIFICATION,
DELOITTE TOUCHE TOHMATSU AS THE COMPANY'S INDEPENDENT AUDITORS
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.**

**PROPOSAL NUMBER TWO
ADOPTION OF AUDITED STATEMENT OF ACCOUNTS
AND REPORT OF THE AUDITORS**

The full text of the audited statement of accounts and the report of the auditors for the fiscal year ended December 31, 2005 has been presented to the shareholders. The Board recommends that the shareholders adopt the audited statement of accounts and the report of the auditors for the fiscal year ended December 31, 2005 as presented to the shareholders along with this proxy statement.

Vote Required and the Board's Recommendation

The affirmative vote of a majority of the ordinary shares present in person or by proxy at the Annual General Meeting and voting on the proposal is required for the adoption of the audited statement of accounts and report of the auditors for the fiscal year ended December 31, 2005.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ADOPTION OF THE
AUDITED STATEMENT OF ACCOUNTS AND REPORT OF THE AUDITORS FOR THE
FISCAL YEAR ENDED DECEMBER 31, 2005.**

**PROPOSAL NUMBER THREE
APPROVAL OF BOARD COMPENSATION**

The Board has recommended that the aggregate compensation for the Board for the fiscal year ended December 31, 2005 be RMB2,870,000 and to further delegate authority to the compensation committee of the Board to fix the remuneration of the Board for the fiscal year ending December 31, 2006.

Vote Required and the Board's Recommendation

The affirmative vote of a majority of the ordinary shares present in person or by proxy at the Annual General Meeting and voting on the proposal is required for the approval of the Board's compensation for the fiscal year ended December 31, 2005 and the delegation of authority to the compensation committee of the Board to fix the remuneration of the Board for the fiscal year ending December 31, 2006.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE PROPOSED AGGREGATE COMPENSATION FOR THE BOARD FOR THE FISCAL YEAR ENDED DECEMBER 31, 2005 AND THE DELEGATION OF AUTHORITY TO THE COMPENSATION COMMITTEE OF THE BOARD TO FIX THE REMUNERATION OF THE BOARD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2006.

**PROPOSAL NUMBER FOUR
APPROVAL AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF THE COMPANY**

Our Amended and Restated Memorandum and Articles of Association (the “Articles”) was adopted by the Board in 2004. The Board proposes to amend the Articles to adopt certain anti-takeover measures, including granting of certain rights to the Board to issue a new class of shares and to fix the designations, powers, preferences and all other rights attached to such new class of shares without shareholders’ approval, election and removal of directors and subject to the approval of the Registrar of Companies in the Cayman Islands, change of the name of the Company. The full text of the Amended and Restated Memorandum and Articles of Association as proposed is set forth as Appendix A to this proxy statement.

Vote Required and the Board’s Recommendation

The affirmative vote of not less than two-thirds of the ordinary shares present in person or by proxy at the Annual General Meeting and voting on the proposal is required for the approval and adoption of the Amended and Restated Memorandum and Articles of Association of the Company.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL AND
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF
ASSOCIATION OF THE COMPANY.**

**PROPOSAL NUMBER FIVE
APPROVAL OF CHANGE OF COMPANY NAME**

The Board proposes to change 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”, subject to the approval of the Registrar of Companies in the Cayman Islands.

Vote Required and the Board’s Recommendation

The affirmative vote of not less than two-thirds of the ordinary shares present in person or by proxy at the Annual General Meeting and voting on the proposal is required for the approval of change of the name of the Company.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF CHANGE OF THE NAME OF THE COMPANY, SUBJECT TO THE APPROVAL OF THE REGISTRAR OF COMPANIES IN THE CAYMAN ISLANDS.