

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

**PROXY STATEMENT
FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 10, 2012**

This proxy statement is furnished by Ninetowns Internet Technology Group Company 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 Monday, December 10, 2012 at 11:00 a.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 GHP Horwath, P.C. as the Company's independent auditors to audit the Company's financial statements for the fiscal year ending December 31, 2012 and to fix the remuneration of GHP Horwath, P.C. 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, GHP Horwath, P.C. as the Company's independent auditors for the fiscal year ending December 31, 2012 and to fix the remuneration of GHP Horwath, P.C. for such services.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE AUTHORIZATION OF THE
BOARD TO APPOINT, WITHOUT FURTHER RATIFICATION,
GHP HORWATH, P.C. AS THE COMPANY'S INDEPENDENT AUDITORS
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012 AND TO FIX THE REMUNERATION
OF GHP HORWATH, P.C. FOR SUCH SERVICES.**

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, 2011 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, 2011 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, 2011.

**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, 2011.**

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, 2011 be RMB 2,877,017 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, 2012.

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, 2011 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, 2012.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE
PROPOSED AGGREGATE COMPENSATION FOR THE BOARD FOR THE FISCAL YEAR
ENDED DECEMBER 31, 2011 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, 2012.**