

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON May 29, 2014

Dear Shareholder:

Notice is hereby given that an extraordinary general meeting of the shareholders of Ninetowns Internet Technology Group Company Limited (the "Company") will be held on May 29, 2014 at 10:00 a.m. (Hong Kong time) at 22nd Floor, Bank of China Tower, 1 Garden Road, Hong Kong.

Only registered holders of ordinary shares of the Company (the "Shares") at the close of business on May 16, 2014 or their proxy holders or corporate representatives are entitled to vote at this extraordinary general meeting or any adjournment thereof. At the meeting, you will be asked to consider and vote upon the following:

- **AS SPECIAL RESOLUTIONS**

THAT the agreement and plan of merger dated January 29, 2014 (the "merger agreement"), among Ninetowns Holdings Limited ("Parent"), Ninetowns Merger Sub Limited ("Merger Sub") and the Company (a copy of which is attached as Annex A to the proxy statement accompanying this notice of extraordinary general meeting and will be produced and made available for inspection at the extraordinary general meeting), and the transactions contemplated by the merger agreement, including the merger, be and are hereby approved;

THAT the directors and officers of the Company be and are hereby authorized to do all things necessary to give effect to the merger agreement; and, if necessary,

- as an ordinary resolution

THAT the chairman of the extraordinary general meeting be instructed to adjourn the extraordinary general meeting in order to allow the Company to solicit additional proxies in the event that there are insufficient proxies received at the time of the extraordinary general meeting to pass the special resolutions to be proposed at the extraordinary general meeting.

A list of the shareholders of the Company will be available at its principal executive offices at 22nd Floor, Building No. 1, Capital A Partners, No. 20 Gong Ti East Road, Chaoyang District, Beijing 100020, People's Republic of China, during ordinary business hours for the two business days immediately prior to the extraordinary general meeting.

If you own American depositary shares of the Company ("ADSs"), each representing one Share, you cannot vote at the extraordinary general meeting directly, but you may instruct the ADS depositary (as the holder of the Shares underlying the ADSs) how to vote the Shares underlying your ADSs. The ADS depositary must receive such instructions no later than 12:00 p.m. (New York City time) on May 23, 2014 in order to vote the underlying Shares at the extraordinary general meeting. Alternatively, you may vote at the extraordinary general meeting if you surrender your ADSs to the ADS depositary, pay the ADS depositary's fees required for the cancellation of the ADSs and provide instructions for the registration of the corresponding Shares before the close of business in New York City on May 14, 2014, and become a holder of Shares by the close of business in the Cayman Islands on May 16, 2014. In addition, if you hold your ADSs through a financial intermediary such as a broker, you must rely on the procedures of the financial intermediary through which you hold your ADSs if you wish to vote at the extraordinary general meeting.

After careful consideration, the Company's board of directors (a) determined that the merger, on the terms and subject to the conditions set forth in the merger agreement, is procedurally fair to, and in the best interests of, the Company and its unaffiliated shareholders and unaffiliated ADS holders, and declared it advisable to enter into the merger agreement, (b) approved the execution, delivery and performance by the Company of the merger agreement and the transactions contemplated thereby, including the merger, and (c) directed that the merger agreement and the merger be submitted to shareholders and ADS holders at the extraordinary general meeting.

In addition, after careful consideration, the Company's board of directors (which, after excluding the Company's independent directors who were present but abstained from voting, consisted only of Mr. Shuang Wang, the chief executive officer of the Company, and Mr. Kin Fai Ng, a senior vice president and company secretary of the Company, who are members of the Consortium) (a) determined that the merger, on the terms and subject to the conditions

set forth in the merger agreement, is substantively and procedurally fair to the Company and its unaffiliated shareholders and unaffiliated ADS holders and (b) recommended that the Company's shareholders vote FOR the authorization and approval of the merger agreement and the transactions contemplated thereby, including the merger.

Pursuant to the terms of the merger agreement and a voting and subscription agreement, dated January 29, 2014, by and among Parent and certain shareholders of the Company, the Consortium members have agreed to vote 10,784,871 Shares held by them, representing 28.2% of the total outstanding Shares as of the date of the accompanying proxy statement, in favor of the proposal to approve the merger agreement and the transactions contemplated thereby, including the merger.

The merger cannot be completed unless the merger agreement and the transactions contemplated by the merger agreement, including the merger, are approved by (i) an affirmative vote of shareholders representing two-thirds or more of the Shares present and voting in person or by proxy as a single class at the extraordinary general meeting of shareholders of the Company, and (ii) an affirmative vote of shareholders representing a majority of the Shares other than the Rollover Shares (as defined in the accompanying proxy statement) present and voting in person or by proxy at the extraordinary general meeting of shareholders of the Company.

Even if you plan to attend the extraordinary general meeting in person, we request that you submit your proxy in accordance with the instructions set forth on the proxy card as promptly as possible. The deadline to lodge your proxy card is May 27, 2014 at 9:00 a.m. (Hong Kong time). The proxy card is the "instrument of proxy" as referred to in the Company's amended and restated articles of association. Voting at the extraordinary general meeting will take place by poll voting as the chairman of the Company's board of directors has undertaken to demand poll voting at the meeting. On a poll, each shareholder has one vote for each Share held as of the close of business on May 16, 2014.

Completing the proxy card in accordance with the instructions set forth on the proxy card will not deprive you of your right to attend the extraordinary general meeting and vote your Shares in person. Please note, however, that if your Shares are registered in the name of a broker, bank or other nominee and you wish to vote at the extraordinary general meeting in person, you must obtain from the record holder a proxy issued in your name.

If you receive more than one proxy card because you own Shares that are registered in different names, please vote all of your Shares shown on each of your proxy cards in accordance with the instructions set forth on each such proxy card.

When proxies are properly dated, executed and returned by holders of Shares, the Shares they represent will be voted at the extraordinary general meeting in accordance with the instructions of the holders. If proxies are properly dated, executed and returned by holders of Shares and no specific instructions are given by such holders, the Shares will be voted "FOR" the proposals and in the proxy holder's discretion as to other matters that may properly come before the extraordinary general meeting. Abstentions by holders of Shares are included in the determination of the number of Shares present and voting but are not counted as votes for or against a proposal. Broker non-votes not represented at the extraordinary general meeting will not be counted towards a quorum or for any purpose in determining whether the proposal is approved.

If you elect to dissent from the merger, you will have the right to seek appraisal and payment of the fair value of your Shares if the merger is completed, but only if you deliver to the Company, before the vote to approve the merger is taken, a written objection to the merger and subsequently comply with all procedures and requirements of Section 238 of the Cayman Islands Companies Law for the exercise of appraisal rights, which is attached as Annex B to the accompanying proxy statement. The fair value of your Shares as determined under that statute could be more than, the same as, or less than the merger consideration you would receive pursuant to the merger agreement if you do not exercise appraisal rights with respect to your Shares.

ADS HOLDERS WILL NOT HAVE THE RIGHT TO SEEK APPRAISAL AND PAYMENT OF THE FAIR VALUE OF THE SHARES UNDERLYING THEIR ADSs. THE ADS DEPOSITARY WILL NOT ATTEMPT TO PERFECT ANY DISSENTERS' RIGHTS WITH RESPECT TO ANY OF THE SHARES THAT IT HOLDS, EVEN IF AN ADS HOLDER REQUESTS THE ADS DEPOSITARY TO DO SO. ADS HOLDERS WISHING TO EXERCISE APPRAISAL RIGHTS MUST SURRENDER THEIR ADSs TO THE ADS DEPOSITARY, PAY THE ADS DEPOSITARY'S FEES REQUIRED FOR THE CANCELLATION OF THE ADSs AND PROVIDE INSTRUCTIONS FOR THE REGISTRATION OF THE

CORRESPONDING SHARES BEFORE THE CLOSE OF BUSINESS IN NEW YORK CITY ON MAY 14, 2014, AND BECOME REGISTERED HOLDERS OF SHARES BY THE CLOSE OF BUSINESS IN THE CAYMAN ISLANDS ON MAY 16, 2014. THEREAFTER, SUCH FORMER ADS HOLDERS MUST COMPLY WITH THE PROCEDURES AND REQUIREMENTS FOR EXERCISING APPRAISAL RIGHTS WITH RESPECT TO THE SHARES UNDER SECTION 238 OF THE CAYMAN ISLANDS COMPANIES LAW.

PLEASE DO NOT SEND YOUR SHARE CERTIFICATES AT THIS TIME. IF THE MERGER IS COMPLETED, YOU WILL BE SENT INSTRUCTIONS REGARDING THE SURRENDER OF YOUR SHARE CERTIFICATES.

If you have any questions or need assistance voting your Shares, please call MacKenzie Partners, Inc., the firm assisting us with this proxy solicitation, at +1(212) 929-5500 (collect call) or toll free at +1(800) 322-2885.

The merger agreement and the merger are described in the accompanying proxy statement. A copy of the merger agreement is included as Annex A to the accompanying proxy statement. We urge you to read the entire proxy statement carefully.

Notes:

1. Where there are joint holders of any Share any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall be deemed joint holders thereof.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his duly authorized attorney in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. A proxy need not be a member (registered shareholder) of the Company.
4. A proxy card that is not deposited in the manner permitted or at least 48 hours before the time of the extraordinary general meeting shall be invalid.
5. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at its office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) at least two hours before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ Shuang Wang

Director and Chief Executive Officer

April 29, 2014