

21 January 2010

facsimile

To: ASX Company Announcements Platform
Fax no: 1300 135 638
From: Jason Ong, Director of AsiaInfo
No. of pages (inclusive): 6

Notice of Change of Interests of Substantial Holder

Please find attached a Notice of change of interests of substantial holder for AsiaInfo International Pte Ltd.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Powerlan Limited

ACN/ARSN 057 345 785

1. Details of substantial holder (1)

Name AsialInfo International Pte Ltd

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 15/01/2010
The previous notice was given to the company on 23/12/2009
The previous notice was dated 22/12/2009

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	14,497,410	17.57%	14,895,395	18.01%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/01/2010	AsialInfo International Pte Ltd	Became associated with Alpha Growth International (Australia) Pty Ltd which announced a takeover offer for Powerlan Limited on 15/01/2010. Became associated with the following associates of Alpha Growth International (Australia) Pty Ltd – Talrink Pty Ltd, Lim Cheng Hock and Jason Ong Ka Lu (note also AsialInfo International Pte Ltd's prior association with Lim Cheng Hock and Jason Ong Ka Lu pursuant to a voting rights agreement over their Powerlan Limited shares)	Nil	14,895,395	18.01%

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes

Lim Cheng Hock	Lim Cheng Hock	Lim Cheng Hock	Association with Alpha Growth International (Australia) Pty Ltd and its associates	7,248,705 ORD	8.78%
Jason Ong Ka Lu	Jason Ong Ka Lu	Jason Ong Ka Lu	Association with Alpha Growth International (Australia) Pty Ltd and its associates	7,248,705 ORD	8.78%
Talrink Pty Ltd	Talrink Pty Ltd	Talrink Pty Ltd	Association with Alpha Growth International (Australia) Pty Ltd and its associates	397,985 ORD	0.482%
AsialInfo International Pte Ltd	N/A	N/A	Association with Alpha Growth International (Australia) Pty Ltd and its associates (AsialInfo International Pte Ltd, Lim Cheng Hock and Jason Ong Ka Lu have entered into a voting rights agreement in respect of Lim Cheng Hock's and Jason Ong Ka Lu's Powerlan Limited shares)	N/A	N/A

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Alpha Growth International (Australia) Pty Ltd	AsialInfo International Pte Ltd, Lim Cheng Hock and Jason Ong Ka Lu have entered into a voting rights agreement whereby Lim Cheng Hock and Jason Ong Ka Lu agree to vote their Powerlan Limited shares in favour of any investment offer for Powerlan Limited made by AsialInfo International Pte Ltd. The voting rights agreement replaced the option agreement referred to in the Form 603 lodged by AsialInfo International Pte Ltd on 23 December 2009. Lim Cheng Hock and Jason Ong Ka Lu are associates of Alpha Growth International (Australia) Pty Ltd
Lim Cheng Hock	Association with Alpha Growth International (Australia) Pty Ltd
Jason Ong Ka Lu	Association with Alpha Growth International (Australia) Pty Ltd
Talrink Pty Ltd	Association with Alpha Growth International (Australia) Pty Ltd
AsialInfo International Pte Ltd	Association with Alpha Growth International (Australia) Pty Ltd

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Alpha Growth International (Australia) Pty Ltd	Level 26, 52 Martin Place, Sydney NSW 2000
Talrink Pty Ltd	4 Dilboong Place, Chisholm, ACT 2905
Lim Cheng Hock	128 Marsiling Rise #03-256, Singapore 730128
Jason Ong Ka Lu	21 Mount Sinai Avenue, Singapore 277165
Alpha Growth International Pte Ltd	112 Robinson Road #12-03 Singapore 068902

Signature

print name Jason Ong Ka Lu

capacity Director

sign here



date

20/11/2010

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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VOTING RIGHTS AGREEMENT

THIS VOTING RIGHTS AGREEMENT is made the 4th day of January Two Thousand and Ten (2010)

Among

LIM CHENG HOCK of Apt Blk 128 Marsiling Rise #03-256, Singapore 730128 (hereinafter referred to as "**JOHNNY**"),

JASON ONG KA LU of 21 Mount Sinai Ave Singapore 277165 (hereinafter referred to as "**JASON**")

and

ASIAINFO INTERNATIONAL PTE LTE of 112 Robinson Road #12-03 Singapore 068902 (hereinafter referred to as "**AISG**")

WHEREAS

- (1) Each of **JOHNNY** and **JASON** is an individual shareholders of Powerlan Limited (hereinafter referred to as "Powerlan") each having 7,248,705 shares of Powerlan. **JOHNNY** and **JASON** are also directors of **AISG** and are interested in acquiring, in conjunction with **AISG**, a combined equity stake in Powerlan of 50% or above.
- (2) **AISG**, a subsidiary of AsialInfo Holdings, Inc. with registered office in Singapore, is interested in investing in Powerlan and acquire control of 50% and above of the issued and outstanding shares of Powerlan.

NOW, THEREFORE, the parties agreed as follows:-

1. VOTE IN FAVOR OF AISG OFFER FOR POWERLAN

1.1 **JOHNNY** and **JASON** hereby agree to vote in favor of any **AISG's** investment offer in Powerlan should **AISG** decide to proceed with an investment in Powerlan.

1.2 This agreement will expire and terminate automatically on 31st Dec 2010 or earlier through mutual agreement of the parties.



Lim Cheng Hock



Jason Ong Ka Lu

AsiaInfo International Pte Ltd