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## **CAPINFO COMPANY LIMITED\***

### **首都信息發展股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 8157)*

## **NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting (the “**Domestic Share Class Meeting**”) of holders of Domestic Shares (the “**Domestic Shareholders**”) of Capinfo Company Limited (the “**Company**”) will be held at Conference Room, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China on Tuesday, 30 March 2010 at 11:00 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting and the class meeting of holders of H shares of the Company).

### **SPECIAL RESOLUTIONS**

1. “**THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the circular of the Company dated 11 February 2010), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) to the main board (the “**Main Board**”) of the Hong Kong Stock Exchange, be and is hereby approved;
- (b) the board of directors (the “**Board**”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as it thinks necessary, desirable or expedient to effect and implement the Transfer of Listing (the “**Authorization**”), including but not limited to:
  - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission for the Transfer of Listing;
  - (ii) determining the timetable thereof;

\* *For identification purposes only*

- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and
  - (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;
- (c) Dr. Li Minji, the chairman of the Board, be and is hereby approved to be delegated the Authorization from the Board (the “**Delegation**”);
- (d) the validity of the resolution approving the Transfer of Listing, the Authorization and the Delegation to be one year, commencing on the date of the passing of the same by shareholders at the EGM.”

2. “**THAT**

- (a) subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendment (as defined and described in the circular of the Company dated 11 February 2010) be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as it thinks necessary, desirable or expedient to give effect to the Articles Amendment, including but not limited to applying for approval of the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require;
- (c) Dr. Li Minji, the chairman of the Board, be and is hereby approved to be delegated the Authorization from the Board.”

By Order of the Board  
**CAPINFO COMPANY LIMITED\***  
首都信息發展股份有限公司  
**Dr. Li Minji**  
*Chairman*

11 February 2010  
Beijing, the People’s Republic of China

*Notes:*

- (i) The register of shareholders of the Company will be closed from Monday, 1 March 2010 to Tuesday, 30 March 2010 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of shareholders of the Company at 4:30 p.m. on Friday, 26 February 2010 are entitled to attend and vote at the extraordinary general meeting and the respective class meeting of the Company.
- (ii) Any shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the Domestic Shareholders Class Meeting on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the legal address of the Company not less than 24 hours before the time for holding the Domestic Shareholders Class Meeting or any adjournment thereof.
- (iv) Domestic Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (v) Domestic Shareholders who intend to attend the Domestic Shareholders Class Meeting shall complete and return the reply slip for attending the meeting by hand or by post to the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on or before Wednesday, 10 March 2010.
- (vi) The Domestic Shareholders Class Meeting is not expected to take more than half a day. Domestic Shareholders or their proxies attending the Domestic Shareholders Class Meeting shall be responsible for their own travel and accommodation expenses.

*This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (i) the information contained in this notice is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*As of the date hereof, the executive director of the Company is Dr. Wang Xu; the non-executive directors of the Company are Dr. Li Minji, Ms. Sun Jing, Ms. Li Zhi, Mr. Pan Jiaren, Mr. Cao Jun, Mr. Qi Qigong, Ms. Lu Xiaobing and the independent non-executive directors of the Company are Mr. Chen Jing, Dr. Wang Huacheng and Mr. Gong Zhiqiang.*

*This notice will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Notices” page for at least 7 days from the*