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CAPINFO
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司

(a joint stock limited company established in the People's Republic of China with limited liability)
(Stock code: 1075)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Capinfo Company Limited (the “Company”) will be held at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Friday, 9 May 2014 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise defined, capitalised items used in this notice have the same meanings as those defined in the announcement of the Company dated 21 March 2014.

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the Conditional Undertaking (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the Proposed Disposal be and is hereby approved and confirmed;
- (c) the Directors be and are hereby authorised and granted the Proposed Mandate; and
- (d) any one or more Directors be and is/are hereby authorised to do all such acts and things and execute all such documents and take such steps which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implement and/or giving effect to the Conditional Undertaking, the Proposed Disposal, the Proposed Mandate and the transactions contemplated thereunder.”

CIRCULAR

A circular containing further information in respect of, among other things, the Conditional Undertaking, the Proposed Disposal and the Proposed Mandate will be despatched to the Shareholders as soon as practicable which is expected to be on or before 11 April 2014.

By Order of the Board
CAPINFO COMPANY LIMITED*
Xu Zhe
Chairman

Beijing, the PRC, 21 March 2014

Notes:

1. The register of members of the Company will be closed from Wednesday, 9 April 2014 to Friday, 9 May 2014 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's office at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC (for holders of domestic shares of the Company) not later than 4:30 p.m. on Tuesday, 8 April 2014.
2. Any shareholder entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. 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 Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's office at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time for holding the EGM or any adjournment thereof.
4. Shareholders and their proxies should produce identity proof when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the EGM.
5. Shareholders who intend to attend the EGM shall complete and return the reply slip for attending the meeting by hand or by post (for holders of H shares of the Company) to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or (for holders of domestic shares of the Company) to the Company's office at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC on or before Thursday, 17 April 2014.
6. The EGM is not expected to last for more than half a day. Shareholders and their proxies shall be responsible for their own traveling and accommodation expenses.
7. As at the date of this notice, the executive director of the Company is Dr. Wang Xu; the non-executive directors of the Company are Mr. Xu Zhe, Ms. Zhang Kaihua, Mr. Lu Lei, Mr. Pan Jiaren, Mr. Shi Hongyin, Ms. Hu Sha and Mr. Wang Zhuo, and the independent non-executive directors of the Company are Mr. Chen Jing, Ms. Zhou Liye, Mr. Zeng Xianggao and Mr. Gong Zhiqiang.

* *For identification purposes only*