



## 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: 8157)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“Extraordinary General Meeting”) 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 20 June 2008 at 10:00 a.m. for the following purposes:

“**THAT:**

### ORDINARY RESOLUTION

- (1) (a) the non-exempt continuing connected transactions (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) in relation to the provision of dedicated circuit leasing service by CNC Beijing Communication Corporation (中國網通集團北京市通信公司) (“BCC”) to the Company pursuant to the renewal agreement (the “DCLS Renewal Agreement VII”) entered into between the Company and BCC dated 22 April 2008 to further extend the term of the agreement dated 4 April 2001 (the “DCLS Original Agreement”) entered into between the same parties in relation to dedicated circuit leasing service to 31 December 2009 (copies of the DCLS Renewal Agreement VII and DCLS Original Agreement have been produced to this meeting marked “A” and “B” respectively and signed by the chairman of the meeting for identification purpose), with the fee payable thereunder subject to respective cap of RMB9 million and RMB20 million, for the six months ending 31 December 2008 and the year ending 31 December 2009 be and are hereby approved;
- (b) the Directors be and are hereby authorised to take all steps necessary or expedient to implement and/or give effect to the DCLS Renewal Agreement VII.”

## SPECIAL RESOLUTION

(2) The Articles of Association of the Company be altered in the following manner:

(a) Article numbered 16 as set out follows:

“After the issued share capital of the Company has been enlarged as set out in article numbered 15, the shareholding structure of the Company is as follow: 2,898,086,091 ordinary shares, comprising 2,123,588,091 domestic shares and 774,498,000 overseas listed foreign shares, representing approximately 73.28% and 26.72% of the total issued share capital of the Company, respectively. After the transfer of the domestic shares owned by the three promoters of the Company, namely, 北京歌華有線電視網絡股份有限公司 (Beijing Gehua Cable TV Network Co., Ltd.\*), 郵電數據網絡集成開發中心 (Post and Telecom Data Network Integration Development Centre\*) and 中元金融數據網絡有限責任公司 (China Financial Data Network Co., Ltd.\*), the 2,123,588,091 domestic shares are owned as to 1,783,631,919 shares by 北京市國有資產經營有限責任公司 (Beijing Stated-owned Assets Management Corporation Limited\*), as to 102,832,000 shares by 北京中天廣電通信技術有限公司 (Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd.\*), as to 102,832,000 shares by 北京北廣傳媒投資發展中心 (Beijing Beiguang Media Investment Development Center\*), as to 50,909,837 shares by 中國電信集團公司 (China Telecom Corporation\*), as to 52,832,000 shares by 北京電信投資有限公司 (Beijing Telecommunication Investments Co., Ltd.\*) and as to 30,550,335 shares by 中國金融電子化公司 (China Financial Computerization Corporation\*); all of the overseas listed foreign shares are owned by overseas investors.”

shall be amended into:

“The shareholding structure of the Company is as follow: 2,898,086,091 ordinary shares, comprising 2,123,588,091 domestic shares and 774,498,000 overseas listed foreign shares, representing approximately 73.28% and 26.72% of the total issued share capital of the Company, respectively. The 2,123,588,091 domestic shares of the Company are owned as to 1,834,541,756 shares by 北京市國有資產經營有限責任公司 (Beijing Stated-owned Assets Management Corporation Limited\*) (a promoter), as to 102,832,000 shares by 北京中天廣電通信技術有限公司 (Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd.\*) (a promoter), as to 52,832,000 shares by 北京電信投資有限公司 (Beijing Telecommunication Investments Co., Ltd.\*) (a promoter) and as to the remaining 133,382,335 shares by other holders of the domestic shares; all of the overseas listed foreign shares are owned by overseas investors.”

(b) Article numbered 87 as set out follows:

“The Company has set up a board of directors comprising sixteen (16) directors, comprising at least three independent directors and one of whom should possess the relevant professional qualifications pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, or possess the relevant accounting or related financial management expertise. Independent directors in this context refer

to the non-executive directors who are independent from the shareholders of the Company and are not internally employed by the Company. The board of directors should comprise one (1) chairman and fifteen (15) directors.”

shall be amended into:

“The Company has set up a board of directors comprising fourteen (14) directors, among which at least three should be independent directors and one of whom should possess the relevant professional qualifications pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, or possess the relevant accounting or related financial management skills. Independent directors refer to the non-executive directors who are independent from the shareholders of the Company and are not internally employed by the Company. The board of directors should comprise one (1) chairman and thirteen (13) directors.”

By order of the Board  
**CAPINFO COMPANY LIMITED\***  
**Mr. Li Minji**  
*Chairman*

Beijing, the People’s Republic of China, 5 May 2008

*Notes:*

1. The register of shareholders of the Company will be closed from Tuesday 20 May 2008 to Thursday 19 June 2008 (both days inclusive), during which no transfer of shares of the Company will be effected. The holders of Shares whose names appear on the register of shareholders of the Company at 4:30 p.m. on Monday 19 May 2008 will be entitled to attend and vote at the EGM.
2. Any holder of Shares entitled to attend and vote at the EGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company.
3. A voting proxy form for the EGM is enclosed. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a legal person, it shall be under seal or under the hand of a director of the appointor or an attorney duly authorised. Voting of the ordinary resolution set out in this notice will be by poll.
4. The instrument appointing a proxy shall be deposited to the Company’s H Shares registrar in Hong Kong, Hong Kong Registrars Limited, of Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shares), and to the Company’s principal place of business in PRC (in respect of Domestic Shares) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Holders of Shares who intend to attend the EGM should complete the enclosed reply slip for the EGM and return it to the Company’s H Shares registrar in Hong Kong, Hong Kong Registrars Limited, of Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shares), and to the Company’s principal place of business in PRC (in respect of Domestic Shares) on or before Monday 2 June 2008. The reply slip may be delivered by hand or by post.

\* *for identification purpose only*