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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Capinfo Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Capinfo Company Limited.



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)

**(1) PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED ;
AND
(2) PROPOSED AMENDMENT TO THE
ARTICLES OF ASSOCIATION**

The notices convening the extraordinary general meeting and the class meetings of the Company to 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 from 10:00 a.m. onwards, is set out on pages 14 to 22 of this circular.

A reply slip and form of proxy for each of the extraordinary general meeting and the class meetings of the Company are enclosed with this circular. Whether or not you are intending to attend and vote at the extraordinary general meeting and the class meetings of the Company, you are requested to complete and return the enclosed relevant reply slips and proxy forms in accordance with the instructions printed thereon (in case of holders of H share of the Company) to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (in case of holders of domestic shares of the Company) to the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China as soon as possible but in any event (for the reply slips on or before Wednesday, 10 March 2010 and (for proxy forms) not less than 24 hours before the time appointed for the holding of the relevant meetings or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting at the relevant meeting or any adjournment thereof should you so wish.

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.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its posting and on the Company's website at www.capinfo.com.cn.

11 February 2010

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Articles Amendment”	amendment of the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules, which will become effective since the date of listing of the H Shares on the Main Board
“Board”	the board of Directors
“Company”	Capinfo Company Limited, a joint stock limited company incorporated in the PRC, the issued H Shares of which (stock code: 8157) are listed on the GEM
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Directors”	the directors of the Company
“Domestic Shares”	domestic shares of RMB0.10 each in the registered capital of the Company
“Domestic Shareholders”	holders of Domestic Shares
“Domestic Shareholders Class Meeting”	the class meeting of Domestic Shareholders to be held to consider and, if thought fit, to approve, among other things, the proposed Transfer of Listing
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, to approve, among other things, the proposed Transfer of Listing
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Committee”	has the same meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Shares”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company which are listed on the GEM
“H Shareholders”	holders of H Shares
“H Shareholders Class Meeting”	the class meeting of H Shareholders to be held to consider and, if thought fit, to approve, among other things, the proposed Transfer of Listing
“Latest Practicable Date”	10 February 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Committee”	the listing sub-committee of the directors of the Hong Kong Stock Exchange responsible for Main Board listing matters
“Main Board”	the securities market operated by the Hong Kong Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Hong Kong Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan
“Pre-IPO Share Option Plan”	the share option plan adopted on 6 December 2001
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time

DEFINITIONS

“Share Option Scheme”	The share option scheme adopted and amended by the Company on 6 December 2001 and 17 August 2004 respectively
“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Transfer of Listing”	transfer of listing of the H Shares from GEM to the Main Board pursuant to the Main Board Listing Rules
“%”	per cent.

In this circular, the English names of the PRC entities are translation of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD

CAPINFO

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)

Executive director:

Dr. Wang Xu, *Chief Executive*

Non-executive directors:

Dr. Li Minji, *Chairman*

Ms. Sun Jing

Ms. Li Zhi

Mr. Pan Jiaren

Mr. Cao Jun

Mr. Qi Qigong

Ms. Lu Xiaobing

Independent non-executive directors:

Mr. Chen Jing

Dr. Wang Huacheng

Mr. Gong Zhiqiang

Registered office:

No. 11 Xi San Huan Zhong Road

Beijing 100036

The People's Republic of China

Principal place of business

in Hong Kong:

8th Floor, Kailey Tower

16 Stanley Street

Central

Hong Kong

Principal place of business

in the PRC:

12th Floor

Quantum Silver Plaza

No. 23 Zhi Chun Road

Haidian District

Beijing 100191

The People's Republic of China

11 February 2010

To the shareholders of the Company

Dear Sir or Madam,

**(1) PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED ;
AND
(2) PROPOSED AMENDMENT TO THE
ARTICLES OF ASSOCIATION**

INTRODUCTION

Reference is made to the announcement published by the Company on 8 February 2010. The Board announced that it has approved the proposed Transfer of Listing of its H Shares from GEM to the Main Board under the streamlined transfer of listing procedures under Chapter 9A of the Main Board Listing Rules.

* *For identification purpose only*

LETTER FROM THE BOARD

In connection with the proposed Transfer of Listing, the Board has resolved to convene the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, which are scheduled to 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 from 10:00 a.m. onwards. At each of such meetings, special resolutions will be proposed to the Shareholders to consider and if thought fit, to approve, among other things, (i) the proposed Transfer of Listing; (ii) the proposed Articles Amendment; and (iii) the authorization to the Board to take any actions as they consider necessary, desirable and expedient in relation to the matters mentioned above, including obtaining all the necessary approvals from the CSRC and the Hong Kong Stock Exchange.

PROPOSED TRANSFER OF LISTING

Reasons for the Transfer of Listing

The Group is an internet technology and network solutions provider with its principal place of business located in Beijing, the PRC. Since the listing of its H Shares on the GEM on 21 December 2001, the size and the business of the Group have grown steadily. The Directors are of the view that a listing of its H Shares on the Main Board will facilitate an increase in the liquidity of its H Shares, enhance the public profile of the Group and recognition from the investing public, including the institutional investors, which will be beneficial and complementary to the future growth and development of the Group. The Directors thus consider that the listing of its H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

The Transfer of Listing will not involve any issue of new Shares by the Company. Following the Transfer of Listing, no material change in the business activities of the Group is being currently contemplated by the Directors.

Requirements under the PRC regulations

Under the existing Articles of Association and the relevant PRC laws and regulations, Shareholders' approval is required for the application of Transfer of Listing, the Articles Amendment and the relevant authorization. Subject to the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the proposed Transfer of Listing, the Articles Amendment and the relevant authorization, the Company will make a formal application to the CSRC for the approval of the proposed Transfer of Listing, and at appropriate time, the Company will also make a formal application to the Hong Kong Stock Exchange in relation to the proposed Transfer of Listing.

LETTER FROM THE BOARD

Conditions for the proposed Transfer of Listing

The proposed Transfer of Listing is subject to, among other things, the following conditions:

- (i) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the relevant rules and regulations of the PRC and the Main Board Listing Rules;
- (ii) the obtaining of the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the proposed Transfer of Listing;
- (iii) the obtaining of the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Articles Amendment;
- (iv) the granting of the approval by the CSRC in respect of the proposed Transfer of Listing; and
- (v) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board.

PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION

In light of the proposed Transfer of Listing and for the purpose of complying with the Main Board Listing Rules, a special resolution will be proposed at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting for the Shareholders to approve the Articles Amendment, on a conditional basis, by amending paragraph 2 of Article 66 by deletion of "Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited" and replacing the same with "Rules Governing the Listing of Securities on the Stock Exchange".

The Articles Amendment will become effective after the completion of the proposed Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirements of the Main Board Listing Rules in replacement of the GEM Listing Rules. If the Company fails to proceed with the proposed Transfer of Listing, the Articles Amendment will not take effect and the current Articles of Association will continue to be effective.

The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders and potential investors informed on the latest progress of the proposed Transfer of Listing. An announcement as required by the Rule 9A.08 of the Main Board Listing Rules will be published after formal approval for the Transfer of Listing has been received from the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

WARNING

The Company would like to emphasize that (i) the proposed Transfer of Listing is at a preliminary stage and that the definitive timetable for the proposed Transfer of Listing has not yet been finalized; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the proposed Transfer of Listing from, among others, the Shareholders in general meeting, the CSRC and the Hong Kong Stock Exchange. Shareholders and potential investors should be aware that the Company may or may not proceed with the proposed Transfer of Listing. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

EGM, H SHAREHOLDERS CLASS MEETING AND DOMESTIC SHAREHOLDERS CLASS MEETING

The notices convening the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting to 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 from 10:00 a.m. onwards, are enclosed with this circular.

A reply slip and form of proxy for each of the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting are enclosed with this circular. Whether or not you are intending to attend and vote at the relevant meetings, you are requested to complete and return the enclosed relevant reply slips and proxy forms in accordance with the instructions printed thereon (in case of the H Shareholders) to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (in case of the Domestic Shareholders) to the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China as soon as possible but in any event (for the reply slips on or before Wednesday, 10 March 2010 and (for proxy forms) not less than 24 hours before the time appointed for the holding of the relevant meetings or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting at the relevant meeting or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, all resolutions put to the vote at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be taken by way of poll.

An announcement will be made by the Company following conclusion of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting to inform the Shareholders of the result of such meetings.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

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.

RECOMMENDATION

The Directors consider that the Transfer of Listing and the adoption of the Articles of Association with the Articles Amendments are in the interests of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting.

OTHERS

Your attention is drawn to the general information set out in the Appendix to this circular.

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

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS

(i) Directors and Chief Executive of the Company

Save as disclosed below, as at the Latest Practicable Date, none of the Directors, chief executive of the Company had any interest and short position in the shares, underlying shares or debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

Long positions in the underlying shares – H Shares options outstanding under share option schemes

Name	Granted under the Pre-IPO Share Option Plan	Granted under the Share Option Scheme	Total	Percentage to the issued H Share capital
Directors				
Dr. Wang Xu	1,297,350	1,466,000	2,763,350	0.36%
Mr. Pan Jiaren	1,244,650	1,466,000	2,710,650	0.35%
Mr. Qi Qigong	1,244,650	1,466,000	2,710,650	0.35%
	<u>3,786,650</u>	<u>4,398,000</u>	<u>8,184,650</u>	<u>1.06%</u>

All of the abovementioned share options granted under the Pre-IPO Share Option Plan were granted on 6 December 2001 at a payment of RMB1.00 for each grant with exercise price at HK\$0.48 per H Share to recognise the past and present contributions of the grantee to the Group. The share options granted to the Directors are exercisable within a period of ten years from the date of grant and apportioned in accordance with the following schedule and subject to certain restrictions imposed by the relevant PRC laws and regulations:

Proportion of share options granted and held by each of the Directors which become exercisable

Exercise period

20%	7 December 2002 to 6 December 2011
20%	7 December 2003 to 6 December 2011
20%	7 December 2004 to 6 December 2011
20%	7 December 2005 to 6 December 2011
20%	7 December 2006 to 6 December 2011

All of the abovementioned share options granted under the Share Option Scheme were granted on 17 August 2004 at a payment of RMB1.00 for each grant with exercise price at HK\$0.41 per H Share to recognise the past and present contributions of the grantee to the Group. The share options granted to the Directors are exercisable within a period of ten years from the date of grant and apportioned in accordance with the following schedule and subject to certain restrictions imposed by the relevant PRC laws and regulations:

Proportion of share options granted and held by each of the directors which become exercisable

Exercise period

25%	18 August 2005 to 17 August 2014
25%	18 August 2006 to 17 August 2014
25%	18 August 2007 to 17 August 2014
25%	18 August 2008 to 17 August 2014

(ii) Substantial Shareholders and other persons

Save as disclosed below, as at the Latest Practicable Date, the Directors are not aware of any other interests and short positions in shares and underlying shares of the Company of any person (other than a Director or chief executive of the Company) would have to be notified by the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholder	Number of shares held	Capacity	Percentage of the issued share capital
Beijing State-owned Assets Management Corporation Limited	1,834,541,756 Domestic Shares	Beneficial owner	63.31%

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, the following companies/persons (other than a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of other members of the Group which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying right to vote in all circumstances at general meetings.

Name	Equity interests held in members of the Group (except for the Company)	Nature or interests	Approximate Percentage
Dongguan City Shilongzhen Industrial Company (東莞市石龍鎮工業總公司)	Dongguan City Longxin Digital Technology Company Limited (東莞市龍信數碼科技有限公司) (60% owned subsidiary of the Company)	Beneficial owner	40%

3. MATERIAL ADVERSE CHANGE

The Directors confirm that there was no material adverse change in the financial or trading positions of the Group since 31 December 2008, the date to which the latest published audited accounts of the Group have been made up.

4. SERVICE CONTRACTS

The executive Directors of the Company have entered into service contracts with the Company on 6 December 2001. The terms and conditions of such service contracts are similar in all material aspects and are briefly summarised as follows:

- (a) each service contract is for a term of three years;
- (b) each service contract is subject to renewal by agreement for one or more consecutive terms of three years.

In accordance with the provisions of the Articles of Association, the term of office of the Directors shall be three years commencing from the date of appointment or re-election and renewable upon re-appointment or re-election. In accordance with the provisions of the Companies Law of the PRC, the term of office of supervisors shall also be three years and renewable upon re-appointment or re-election.

Remuneration of the Directors and Supervisors are fixed during the annual general meeting held by the Company each year. For the year ended 31 December 2008, the aggregate basic salaries and allowances paid to the existing executive Directors and Supervisor were RMB1,175,000, and RMB225,000 respectively.

Save as disclosed above, none of the Directors and supervisors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

5. COMPETING INTERESTS

None of the Directors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has an interest in a business, which competes or may compete with the businesses of the Company and any other conflicts of interest which any such person has or may have with the Company.

6. DIRECTORS INTEREST IN ASSETS

None of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or proposed to be so acquired, disposed of or leased since 31 December 2008 (the date to which the latest published audited consolidated accounts of the Company were made up) and up to the Latest Practicable Date.

7. DIRECTORS INTEREST IN CONTRACT

There is no contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors is materially interested and which is significant in relation to the businesses of the Group.

8. MISCELLANEOUS

- (a) the secretary and qualified accountant of the Company is Mr. Yu Decheng who is a member of CPA, Australia and Hong Kong Institute of Certified Public Accountants (AHKSA).
- (b) the compliance officer of the Company is Dr. Wang Xu, who is an executive Director.
- (c) the Hong Kong H share registrar and transfer office of the Company is Hong Kong Registrar Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the Company's principal place of business in Hong Kong at 8th Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong up to and including 30 March 2010:

- (a) the existing Articles of Association; and
- (b) the amended Articles of Association, which will become effective after the date of completion of the Transfer of Listing and the commencement of dealings in the H Shares on the Main Board.

NOTICE TO EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) 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 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as special resolutions:

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;
 - (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;

* *For identification purpose only*

NOTICE TO EXTRAORDINARY GENERAL MEETING

- (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

NOTICE TO EXTRAORDINARY GENERAL MEETING

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 EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM 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 Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM or any adjournment thereof.
- (iv) Shareholders and their proxies should produce identity proof when attending the EGM.
- (v) Shareholders who intend to attend the EGM shall complete and return the reply slip for attending the meeting by hand or by post (in case of 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (in case of holders of domestic shares of the Company) 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 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.

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

CAPINFO

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 IS HEREBY GIVEN that a class meeting (the “**H Shareholders Class Meeting**”) of holders of H shares (the “**H 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 10:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting 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;
 - (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;

* *For identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

- (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

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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. H Shareholders whose names appear on the H Shareholders' register at 4:30 p.m. on Friday, 26 February 2010 are entitled to attend and vote at the H Shareholders Class Meeting.
- (ii) Any shareholder entitled to attend and vote at the H Shareholders Class Meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the H 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 Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Shareholders Class Meeting or any adjournment thereof.
- (iv) H Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (v) H Shareholders who intend to attend the H Shareholders Class Meeting shall complete and return the reply slip for attending the meeting, by hand or by post, to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Wednesday, 10 March 2010.
- (vi) The H Shareholders Class Meeting is not expected to take more than half a day. H Shareholders or their proxies attending the H Shareholders Class Meeting shall be responsible for their own travel and accommodation expenses.



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 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;
 - (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;

* *For identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

- (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

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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.