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If you are in any doubt as to any aspect of this circular, you should consult a licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities of Capinfo Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

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)

PROPOSED H SHARES ISSUE

The notices convening the extraordinary general meeting and the class meetings of the Company to be held at Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Thursday, 13 December 2007 from 9:00 a.m. onwards, is set out on pages 13 to 21 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 Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (in case of holders of domestic shares of the Company) to the registered 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 Friday, 23 November 2007 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 Tuesday, 13 November 2007 to Wednesday, 12 December 2007 (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 Monday, 12 November 2007 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

* *For identification purpose only*

29 October 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix – General Information	12
Notice of Extraordinary General Meeting	13
Notice of Class Meeting of Holders of H Shares	16
Notice of Class Meeting of Holders of Domestic Shares	19

DEFINITIONS

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

“Announcement”	announcement of the Company dated 12 October 2007 in relation to, among other things, the Proposed H Share Issue
“Beijing-China”	首都之窗, the website at www.beijing.gov.cn , representing the online project of the Beijing Municipal Government of the PRC
“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
“connected person(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“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 on Thursday, 13 December 2007 to consider and, if thought fit, to approve, among other things, the Proposed H Share Issue
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 13 December 2007 to consider and, if thought fit, to approve, among other things, the Proposed H Share Issue
“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

DEFINITIONS

“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, as may be amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“H Share(s)”	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 on Thursday, 13 December 2007 to consider and, if thought fit, to approve, among other things, the Proposed H Share Issue
“Latest Practicable Date”	25 October 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“NSSF Council”	National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“NSSF Council Shares”	Domestic Shares held by the existing state-owned Domestic Shareholders to be converted into the H Shares and assigned to the NSSF Council in connection with the Proposed H Shares Issue pursuant to the applicable PRC laws and regulations
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region of the PRC, and Taiwan
“Professional and Institutional Investor(s)”	the professional and institutional investor(s) independent of and not connected with the connected persons of the Company

DEFINITIONS

“Proposed H Share Issue”	the proposed allotment and issue of not more than 579,617,218 additional H Shares (including the NSSF Council Shares) (representing not more than 20% of the total issued Shares and not more than 74.84% of the total issued H shares, respectively, as at the Latest Practicable Date) to the Professional and Institutional Investor(s) by way of private placement (except for the NSSF Council Shares)
“RMB”	Renminbi, the lawful currency of the PRC
“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
“%”	per cent.

For the purpose of this circular, translations of RMB into Hong Kong dollars are made for illustration purposes only at the exchanges rate of HK\$1.00 to RMB0.96. Such translation should not be construed as a representation that the relevant amount has been, could have been, or could be, converted at that or any other rate or at all.

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 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 directors:

Dr. Wang Xu, *Chief Executive*
Ms. Zhang Yan

Registered office:

No. 11 Xi San Huan Zhong Road
Beijing 100036
The People's Republic of China

Non-executive directors:

Mr. Li Minji, *Chairman*
Mr. Xing Dehai
Mr. Xu Zhe
Mr. Bai Liming
Dr. Wu Bo
Mr. Qi Qigong
Mr. Pan Jiaren
Dr. Xia Peng
Mr. Liu Zhiyong
Ms. Lu Xiaobing

Principal place of business in Hong Kong:

Room 1902
Mass Mutual Tower
38 Gloucester Road
Wanchai
Hong Kong

Principal place of business in the PRC:

12th Floor
Quantum Silver Plaza
No. 23 Zhi Chun Road
Haidian District
Beijing 100083
The People's Republic of China

Independent non-executive directors:

Mr. Chen Jing
Mr. Ye Lu
Mr. Liu Dongdong

29 October 2007

To the shareholders of the Company

Dear Sirs or Madam,

PROPOSED ISSUE OF H SHARES

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information on the Proposed H Share Issue and to seek your approval of resolutions regarding the Proposed H Share Issue at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting, respectively.

* For identification purpose only

LETTER FROM THE BOARD

THE PROPOSED H SHARE ISSUE

The Board has approved that, subject to the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting and the CSRC's approval, the Company will allot and issue not more than 579,617,218 additional H Shares (including the NSSF Council Shares) (representing not more than 20% of the total issued Shares and not more than 74.84% of the total issued H shares, respectively, as at the Latest Practicable Date) to the Professional and Institutional Investor(s) by way of private placement (except for the NSSF Council Shares). The private placement will be carried out to ensure that no placee will become a substantial shareholder of the Company upon the completion of the Proposed H Share Issue so that the Company will be able to comply with public float requirements set out under the GEM Listing Rules. The details of the Proposed H Share Issue are set out below:

Structure of the Proposed H Share Issue

Type of securities to be issued: H Shares

Maximum number of H Shares to be issued: 579,617,218 H Shares (including the NSSF Council Shares), representing 20% of the total issued Shares and 74.84% of the total issued H shares, respectively, as at Latest Practicable Date

Pursuant to the applicable laws and regulations, the state-owned Domestic Shareholders are required to convert an aggregate number of their Domestic Shares amounting to 10% of the total number of H Shares to be issued pursuant to the Proposed H Share Issue, into the H Shares which shall be, at the option of the NSSF Council, (i) allocated to the NSSF Council for nil consideration; or (ii) allotted and issued to the target subscribers at the issue price as described below and the proceeds from such allotment and issue shall be contributed to the NSSF Council

Nominal value: RMB0.10 per H Share

Rights attached to H Shares: H Shares to be allotted and issued pursuant to the Proposed H Share Issue shall rank *pari passu* with the existing Domestic Shares and H Shares in all respects except as otherwise provided for under the applicable laws, rules and regulations and the articles of association of the Company

Target subscribers: Professional and Institutional Investor(s), save for the NSSF Council Shares

Method of issue: Private placement, save for the NSSF Council Shares

LETTER FROM THE BOARD

Issue price: To be determined by the Board as may be authorised by the Shareholders at the EGM, the Domestic Shareholders Class Meetings and the H Shareholders Class Meeting, respectively, according to the market price of the H Shares and market conditions as at the time of the allotment and issue of such additional H Shares. The issue price of the H Shares to be issued pursuant to the Proposed H Share Issue shall not be less than 80% of the benchmarked price of the H Shares, such benchmarked price being the higher of:

- (i) the closing price on the date of the relevant placing agreement or other agreement involving the Proposed H Share Issue; and
- (ii) the average closing price in the five trading days immediately prior to the earlier of:
 - (a) the date of the announcement of the placing or the Proposed H Share Issue;
 - (b) the date of the placing agreement or other agreement involving the Proposed H Share Issue; and
 - (c) the date on which the placing or subscription price is fixed.

As at the Latest Practicable Date, the Company has not entered into any placing or underwriting agreement or fixed any terms with any parties in connection with the Proposed H Share Issue. The Company will identify, and negotiate the placement terms with, appropriate placee(s) following receipt of the relevant approvals from the Shareholders and the CSRC, respectively. Further announcement(s) in relation to any placing arrangement will be made by the Company as and when appropriate.

Use of the Proceeds from the Proposed H Share Issue

The Group is an information technology services provider with its principal place of business located in the Beijing Municipality, the PRC. Currently, the Group undertakes and has completed a number of large scale projects involving the construction, operation and maintenance of information systems and applications in the Beijing Municipality as well as other parts of the country, with the initial formation of a wide coverage IT services network with distinctive features.

LETTER FROM THE BOARD

The purpose of the Proposed H Share Issue is to finance the Group's investment in (i) the public medical and health care information services platform; and (ii) "Beijing-China" and "Multilingual" public information services platform. The details of the two projects are set out below:

Public Medical and Health Care Information Services Platform

To upgrade and enhance the existing medical insurance system network and service terminals connecting more than 1600 medical institutions in Beijing to achieve real-time upload of the outpatient information. It is expected to require not less than RMB200 million for the first stage of the project.

"Beijing-China" and Multilingual Public Information Services Platform

To enhance the existing "Beijing-China" website and establish a stable and safe multilingual services public information services platform to serve the public of Beijing. It is expected to require not less than RMB200 million.

Assuming that an aggregate of 579,617,218 H Shares (representing 20% of the total issued Shares and 74.84% of the total issued H shares, respectively, as at the Latest Practicable Date) are issued pursuant to the Proposed H Share Issue at the closing price of HK\$0.59 per H Share as at the Latest Practicable Date, the Directors expect that the gross proceeds from the Proposed H Shares Issue would amount to approximately HK\$342 million (equivalent to approximately RMB356 million). Please note that such amount of expected gross proceeds are for your reference only and the issue price for the H Shares to be issued pursuant to the Proposed H Share Issue will be determined by the Board pursuant to the authority granted by the Shareholders and the market conditions as at the time of the Proposed H Share Issue.

Apart from the proceeds to be raised from the Proposed H Share Issue, the investments in such projects will be financed by the Company's internal resources, bank loans and other appropriate financing activities. In the event that the proceeds to be raised from the Proposed H Share Issue exceed the capital requirement of such projects, the excess amount will be applied towards the Company's working capital or investments in other appropriate projects.

Shareholders' Approval and Other Approvals

The EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be held on Thursday, 13 December 2007 to consider and, if thought fit, approve, among other things, (i) the grant of a specific mandate to the Board to allot and issue not more than 579,617,218 additional H Shares (including the NSSF Council Shares) (representing not more than 20% of the total issued Shares and not more than 74.84% of the total issued H shares, respectively, as at the Latest Practicable Date) in connection with the Proposed H Share Issue; (ii) to approve the Proposed H Share Issue; and (iii) to authorise the Board to determine and deal with, at its discretion and with full authority, matters

LETTER FROM THE BOARD

relating thereto (including but not limited to the specific timing of the issue, the number of additional H Shares to be issued, issue price, target subscribers and the number and proportion of H Shares to be issued to each subscriber).

It should be noted that the Proposed H Share Issue, upon approval by the Shareholders at the EGM, the Domestic Shareholders Class Meetings and the H Shareholders Class Meeting, respectively, is further subject to the approval of the CSRC. Furthermore, the approval of the GEM Listing Committee for the listing of, and permission to deal in, the additional H Shares to be issued pursuant to the Proposed H Share Issue on GEM is required. Application will be made by the Company to the GEM Listing Committee for the listing of, and permission to deal in, such additional H Shares on GEM as and when appropriate.

Subject to the CSRC's approval of Proposed H Share Issue, the Shareholders' approval as described above shall be valid for 12 months from date on which such Shareholders' approval is granted.

There is no assurance that the Proposed H Share Issue will proceed as planned. Shareholders are advised to exercise caution in dealing in the H Shares. Further announcement(s) in relation to the details of the Proposed H Share Issue will be made by the Company when such details are available.

LETTER FROM THE BOARD

EFFECT OF THE PROPOSED H SHARE ISSUE ON THE COMPANY'S SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Proposed H Share Issue assuming that an aggregate of 579,617,218 additional H Shares, representing 20% of the total issued Shares and 74.84% of the total issued H shares, respectively, as at the Latest Practicable Date, are issued pursuant to the Proposed H Share Issue:

(a) *assuming 579,617,218 H Shares are issued to the Professional and Institutional Investor(s) only*

	As at the Latest Practicable Date		Immediately after the completion of the Proposed H Share Issue	
	Number of Shares	As a percentage of total issued Shares (%)	Number of Shares	As a percentage of total issued Shares (%)
Domestic Shareholders:				
Beijing State-owned Assets Management Corporation Limited * (北京市國有資產經營有限責任公司)	1,783,631,919	61.55	1,735,874,272 ^{Note}	50.68
Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd.* (北京中天廣電通信技術有限公司)	102,832,000	3.55	102,832,000	3.00
Beijing All Media and Culture Investment and Development Centre* (北京北廣傳媒投資發展中心)	102,832,000	3.55	100,077,497 ^{Note}	2.92
Beijing Telecommunication Investments Co., Ltd.* (北京電信投資有限公司)	52,832,000	1.82	52,832,000	1.54
China Telecommunications Corporation* (中國電信集團公司)	50,909,837	1.76	49,544,224 ^{Note}	1.45
China Finance Electronic Company (中國金融電子化公司)	30,550,335	1.05	29,735,623 ^{Note}	0.87
H Shareholders				
Public Shareholders	<u>774,498,000</u>	<u>26.72</u>	<u>1,354,115,218</u>	<u>39.54</u>
Total	<u><u>2,898,086,091</u></u>	<u><u>100.00</u></u>	<u><u>3,425,010,834</u></u>	<u><u>100.00</u></u>

LETTER FROM THE BOARD

(b) *assuming 579,617,218 H Shares are issued to the Professional and Institutional Investor(s) and the NSSF Council*

	As at the Latest Practicable Date		Immediately after the completion o the Proposed H Share Issue	
	Number of Shares	As a percentage of total issued Shares (%)	Number of Shares	As a percentage of total issued Shares (%)
Domestic Shareholders:				
Beijing State-owned Assets Management Corporation Limited* (北京市國有資產經營有限責任公司)	1,783,631,919	61.55	1,735,874,272 ^{Note}	50.68
Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd.* (北京中天廣電通信技術有限公司)	102,832,000	3.55	102,832,000	3.00
Beijing All Media and Culture Investment and Development Centre* (北京北廣傳媒投資發展中心)	102,832,000	3.55	100,077,497 ^{Note}	2.92
Beijing Telecommunication Investments Co., Ltd.* (北京電信投資有限公司)	52,832,000	1.82	52,832,000	1.54
China Telecommunications Corporation* (中國電信集團公司)	50,909,837	1.76	49,544,224 ^{Note}	1.45
China Finance Electronic Company (中國金融電子化公司)	30,550,335	1.05	29,735,623 ^{Note}	0.87
H Shareholders				
Public Shareholders (excluding NSSF Council)	774,498,000	26.72	1,301,422,744	38.00
NSSF Council	–	–	52,692,474	1.54
Total	2,898,086,091	100.00	3,425,010,834	100.00

Note: Due to conversion of the Domestic Shares into the H Shares pursuant to the applicable PRC laws and regulations

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 of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Thursday, 13 December 2007 from 9:00 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

LETTER FROM THE BOARD

registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (in case of the Domestic Shareholders) to the registered 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 Friday, 23 November 2007 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 will be closed from Tuesday, 13 November 2007 to Wednesday, 12 December 2007 (both dates inclusive), during which period no transfer of the Shares will be registered. Shareholders whose names appear on the register of Shareholders at 4:30 p.m. on Monday, 12 November 2007 are entitled to attend and vote at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting (as the case may be).

RECOMMENDATION

The Directors consider that the Proposed H Shares Issue would be in the interests of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting, respectively, in relation to the Proposed H Share Issue.

1. RESPONSIBILITY STATEMENT

This document, 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 document 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 document misleading; and
- (c) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Subject to the requirements under the GEM Listing Rules, pursuant to Article 67 of the Company's Article of Association, at any general meeting, a resolution shall be decided on a show of hands unless a poll is demanded before or after any vote by show of hands by:

- (i) the chairman of the meeting; or
- (ii) at least two Shareholders entitled to vote at the meeting present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy; or
- (iii) one or more Shareholder(s) present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing one-tenth or more of the all shares carrying the right to vote at the meeting.

NOTICE OF 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 OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting (the "EGM") of Capinfo Company Limited (the "Company") will be held at the Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Thursday, 13 December 2007 at 9:00 a.m.

Terms defined in the circular of the Company dated 29 October 2007 shall have the same meanings when used herein.

The purpose of the EGM is to consider and, if thought fit, pass with or without modifications, the following special resolution:-

SPECIAL RESOLUTIONS

1. **"THAT** the Proposed H Share Issue be and approved and the following mandates be and are hereby granted to the Board to allot and issue additional H Shares pursuant to the Proposed H Share Issue. Such mandate can be exercised once or more then once during the 12 month period (the "Relevant Period") from the passing of this resolution subject to the following conditions:
 - (A) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such power after the Relevant Period;
 - (B) the aggregate number of the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued shall not be more than 579,617,218 H Shares (including the NSSF Council Shares) to the Professional and Institutional Investor(s) by way of private placement (except for the NSSF Council Shares).
 - (C) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the GEM Listing Rules and only if all necessary approvals from the CSRC and/or other relevant PRC authorities are obtained."

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. “**THAT** contingent on the Board resolving to issue shares pursuant to paragraph (A) of resolution no.1 as mentioned above, the Board be and is hereby authorised to approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the Proposed H Share Issue including (without limitation):
- (A) determine the number of H Shares to be issued;
 - (B) determine the issue price of the additional H Shares according to the market price of the H Shares and market conditions as at the time of the allotment and issue of such additional H Shares. The issue price of the additional H Shares to be issued pursuant to the Proposed H Share Issue shall not be less than 80% of the benchmarked price of the H Shares, such benchmarked price being the higher of:
 - (a) the closing price on the date of the relevant placing agreement or other agreement involving the Proposed H Share Issue; and
 - (b) the average closing price in the five trading days immediately prior to the earlier of:
 - (i) the date of the announcement of the placing or the Proposed H Share Issue;
 - (ii) the date of the placing agreement or other agreement involving the Proposed H Share Issue; and
 - (iii) the date on which the placing or subscription price is fixed.
 - (C) determine the use of proceeds from the issue of the additional H Shares;
 - (D) make or grant such offers, agreements and options as may be necessary in the exercise of such powers;
 - (E) increase the registered capital of the Company and make necessary amendments to the articles of association of the Company as a result of the completion of the Proposed H Share Issue and make necessary filings with the relevant PRC authorities in relation thereto; and
 - (F) submit to any authority in any relevant jurisdiction, for approval or filing, any relevant documents.”

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

29 October 2007

Beijing, The People’s Republic of China

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) The register of shareholders of the Company will be closed from Tuesday, 13 November 2007 to Wednesday, 12 December 2007 (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 Monday, 12 November 2007 are entitled to attend and vote at the EGM.
- (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 notorially 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 Rooms 1806-1807, 18th 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 or their proxies shall produce their identity documents when attending the meeting.
- (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 Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (in case of holders of domestic shares of the Company) to the registered 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 Friday, 23 November 2007.
- (vi) The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES



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 H SHARE

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 the Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Thursday, 13 December 2007 at 9:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company).

Terms defined in Terms defined in the circular of the Company dated 29 October 2007 shall have the same meanings when used herein.

The purpose of the H Shareholders Class Meeting is to consider and, if thought fit, pass with or without modifications, the following special resolution:-

SPECIAL RESOLUTIONS

1. **"THAT** the Proposed H Share Issue be and approved and the following mandates be and are hereby granted to the Board to allot and issue additional H Shares pursuant to the Proposed H Share Issue. Such mandate can be exercised once or more then once during the 12 month period (the "Relevant Period") from the passing of this resolution subject to the following conditions:
 - (A) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such power after the Relevant Period;
 - (B) the aggregate number of the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued shall not be more than 579,617,218 H Shares (including the NSSF Council Shares) to the Professional and Institutional Investor(s) by way of private placement (except for the NSSF Council Shares).
 - (C) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the GEM Listing Rules and only if all necessary approvals from the CSRC and/or other relevant PRC authorities are obtained."

* *For identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

2. “**THAT** contingent on the Board resolving to issue shares pursuant to paragraph (A) of resolution no.1 as mentioned above, the Board be and is hereby authorised to approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the Proposed H Share Issue including (without limitation):
- (A) determine the number of H Shares to be issued;
 - (B) determine the issue price of the additional H Shares according to the market price of the H Shares and market conditions as at the time of the allotment and issue of such additional H Shares. The issue price of the additional H Shares to be issued pursuant to the Proposed H Share Issue shall not be less than 80% of the benchmarked price of the H Shares, such benchmarked price being the higher of:
 - (a) the closing price on the date of the relevant placing agreement or other agreement involving the Proposed H Share Issue; and
 - (b) the average closing price in the five trading days immediately prior to the earlier of:
 - (i) the date of the announcement of the placing or the Proposed H Share Issue;
 - (ii) the date of the placing agreement or other agreement involving the Proposed H Share Issue; and
 - (iii) the date on which the placing or subscription price is fixed.
 - (C) determine the use of proceeds from the issue of the additional H Shares;
 - (D) make or grant such offers, agreements and options as may be necessary in the exercise of such powers;
 - (E) increase the registered capital of the Company and make necessary amendments to the articles of association of the Company as a result of the completion of the Proposed H Share Issue and make necessary filings with the relevant PRC authorities in relation thereto; and
 - (F) submit to any authority in any relevant jurisdiction, for approval or filing, any relevant documents.”

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

29 October 2007

Beijing, The People’s Republic of China

* For identification purpose only

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

Notes:

- (i) The register of shareholders of the Company will be closed from Tuesday, 13 November 2007 to Wednesday, 12 December 2007 (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 Monday, 12 November 2007 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 Rooms 1806-1807, 18th 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 Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 23 November 2007.
- (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 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 Shareholder”) of Capinfo Company Limited (the “Company”) will be held at the Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China on Thursday, 13 December 2007 at 10:00 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).

Terms defined in Terms defined in the circular of the Company dated 29 October 2007 shall have the same meanings when used herein.

The purpose of the Domestic Shareholders Class Meeting is to consider and, if thought fit, pass with or without modifications, the following special resolution:–

SPECIAL RESOLUTIONS

1. **“THAT** the Proposed H Share Issue be and approved and the following mandates be and are hereby granted to the Board to allot and issue additional H Shares pursuant to the Proposed H Share Issue. Such mandate can be exercised once or more then once during the 12 month period (the “Relevant Period”) from the passing of this resolution subject to the following conditions:
 - (A) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such power after the Relevant Period;
 - (B) the aggregate number of the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued shall not be more than 579,617,218 H Shares (including the NSSF Council Shares) to the Professional and Institutional Investor(s) by way of private placement (except for the NSSF Council Shares).
 - (C) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the GEM Listing Rules and only if all necessary approvals from the CSRC and/or other relevant PRC authorities are obtained.”

* *For identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

2. “**THAT** contingent on the Board resolving to issue shares pursuant to paragraph (A) of resolution no.1 as mentioned above, the Board be and is hereby authorised to approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the Proposed H Share Issue including (without limitation):
- (A) determine the number of H Shares to be issued;
 - (B) determine the issue price of the additional H Shares according to the market price of the H Shares and market conditions as at the time of the allotment and issue of such additional H Shares. The issue price of the additional H Shares to be issued pursuant to the Proposed H Share Issue shall not be less than 80% of the benchmarked price of the H Shares, such benchmarked price being the higher of:
 - (a) the closing price on the date of the relevant placing agreement or other agreement involving the Proposed H Share Issue; and
 - (b) the average closing price in the five trading days immediately prior to the earlier of:
 - (i) the date of the announcement of the placing or the Proposed H Share Issue;
 - (ii) the date of the placing agreement or other agreement involving the Proposed H Share Issue; and
 - (iii) the date on which the placing or subscription price is fixed.
 - (C) determine the use of proceeds from the issue of additional H Shares;
 - (D) make or grant such offers, agreements and options as may be necessary in the exercise of such powers;
 - (E) increase the registered capital of the Company and make necessary amendments to the articles of association of the Company as a result of the completion of the Proposed H Share Issue and make necessary filings with the relevant PRC authorities in relation thereto; and
 - (F) submit to any authority in any relevant jurisdiction, for approval or filing, any necessary documents.”

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

29 October, 2007

Beijing, The People’s Republic of China

* *For identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

Notes:

- (i) The register of shareholders of the Company will be closed from Tuesday, 13 November 2007 to Wednesday, 12 December 2007 (both dates inclusive), during which period no transfer of shares will be registered. Domestic Shareholders whose names appear on the Domestic Shareholders' register at 4:30 p.m. on Monday, 12 November 2007 are entitled to attend and vote at the Domestic Shareholders Class Meeting.
- (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 notorially 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 registered 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 Friday, 23 November 2007.
- (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.