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## **CAPINFO COMPANY LIMITED\***

**首都信息發展股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2001 annual general meeting (“**AGM**”) of Capinfo Company Limited (the “**Company**”) will be held at B1 Floor, Beijing Ocean Plaza, 158 Fuxingmen Nei Da Jie, Xicheng District, Beijing, The People’s Republic of China on Friday, 10th May, 2002 at 2:00 p.m. for the following purposes:

#### **I. As ordinary resolutions**

1. To receive and consider the supervisors’ report for the year 2001;
2. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the directors and auditors reports for the year ended 31st December, 2001;
3. To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of the directors and to ratify previous payment of remuneration made to the directors of the Company (if any);
4. To authorise the Board to fix the remuneration of supervisors of the Company and to ratify previous payment of remuneration made to the supervisors of the Company (if any);
5. To consider and approve the re-appointment of auditors and to authorize the Board to fix their remuneration;
6. To consider and approve any motion proposed by any shareholders holding 5% or more of the shares with voting rights at such meeting, if any;

#### **II. As special resolutions:**

7. To consider and, if thought fit, pass the following as special resolutions:

##### **A. “THAT:**

- (1) Subject to paragraphs (3) and (4) below, the exercise by the Board during the Relevant Period (as defined in paragraph (5) below) of all the powers of the Company to allot, issue or otherwise deal with additional domestic shares (“**Domestic Shares**”) and

overseas listed foreign shares (“H Shares”) in the capital of the Company, either separately or concurrently, and to make or grant offers, agreements and options which might require the exercise of such powers be generally and unconditionally approved;

- (2) the approval in paragraph (1) above shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (3) the aggregate nominal amount of Domestic Shares and H Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, other than pursuant to (i) Rights Issue (as defined in paragraph (5) below) (ii) an issue of securities upon exercise of the subscription rights under any share option scheme or similar arrangement adopted by the Company for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, and/or any other persons of securities or rights to acquire securities of the Company, or (iii) an issue of securities pursuant to any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of the dividend on securities of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of each of the issued Domestic Shares and H Shares in the capital of the Company as at the date of passing of this resolution;
- (4) Approval as required in paragraph (1) above is subject to the granting of necessary approval by the China Securities Regulatory Commission (“CSRC”);
- (5) For the purpose of this resolution:

“Relevant Period” means the period from the date upon which this resolution is passed until whichever is the earliest of:

- (a) from the passing of this special resolution, until conclusion of the Company’s next annual general meeting;
- (b) the expiry of the twelve-month period from the date of the passing of this resolution;
- (c) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

“Rights Issue” means an offer of securities open for a period of time fixed by the Board to holders of securities whose names appear on the register of shareholders on a fixed record date in proportion to their then holdings of such securities as at that date (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

(6) The Board be authorised to make appropriate amendments to the relevant provisions in the Articles of Association of the Company after the completion of allotment or issuance as provided in paragraph (1) above, to increase the share capital of the Company and to complete the related registration formalities with the relevant government and regulatory authorities.”

B. “**THAT,**

(1) Subject to paragraph (2) below, the Board be and is hereby authorised to apply to the CSRC, the State Administration of Foreign Exchange and the State Economic and Trade Commission (where required) and other government authorities for the necessary approval to exercise all powers of the Company during the Relevant Period to repurchase H Shares up to 10% of the issued H Shares in the capital of the Company as at the date of passing of this resolution, and upon the obtaining of all the necessary approvals, to exercise the aforesaid power to repurchase H Shares;

(2) For the purpose of this resolution:

“Relevant Period” means the period from the date upon which this resolution is passed until whichever is the earliest of:

(a) from the passing of this special resolution, until conclusion of the Company’s next annual general meeting;

(b) the expiry of the twelve-month period from the date of the passing of this resolution;

(c) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting;

(3) The Board be authorised to make appropriate amendments to the relevant provisions in the Articles of Association of the Company after completion of repurchase of H Shares as provided in paragraph (1) above, to cancel such H Shares that shall have been repurchased, to reduce the share capital of the Company and to complete the related registration formalities with the relevant government and regulatory authorities.”

By order of the Board

**CAPINFO COMPANY LIMITED**

**Dr. CHEN Xinxiang**

*Chairman*

Beijing, the People’s Republic of China,  
22nd March, 2002

**Notes:**

1. The H Shares register of shareholders of the Company will be closed from 9th April, 2002 to 10th May, 2002 (both days inclusive), during which no transfer of H Shares will be effected. The holder of Shares whose name appears on the register of shareholders of the Company at 4:00 p.m. on 8th April, 2002 will be entitled to attend and vote at the AGM.
2. Any holder of Shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his behalf. A proxy need not be a shareholder of the Company.
3. A voting proxy form for the AGM is enclosed. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a legal person, it shall be under seal or under the hand of a Director or attorney duly authorized.
4. The instrument appointing a proxy shall be deposited to the Company's H Shares registrar in Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Holders of Shares who intend to attend the AGM should complete the enclosed reply slip for the AGM and return it to the Company's H Shares registrar in Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on or before Friday, 19th April, 2002. The reply slip may be delivered by hand or by post.

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

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

*\* For identification purposes only*