



## 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.”

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

*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.

\* *For identification purpose only*