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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)

(Stock Code: 8157)

NOTICE TO EXTRAORDINARY GENERAL MEETING

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, 18 January 2011 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

AS ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Zeng Xianggao as an independent non-executive director of the Company.

Biographic details and other relevant information of Mr. Zeng Xianggao is set out in Appendix to this notice.

AS SPECIAL RESOLUTION

2. To consider and approve the following resolution in relation to the amendments to the articles of association of the Company (the “**Articles of Association**”):

“(i) Article 87 of the Articles of Association be amended by deleting the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises eleven (11) directors, of whom there shall at least be three (3) independent directors, including at least one independent director who has appropriate professional qualifications as required under the Listing Rules of the Hong Kong Stock Exchange or accounting or related financial management expertise. An independent director refers to a non-executive director who is independent from the shareholders of the Company and does not hold any positions in the Company. The Board shall include a chairman and ten (10) other directors.”

and substituted by the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises twelve (12) directors, of whom there shall at least be three (3) independent directors, including at least one independent director who has appropriate professional qualifications as required under the Listing Rules of the Hong Kong Stock Exchange or accounting or related financial management expertise. An independent director refers to a non-executive director who is independent from the shareholders of the Company and does not hold any positions in the Company. The Board shall include a chairman and eleven (11) other directors.” and

(ii) The board of directors of the Company (the “**Board**”) be authorized to do all such acts or things and to take all such steps relating to or in connection with the above amendment to the Articles of Association as the Board may consider necessary and appropriate to give effect to the amendment according to the requirements of the relevant PRC authorities and the applicable PRC laws and regulations.”

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

3 December 2010
Beijing, the People’s Republic of China

Notes:

1. The register of shareholders of the Company will be closed from Friday, 17 December 2010 to Monday, 17 January 2011 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4.30 p.m. on Thursday, 16 December 2010.
2. 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. A proxy need not be a shareholder of the Company.
3. 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.
4. Shareholders and their proxies should produce identity proof when attending the EGM.
5. 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, 29 December 2010.
6. 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.

This notice, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (i) the information contained in this notice 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 notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date hereof, the executive directors of the Company is Dr. Wang Xu; the non-executive directors of the Company are Dr. Li Minji, Ms. Sun Jing, Ms. Li Zhi, Mr. Pan Jiaren, Mr. Cao Jun, Mr. Qi Qigong, Ms. Lu Xiaobing and the independent non-executive directors of the Company are Mr. Chen Jing, Dr. Wang Huacheng and Mr. Gong Zhiqiang.

This notice will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the "Latest Company Notices" page for at least 7 days from the date of its posting.

** For identification purposes only*

Appendix

Proposals on Appointment of Independent Non-Executive Directors of the Company and Amendment to the Articles of Association

In order to increase the ratio of independent non-executive directors among the Board members and further improve the Company's corporate governance mechanism, the Board resolved to nominate Mr. Zeng Xianggao as an independent non-executive director of the Company and amend the Articles of Association to reflect the changes arising from the proposed appointment of an additional independent non-executive director.

Mr. Zeng Xianggao will be appointed to the fourth session of the Board for a term commencing from the date on which his appointment is approved by the shareholders of the Company at the EGM until the expiration date of the term of the fourth session of the Board.

Mr. Zeng Xianggao will be entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

The biographic details of Mr. Gong Fan and Mr. Chow Kam Hung are as follows:

Mr. Zeng Xianggao, aged 52, is the proprietor of Kangyuan Zeng & Co. (certified public accountant firm). Mr. Zeng is a fellow member of The Association of Chartered Certified Accountants, a member of Hong Kong Institute of Certified Public Accountants (practicing). Mr. Zeng was previously an accounting lecturer of Sun Yat-sen University at Guangzhou, and an audit and tax consultant in two international accounting firms. He has extensive experiences in accounting, taxation and auditing practice in Hong Kong as well as in Mainland China. Mr. Zeng graduated from the Renmin University of China (Beijing) with a Master's degree in Economics, and also obtained training certificate of independent directorship from the Shanghai National Accounting Institute in 2004. He was an independent director of China State Shipbuilding Co., Limited (formerly known as Hudong Heavy Machinery Company Limited), a company listed on the Shanghai Stock Exchange, from May 2002 to July 2007. He was also an independent non-executive director of China Financial International Investments Limited, a company listed on the Hong Kong Stock Exchange from March 2007 (Stock Code: 721).

Mr. Zeng Xianggao confirmed that he meets the independence criteria as set out in Rule 5.09 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

As far as the directors of the Company (the "**Directors**") are aware and save as disclosed above, Mr. Zeng Xianggao does not (i) hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; (ii) hold any position with the Company or its subsidiaries; (iii) has any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iv) has any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the date of this Notice.

As far as the Directors are aware and save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Zeng Xianggao.