

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.*



**CAPINFO COMPANY LIMITED\***

**首都信息發展股份有限公司**

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

**(Stock Code: 8157)**

## **AMENDED NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Board hereby announces that a new resolution in relation to the appointment of a supervisor of the Company is proposed by Beijing State-owned Assets Management Corporation Limited, a shareholder of the Company holding approximately 63.31% direct interest of the entire issued share capital of the Company, for approval at the extraordinary general meeting (the "EGM") of the Company to be held on 20 June 2008. It also proposed that special resolution No. 2 set forth in the Notice of EGM shall be amended, so as to state that the number of Directors will be reduced from sixteen as set out in Article 87 of the Articles of Association of the Company to eleven. As a result, the Notice of EGM will be amended to include the new resolution and amendment to special resolution No. 2 which will be dispatched to the shareholders of the Company accordingly.

Reference is made to the circular (the "Circular") of the Company and the notice of extraordinary general meeting (the "Notice of EGM") of Capinfo Company Limited (the "Company") dated 5 May 2008. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

## **AMENDED NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Board hereby announces that a new resolution in relation to the appointment of a supervisor of the Company is proposed by Beijing State-owned Assets Management Corporation Limited, a shareholder of the Company holding approximately 63.31% direct interest of the entire issued share capital of the Company, for approval at the EGM of the Company to be held on 20 June 2008. It also proposed that special resolution No. 2 set forth in the Notice of EGM shall be amended, so as to state that the number of directors of the Company (the "Directors") will be reduced from sixteen as set out in Article 87 of the Articles of Association of the Company to eleven.

In accordance with the requirements of the Company Law of the People's Republic of China, shareholders holding shares carrying total voting rights of over 3% in the Company are entitled to

propose new resolutions to the Board of the Company in writing and such resolutions will be added to the agenda of the forthcoming EGM. As a result, an ordinary resolution No. 3 is added to and special resolution No. 2 is amended in the Notice of EGM. Details of the ordinary resolution No. 3 and the amended Special Resolution No. 2 is as follows:

**Ordinary Resolution No. 3:**

“THAT the appointment of Ms GAO Yuanjun as Supervisor of the Company be and is hereby proposed.”

**Amendment to Special Resolution No. 2:**

In addition to the proposed amendment to Articles of Association as set out in the Notice of EGM for the purpose of reflecting the changes in the shareholding structure of the Company, since Mr. Xing Dehai, Mr. Bai Liming and Dr. Wu Bo, being the non-executive Directors, resigned from their present posts on 2 June 2008, the Company proposes to make the following amendment in connection with the number of Directors to Special Resolution No. 2 as set out in the Notice of EGM:

“The Company has set up a board of directors comprising eleven (11) directors, among which at least three should be independent directors and one of whom should possess the relevant professional qualifications pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, or possess the relevant accounting or related financial management skills. Independent directors refer to the non-executive directors who are independent from the shareholders of the Company and are not internally employed by the Company. The board of directors should comprise one (1) chairman and ten (10) directors.

Members of the Board who are external directors (i.e. directors (including independent directors) who are not responsible for internal duties of the Company) shall be accounted for over half of the directors.”

**BIOGRAPHY OF MS. GAO YUANJUN**

Ms. Gao, aged 52, senior accountant, is currently the Senior Business Manager of the Audit Department of Beijing State-owned Assets Management Corporation Limited. Ms Gao graduated from No. 2 Branch, Renmin University of China in February 1983, majoring in Business and Economic Administration. Ms. Gao has served as Cadre of Beijing Finance Bureau, Deputy General Manager of Beijing Huian Economic Development Company and General Manager of Beijing Chunyihe Restaurant, and has extensive experience in finance and audit management.

Ms. Gao will not receive any remuneration for her supervisory duty of the Company. The proposed term of Supervisor is from the commencement date of her appointment to the end of the third session of the Supervisory Committee to be held on or about 30 June 2009. Ms. Gao has no interest and short position in the shares, debentures or underlying shares of the Company and its associated corporation (within the meaning of Part XV of the SFO). Ms. Gao did not hold any supervisory position in any public listed companies during the last three years preceding the Proposed Appointment. Ms. Gao is not connected

with the Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholder of the Company. Other than disclosed above, there is no matter that need to be brought to the attention of the Company's shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

The amended Notice of EGM, form of proxy and reply slip will be dispatched to the shareholders of the Company in due course. The amended form of proxy has included the abovementioned new ordinary resolution No. 3 and the amendment to special resolution No. 2. The previous form of proxy and reply slip shall therefore become invalid.

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

Beijing, The People's Republic of China  
5 June 2008

*As of the date hereof, the executive Directors are Dr. Wang Xu, Ms. Zhang Yan; the non-executive Directors are Mr. Li Minji, Mr. Xu Zhe, Mr. Qi Qigong, Mr. Pan Jiaren, Dr. Xia Peng and Ms. Lu Xiaobing; and the independent non-executive Directors are Mr. Chen Jing, Mr. Ye Lu and Mr. Liu Dongdong.*

*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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 "http://www.hkgem.com" on the "Latest Company Announcements" page for at least 7 days from the day of posting.*

\* For identification purpose only