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**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)**

**RESULTS OF ANNUAL GENERAL MEETING  
DIVIDEND DISTRIBUTION  
CHANGE OF DIRECTORS  
PROPOSED APPOINTMENT OF COMPLIANCE OFFICER,  
AUTHORIZED REPRESENTATIVE AND MEMBERS OF  
AUDIT COMMITTEE**

The Company is pleased to announce the poll results in respect of the resolutions proposed at the AGM, including the resolutions approving the distribution of dividend and re-election and election of directors and supervisors.

**RESULTS OF THE ANNUAL GENERAL MEETING**

Reference is made to the notice of the annual general meeting (the “AGM”) of Capinfo Company Limited (the “Company”) dated 27 April 2009.

The board of directors of the Company (the “Board”) is pleased to announce that the resolutions as set out in the notice of AGM were duly passed by way of poll at the AGM held on 19 June 2009. The poll results of the AGM were as follows:

<b>Ordinary Resolutions</b>		<b>No. of votes cast and percentage of total number of votes cast</b>	
		<b>For</b>	<b>Against</b>
1.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the directors’ and independent auditors’ reports for the year ended 31 December of 2008.	2,127,596,091 (100%)	0 (0%)
2.	To consider and approve the report prepared by the supervisors of the Company for the year 2008.	2,127,596,091 (100%)	0 (0%)
3.	To consider and approve the appointment of auditors and to authorize the Board of the Company to fix their remuneration.	2,127,596,091 (100%)	0 (0%)
4.	To consider and approve the distribution of final dividend for the year ended 31 December 2008.	2,127,596,091 (100%)	0 (0%)

5.	a.	To re-elect Dr. Wang Xu as the executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	b.	To re-elect Dr. Li Minji as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	c.	To re-elect Mr. Pan Jiaren as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	d.	To re-elect Mr. Qi Qigong as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	e.	To re-elect Ms. Lu Xiaobing as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	f.	To re-elect Mr. Cao Jun as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	g.	To re-elect Mr. Chen Jing as the independent non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	h.	To re-elect Ms. Liu Jian as the supervisor of the fourth session of the supervisory committee of the Company.	2,127,596,091 (100%)	0 (0%)
	i.	To re-elect Ms. Gao Yuanjun as the supervisor of the fourth session of the supervisory committee of the Company.	2,127,596,091 (100%)	0 (0%)
	j.	To elect Ms. Sun Jing as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	k.	To elect Ms. Li Zhi as the non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	l.	To elect Dr. Wang Huacheng as the independent non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
	m.	To elect Mr. Gong Zhiqiang as the independent non-executive director of the fourth session of the Board of the Company.	2,127,596,091 (100%)	0 (0%)
6.	To authorize the Board of the Company to fix the remuneration of the directors and supervisors of the Company.	2,127,596,091 (100%)	0 (0%)	

As more than one-half of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as the ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 2,898,086,091 shares. The total number of issued shares entitling the shareholders to vote for or against the ordinary resolutions at the AGM is 2,898,086,091 shares. In addition, no shares entitling the holders to attend and vote only against any of the ordinary resolutions at the AGM.

The vote-taking at the AGM was scrutinized by Hong Kong Registrars Limited, the Hong Kong H Shares registrar and transfer office of the Company, in conjunction with 北京市通商律師事務所(Commerce & Finance Law Offices).

## DIVIDEND DISTRIBUTION

The Board further announces that the payment of the dividend by the Company will be made in the following manner:

1. According to the Enterprise Income Tax Law of the People's Republic of China (the "PRC") and the Implementation Regulations for the Enterprise Income Tax Law of the PRC which took effect on 1 January 2008, the enterprise income tax is payable by non-resident enterprise shareholders in respect of income derived from the PRC at the applicable tax rate of 10% and the Company will withhold such enterprise income tax on behalf of the non-resident enterprise shareholders (including Hong Kong Securities Clearing Company Nominees Limited). Cash dividend payable to H-share non-resident enterprise shareholders after the deduction of the said enterprise income tax will be HK\$0.53 cents (equivalent to RMB0.47 cents) per share. Natural person shareholders of H-share is not subject to the relevant regulations and no deduction of enterprise income tax at the tax rate of 10% is required and the cash dividend payable to such natural person shareholders shall be HK\$0.59 cents (equivalent to RMB0.52 cents) per share.
2. Final dividend payable to holders of H shares are calculated in RMB but paid in Hong Kong dollars based on the formula as follows:

$$\begin{array}{l} \text{Final dividend payable to natural person} \\ \text{shareholders in Hong Kong dollars} \end{array} = \frac{\text{The RMB value of the final dividend}}{\text{The average closing exchange rate of Hong} \\ \text{Kong dollars to RMB as quoted by the People's} \\ \text{Bank of China for the calendar week preceding} \\ \text{the date on which the dividend was declared}}$$

$$\begin{array}{l} \text{Final dividend payable to} \\ \text{non-resident enterprise} \\ \text{shareholders in Hong Kong} \\ \text{dollars} \end{array} = \frac{\text{The RMB value of the final dividend}}{\text{The average closing exchange rate of Hong} \\ \text{Kong dollars to RMB as quoted by the} \\ \text{People's Bank of China for the calendar} \\ \text{week preceding the date on which the} \\ \text{dividend was declared}} \times 90\% \quad (\text{Enterprise} \\ \text{income tax} \\ \text{withheld at the} \\ \text{rate of 10\%})$$

In respect of the Company's 2008 final dividend to be paid to holders of H shares, the average exchange rate of Hong Kong dollars to RMB as quoted by the People's Bank of China for the calendar week preceding the date on which the dividend was declared (i.e. 23 March 2009) was HK\$1.00 to RMB0.8813.

3. The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent ("Receiving Agent") of the holders of H shares in Hong Kong to receive on behalf of the holders of H shares in Hong Kong the dividend declared in respect of the H shares and to hold the same, pending dividend payment, in trust for the holders of H shares. Dividend payable to holders of H shares will be paid by the Receiving Agent and despatched by Hong Kong Registrars Limited on or before 20 July 2009, Monday. Dividends distributed to the holders of H shares by mail shall be posted at the risk of the recipients.
4. The Company will pay the dividend to the holders of the domestic shares in accordance with the means of payment as requested by the holders of the domestic shares on or before 20 July 2009, Monday.

## CHANGE OF DIRECTORS

Reference is made to the announcement of the Company dated 27 April 2009 in relation to the proposed re-election and election of directors and supervisors.

The Board is also pleased to announce that due to other business commitments, Ms. Zhang Yan, Mr. Xu Zhe, Mr. Ye Lu and Mr. Liu Dongdong did not offer themselves for re-election at the AGM and resigned as directors of the Company with effect from 19 June 2009. All of them have confirmed that they have no disagreement with the Board and there is no matter relating to their resignation that will need to be brought to the attention of the shareholders of the Company.

Besides, at the AGM, Ms. Sun Jing and Ms. Li Zhi were appointed as non-executive directors of the Company and Dr. Wang Huacheng and Mr. Gong Zhiqiang were appointed as independent non-executive directors of the Company with effect from 19 June 2009. The biographical details of the aforesaid new directors were set out in the announcement dated 27 April 2009.

## **PROPOSED APPOINTMENT OF COMPLIANCE OFFICER, AUTHORIZED REPRESENTATIVE AND MEMBERS OF AUDIT COMMITTEE**

The members of fourth session of the Board and the Supervisory Committee of the Group were duly approved as directors and supervisors of the Company at the AGM held on 19 June 2009. Pursuant to the Articles of the Company, the first board meeting of the fourth session of the Board will be held on 3 July 2009 by the Company to discuss (1) the proposed election of Dr. Wang Xu as Compliance Officer and Authorized Representative of the Company to fill the position of Ms. Zhang Yan; and (2) the appointment of Dr. Wang Huacheng and Mr. Gong Zhiqiang as members of the Audit Committee to fill the positions of Mr. Ye Lu and Mr. Liu Dongdong. The above proposed resolutions are conditional upon the approval by the Board.

By Order of the Board of  
**CAPINFO COMPANY LIMITED\***  
**Dr. Li Minji**  
Chairman

Beijing, the People's Republic of China, 19 June 2009

*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 and Ms. Lu Xiaobing; and the independent non-executive directors of the Company are Mr. Chen Jing, Dr. Wang Huacheng and Mr. Gong Zhiqiang.*

*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: (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.*

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*For the purpose of this announcement, the English names of the PRC authorities, entities or qualifications are translation of their Chinese names and included in this announcement for identification purpose only. In the event of inconsistency, the Chinese name shall prevail.*

\* For identification purpose only