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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) 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 Friday, 19 June 2009 at 9:30 a.m. for the following purposes:

**AS ORDINARY RESOLUTIONS**

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 2008;
2. To consider and approve the report prepared by the supervisors of the Company for the year 2008;
3. To consider and approve the appointment of auditors and to authorize the board of directors of the Company to fix their remuneration;
4. To consider and approve the distribution of final dividend for the year ended 31 December 2008 (please refer to section headed “DIVIDEND DISTRIBUTION” for details);
5. To consider and approve the re-election and renewal of directors and supervisors of the Company;
6. To authorize the board of directors to fix of the remuneration of directors and supervisors of the Company; and
7. To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares of the Company with voting rights at such meeting, if any.

\* *For identification purpose only*

## DIVIDEND DISTRIBUTION

The directors of the Company recommend the payment of a cash dividend of RMB0.52 cents per share for the year ended 31 December 2008 to be distributed to all the shareholders whose names appear on the register of members of the Company on 15 May 2009. Subject to the shareholders' approval at the forthcoming Annual General Meeting on 19 June 2009, the dividend will be paid on or before 20 July 2009.

The register of members of the Company will be closed from 18 May 2009 (Monday) to 18 June 2009 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividend, all completed transfer documents, accompanied by the relevant share certificates must be lodged with the Company's H shares registrar in Hong Kong at Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shares) or the Company at 12/F, Quantum Silver Plaza, No.23 Zhichun Road, Haidian District, Beijing, China (for domestic shares) for registration on or before 15 May 2009 (Friday).

The Company would like to make the following explanatory statements in respect of the payment of the final dividend:

1. According to the Enterprise Income Tax Law of the People's Republic of China and the Implementation Regulations for the Enterprise Income Tax Law of the People's Republic of China (the "PRC") which took effect on 1 January 2008, enterprise income tax is payable by non-resident enterprises in respect of income derived from the PRC at an 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 is HK\$0.53 cents (equivalent to RMB0.47 cents) for every share. Natural person shareholders of H-share is not subject to the relevant regulations and no deduction of enterprise income tax at a 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 and paid in Hong Kong dollars based on the following formula:

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

|   |   |  |
|---|---|--|
|   | The RMB value of the final dividend   |  |
| Final dividend payable to non-resident enterprise shareholders in Hong Kong dollars | =   | x 90%  |
|   | =   | (Enterprise income tax at a 10% rate withheld) |
|   | The average closing 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 |  |

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 dividend declared in respect of the H shares and to hold the same pending payment in trust for the holders of H shares. Dividend payable to holders of H shares will be paid by the Receiving Agent and dispatched 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.

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

Beijing, the People's Republic of China  
 27 April 2009

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

*Notes:*

1. The register of members of the Company will be closed from 18 May 2009 (Monday) to 18 June 2009 (Thursday) (both days inclusive), during which no transfer of the Company's H shares will be effected. The shareholders whose name appears on the register of members of the Company on 15 May 2009 (Friday) will be entitled to attend and vote at the AGM.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his/her 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 at Hong Kong Registrars Limited of Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shares) or the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, The People's Republic of China (for domestic shares) not less than 24 hours before the time scheduled for the AGM or any adjournment thereof.
5. Shareholders of the Company 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 at Hong Kong Registrars Limited of Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shares) or the Company (for domestic shares) at the address set out as above, on or before 29 May 2009 (Friday). 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 Growth Enterprise Market of the Stock Exchange of Hong Kong Limited 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.*