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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)*

**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 Tuesday, 11th May, 2004 at 10:00 a.m. for the following purposes:

**AS ORDINARY RESOLUTIONS**

1. To consider and approve the supervisors’ report for the year 2003;
2. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the directors’ and auditors’ reports for the year ended 31st December, 2003;
3. To consider and approve the re-appointment of auditors and to authorize the board of directors of the Company to fix their remuneration;
4. To consider and approve any motion proposed by any shareholders holding 5% or more of the shares with voting rights at such meeting, if any.

By order of the Board  
**CAPINFO COMPANY LIMITED\***  
**Dr. CHEN Xinxiang**  
*Chairman*

Beijing, the People’s Republic of China  
25th March, 2004

*Notes:*

1. The register of shareholders of the Company will be closed from 11th April, 2004 (Sunday) to 11th May, 2004 (Tuesday) (both days inclusive), during which no transfer of the Company’s shares will be effected. The holder of Shares whose name appears on the register of shareholders of the Company at 4:00 p.m. on 10th April, 2004 (Saturday) will be entitled to attend and vote at the AGM.
2. Any holder of Shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his 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 Registrars Limited at Rooms 1901-05, 19/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shares) or the Company's registered office (for Domestic Shares) not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Shareholders 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 Registrars Limited at Rooms 1901-05, 19/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shares) or the Company's registered office (for Domestic Shares) on or before 21st April, 2004 (Wednesday). The reply slip may be delivered by hand or by post.

\* *For identification purpose only*