



**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 OF 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 Zhi Chun Road, Haidian District, Beijing 100191, the PRC on 15 January 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT** the appointment of Mr. Cao Jun as a non-executive director of the Company be and is hereby approved.”
2. “**THAT** the board of directors of the Company is hereby authorised to enter into service agreement and/or letter of appointment with Mr. Cao Jun with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the appointment of Mr. Cao Jun.”
3. “**THAT** the resignation of the non-executive director of the Company, Mr. Xia Peng be approved.”
4. “**THAT** the board of directors of the Company is hereby authorised to terminate any existing service agreement and/or letter of appointment with Mr. Xia Peng with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the termination of such service agreement and/or letter of appointment (if any) and his resignation thereof.”
5. “**THAT**:
  - (a) the non-exempt connected transaction (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) in relation to the provision of technology development services by Capinfo Technology Development Company Limited\* (首都信息科技發展有限公司) (“Capinfo Technology”) to Capnet Company Limited\* (北京首信網創網絡信息服務有限責任公司) (“Capnet”) pursuant to the agreement and the supplemental agreement entered into on 14 November 2008 and 21 November 2008 respectively between Capinfo Technology and Capnet to conduct a research and development project in relation to the regional wireless broadband network (the “Wireless Broadband Agreement”) and the agreement and the supplemental agreement entered into on 14

November 2008 and 21 November 2008 respectively between Capinfo Technology and Capnet to conduct a research and development project in relation to the community geographical information system technological solutions (the “GIS Agreement”), with the fee of RMB10.1 million be and is hereby approved;

- (b) the directors be and are hereby authorised to take all steps necessary or expedient to implement and/or give effect to the Wireless Broadband Agreement and the GIS Agreement.”

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

Beijing, the People’s Republic of China, 28 November 2008

*Note:*

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong H share registrar of the Company, Hong Kong Registrars Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or the time appointed for passing the resolutions and in case of holders of domestic shares, to the Company’s principal place of business in the PRC at 12th Floor, Quantum Silver Plaza, 23 Zhi Chun Road, Haidian District, Beijing 100191 not later than 24 hours before the time appointed for holding the meeting or the time appointed for passing the resolutions.
- (iii) Shareholders and their proxies should produce identity proof when attending the EGM.
- (iv) The register of members of the Company in Hong Kong will be closed from Monday, 15 December 2008 to Wednesday, 14 January 2009, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of Shareholders who are qualified to attend and vote at the EGM, all transfer document accompanied by the relevant share certificates must be lodged with the Company’s H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than Sunday, 14 December 2008.
- (v) Holders of H Shares of the Company who intend to attend the EGM shall complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company’s H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before Friday, 26 December 2008.
- (vi) Holders of domestic Shares of the Company who intend to attend the EGM shall complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company’s principal place of business in the PRC on or before Friday, 26 December 2008.

(vii) 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 for attending the meeting.

(viii) The proposed term of directorship of Mr. Cao Jun is from the commencement date of his appointment to the end of the third session of the Board on or about 30 June 2009. Brief biographical details of Mr. Cao Jun are set out below:

### **Non-executive director**

Mr. Cao Jun, aged 37, an intermediate economist and lawyer, is the deputy director of the business management department of Beijing All Media and Culture Group (北廣傳媒集團). Mr. Cao graduated from China University of Political Science & Law in 1992 with a Bachelor's degree in Laws. He has been the deputy secretary of the Business School of Beijing (北京市商業學校), member of the law enforcement team of Beijing Municipal Bureau of Radio and Television (北京市廣播電視局) and deputy director of the business management department of Beijing BAMC Entertainment Group (北京北廣影視集團) and has extensive work experiences in laws and management.

Mr. Cao 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 Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong)) and he receives no remuneration for the directorship. The proposed term of directorship is from the commencement date of his appointment to the end of the third session of the Board on or about 30 June 2009. Mr. Cao did not hold any directorship in any public listed companies during the last three years preceding his proposed appointment. Mr. Cao had no relationship with the directors, supervisors, senior management, management shareholder, substantial shareholders or controlling shareholder of the Company. The Board confirmed that there is no other matter of the Company has to be given to the Shareholders for their attention and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM. The Board believes that the changes in Directors will not have any impact on the daily operation and business of the Company.

*This announcement will remain on the GEM 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.*

\* For identification purpose only