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# CAPINFO

## 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: 1075)

## FORM OF PROXY

### EXTRAORDINARY GENERAL MEETING (the "Meeting") – 9 May 2014

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders of \_\_\_\_\_ domestic/H share(s) (Note 2)  
of RMB0.10 each in the capital of Capinfo Company Limited\* (the "Company"), **HEREBY APPOINT** the Chairman of the Meeting or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies to attend, act and vote for me/us and on my/our behalf at the Meeting to be held at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian district, Beijing, the People's Republic of China (the "PRC") on Friday, 9 May 2014 at 10:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, to vote on my/our behalf and in my/our name(s) in respect of the resolution set out in the notice of the Meeting as set out below:

ORDINARY RESOLUTION (Note 5)	FOR (Note 4)	AGAINST (Note 4)
(a) To approve, ratify and confirm the Conditional Undertaking and the transactions contemplated thereunder; (b) To approve and confirm the Proposed Disposal; (c) To approve and confirm that the Directors be and are hereby authorised and granted the Proposed Mandate; and (d) To authorise that any one or more Directors to do all such acts and things and execute all such documents and take such steps which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implement and/or giving effect to the Conditional Undertaking, the Proposed Disposal, the Proposed Mandate and the transactions contemplated thereunder.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ Shareholder's signature (Note 6): \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" herein inserted and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK "✓" THE APPROPRIATE BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK "✓" THE APPROPRIATE BOX MARKED "AGAINST".** Each share carries the right of one vote. On a poll taken at the Meeting, a shareholder (including his proxy/proxies) entitled to two or more votes need not cast all his votes in the same way. Failure to complete any or all the boxes will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- An ordinary resolution shall be passed by an affirmative vote of more than half of the Company's total voting shares being held by the shareholders present at the Meeting (including proxies).
- This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised. Only one of the joint holders needs to sign.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) which it is signed or a notarially certified copy thereof, must be deposited at the H Share registrar of the Company in Hong Kong at Hong Kong Registrars Limited of Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shares) or the Company's office (for domestic shares) at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC not less than 24 hours before the time scheduled for the Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- The register of members of the Company will be closed from Wednesday, 9 April 2014 to Friday, 9 May 2014 (both dates inclusive), during which no transfer of the Company's shares will be effected. The holders of shares whose names appear on the register of members of the Company on Tuesday, 8 April 2014 at 4:30 p.m. will be entitled to attend and vote at the Meeting.
- Voting for the ordinary resolution set out in the notice will be taking by poll.

\* For identification purposes only