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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)

(Stock Code: 8157)

ANNOUNCEMENT

(1) Proposed Transfer of Listing From the Growth Enterprise Market to the Main Board of The Stock Exchange of Hong Kong Limited (2) Proposed Amendment to the Articles of Association

The Board is pleased to announce that on 8 February 2010, it has approved, among other things, the proposed Transfer of Listing of its H Shares from GEM to the Main Board under the streamlined transfer of listing procedures pursuant to Chapter 9A of the Main Board Listing Rules. The proposed Transfer of Listing is subject to approvals by the Shareholders, CSRC and the Hong Kong Stock Exchange. The EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be convened on 30 March 2010 for the Shareholders to consider and if thought fit, to approve among other things, (i) the proposed Transfer of Listing; (ii) the proposed Articles Amendment; and (iii) the authorization to the Board to take any actions as they consider necessary, desirable and expedient in relation to the matters mentioned above, including obtaining all the necessary approvals from the CSRC and the Hong Kong Stock Exchange.

The Company would like to emphasize that (i) the proposed Transfer of Listing is at a preliminary stage and that the definitive timetable for the proposed Transfer of Listing has not yet been finalized; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the proposed Transfer of Listing from, among others, the Shareholders in general meeting, the CSRC and the Hong Kong Stock Exchange. Shareholders and potential investors should be aware that the Company may or may not proceed with the proposed Transfer of Listing. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Transfer of Listing.

(1) PROPOSED TRANSFER OF LISTING

Background

The Board is pleased to announce that on 8 February 2010, it has approved, among other things, the proposed Transfer of Listing of its H Shares from GEM to the Main Board under the streamlined transfer of listing procedures pursuant to Chapter 9A of the Main Board Listing Rules.

The proposed Transfer of Listing is subject to approvals by the Shareholders, CSRC and the Hong Kong Stock Exchange. The EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be convened on 30 March 2010 for the Shareholders to consider and if thought fit, to approve among other things, (i) the proposed Transfer of Listing; (ii) the proposed Articles Amendment; and (iii) the authorization to the Board to take any actions as they consider necessary, desirable and expedient in relation to the matters mentioned above, including obtaining all the necessary approvals from the CSRC and the Hong Kong Stock Exchange.

Reasons for the Transfer of Listing

The Group is an internet technology and network solutions provider with its principal place of business located in Beijing, the PRC. Since the listing of its H Shares on the GEM on 21 December 2001, the size and the business of the Group have grown steadily. The Directors are of the view that a listing of its H Shares on the Main Board will facilitate an increase in the liquidity of its H Shares, enhance the public profile of the Group and recognition from the investing public, including the institutional investors, which will be beneficial and complementary to the future growth and development of the Group. The Directors thus consider that the listing of its H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

The Transfer of Listing will not involve any issue of new Shares by the Company. Following the Transfer of Listing, no material change in the business activities of the Group is being currently contemplated by the Directors.

Requirements under the PRC Regulations

Under the existing Articles of Association and the relevant PRC laws and regulations, Shareholders' approval is required for the application of Transfer of Listing, the Articles Amendment and the relevant authorization. Subject to the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the proposed Transfer of Listing, the Articles Amendment and the relevant authorization, the Company will make a formal application to the CSRC for the approval of the proposed Transfer of Listing, and at appropriate time, the Company will also make a formal application to the Hong Kong Stock Exchange in relation to the proposed Transfer of Listing.

Conditions for the proposed Transfer of Listing

The proposed Transfer of Listing is subject to, among other things, the following conditions:

- (i) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the relevant rules and regulations of the PRC and the Main Board Listing Rules;
- (ii) the obtaining of the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the proposed Transfer of Listing;
- (iii) the obtaining of the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Articles Amendment;
- (iv) the granting of the approval by the CSRC in respect of the proposed Transfer of Listing; and
- (v) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board.

(2) PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION

In light of the proposed Transfer of Listing and for the purpose of complying with the Main Board Listing Rules, a special resolution will be proposed at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting for the Shareholders to approve the Articles Amendment, on a conditional basis, by amending paragraph 2 of Article 66 by deletion of "Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited" and replacing the same with "Rules Governing the Listing of Securities on the Stock Exchange".

The Articles Amendment will become effective after the completion of the proposed Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirements of the Main Board Listing Rules in replacement of the GEM Listing Rules. If the Company fails to proceed with the proposed Transfer of Listing, the Articles Amendment will not take effect and the current Articles of Association will continue to be effective.

The Board proposes to convene the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting on 30 March 2010. A circular containing, among other matters, the relevant information in relation to the proposed Transfer of Listing and the Articles Amendment, together with notices convening the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be despatched to the Shareholders as soon as practicable.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the proposed Transfer of Listing.

The Company would like to emphasize that (i) the proposed Transfer of Listing is at a preliminary stage and that the definitive timetable for the proposed Transfer of Listing has not yet been finalized; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the proposed Transfer of Listing from, among others, the Shareholders in general meeting, the CSRC and the Hong Kong Stock Exchange. Shareholders and potential investors should be aware that the Company may or may not proceed with the proposed Transfer of Listing. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Articles Amendment”	amendment of the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules, which will become effective since the date of listing of the H Shares on the Main Board
“Board”	the board of Directors
“Company”	Capinfo Company Limited, a joint stock limited company incorporated in the PRC, the issued H Shares of which (stock code: 8157) are listed on the GEM
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Directors”	the directors of the Company
“Domestic Shares”	domestic shares of RMB0.10 each in the registered capital of the Company
“Domestic Shareholders”	holders of Domestic Shares

“Domestic Shareholders Class Meeting”	the class meeting of Domestic Shareholders to be held to consider and, if thought fit, to approve, among other things, the proposed Transfer of Listing
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, to approve, among other things, the proposed Transfer of Listing
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Committee”	has the same meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Shares”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company which are listed on the GEM
“H Shareholders”	holders of H Shares
“H Shareholders Class Meeting”	the class meeting of H Shareholders to be held to consider and, if thought fit, to approve, among other things, the proposed Transfer of Listing
“Listing Committee”	the listing sub-committee of the directors of the Hong Kong Stock Exchange responsible for Main Board listing matters
“Main Board”	the securities market operated by the Hong Kong Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Hong Kong Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, Macau Special Administrative Region, and Taiwan
“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Transfer of Listing”	transfer of listing of the H Shares from GEM to the Main Board pursuant to the Main Board Listing Rules

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

Beijing, China, 8 February 2010

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.

As of the date hereof, the executive director 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, 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 will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

* For identification purposes only