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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Capinfo Company Limited (the “**Company**”) will be held at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, The People’s Republic of China on 1 July 2003 at 10:00 a.m. for the following purposes:

1. (A) To re-elect the retiring directors of the Company; and

(B) To elect new directors nominated by shareholders of the Company (if any); and

(C) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
2. (A) To re-elect the retiring supervisors of the Company; and

(B) To elect new supervisors nominated by shareholders of the Company (if any); and

(C) To authorize the board of directors of the Company to fix the remuneration of the supervisors of the Company.
3. To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:
 - (A) “**THAT** the employee share option scheme of the Company adopted on 6 December 2001 (the “Share Option Scheme”) be amended as follows:
 - (i) amending the title of the Share Option Scheme from “Employee Share Option Scheme” to “Share Option Scheme”, and replacing the words “Employee Share Option Scheme” with the words “Share Option Scheme” whenever they appear in the definition of “Scheme” in Clause 1(A);
 - (ii) replacing the definition of “Employees” with the following in Clause 1(A):

* For identification purpose only

“Eligible Persons” any employee, director (executive and non-executive), supervisor and officer, former directors, former supervisors and former officers, and consultants of the Company and the subsidiaries who, at the sole determination of the Directors, have contribution to the development of the Group

(iii) replacing whenever the word “Employee(s)” appears in the Share Option Scheme by the word “Eligible Persons” except for Clauses 6(E)(ii) and 7(v), (vi) and (vii);

(iv) replacing Clause 8(A) in its entirety by the following:

“Subject to the provisions of Clause 9, the maximum number of H Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of H Shares in issue from time to time.”

(B) “**THAT** conditional upon the grant of the approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited to the listing of and permission to deal in the overseas-listed foreign shares of RMB0.10 each (the “**H Shares**”) in the capital of the Company to be issued pursuant to the exercise of options to be granted under the Share Option Scheme (as defined in the circular of the Company dated 16 May 2003 of which this notice forms part) and any other share option schemes of the Company up to the 10% Limit (as defined below) as refreshed under the Share Option Scheme, the total number of H Shares to be allotted and issued pursuant to the grant or exercise of any options under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company as at the date of passing of this resolution) be and is hereby subject to a maximum limit equal to 10% of the H Shares in issue on the date of passing this resolution (the “**10% Limit**”), and that the directors of the Company be and are hereby unconditionally authorized to grant options to subscribe for H Shares up to the 10% Limit and to exercise all powers of the Company to allot, issue and deal with H Shares pursuant to the exercise of such options.”

By order of the Board
CAPINFO COMPANY LIMITED
Dr. Chen Xinxiang
Chairman

Beijing, the People’s Republic of China, 16 May 2003

Notes:

(a) The register of shareholders of the Company will be closed from 1 June 2003 to 1 July 2003 (both days inclusive), during which no transfer of the Company’s shares will be effected. The shareholders whose names appear on the register of shareholders of the Company at 4:00 p.m. on 30 May 2003 will be entitled to attend and vote at the Meeting.

- (b) Any shareholder entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at Meeting on his behalf. A proxy need not be a shareholder of the Company.
- (c) A voting proxy form for the Meeting 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.
- (d) 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 Meeting or any adjournment thereof.
- (e) Shareholders who intend to attend the Meeting should complete the enclosed reply slip for the meeting and return it to the Company's H Shares registrar in Rooms 1901-08, 19th Floor, 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 11 June 2003. The reply slip may be delivered by hand or by post.

This announcement, for which the directors of the Company (the "Directors") 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 ("GEM") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 GEM website at "www.hkgem.com" on the Latest Company Announcements" page for at least 7 days from the day of its posting.