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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)

**NOTICE OF THE 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 Zhichun Road, Haidian District, Beijing, The People’s Republic of China on Friday, 31 March 2006 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. **“THAT:** the resignation of Mr. Lu Dongtao, a non-executive director of the Company be approved and that the board of directors of the Company is hereby authorised to terminate the existing service agreement and/or letter of appointment with the aforesaid director 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.”
2. **“THAT:** the appointment of Mr. Xia Peng as a non-executive director of the Company be approved and the board of directors of the Company is hereby authorised to enter into service agreement and/or letter of appointment with the aforesaid person 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.”

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

Beijing, the People’s Republic of China

7 December 2005

\* *For identification purposes only*

*As of the date hereof, the executive directors are Dr. Chen Xinxiang, Dr. Wang Xu, Ms. Zhang Yan, Dr. Wu Bo; the non-executive directors are Mr. Li Minji, Mr. Xing Dehai, Mr. Xu Zhe, Mr. Bai Liming, Mr. Qi Qigong, Mr. Pan Jiaren, Ms. Tan Guoan, Mr. Ye Yongdong, Mr. Lu Dongtao; and the independent non-executive directors are Mr. Wong Ying Ho, Kennedy, Mr. Ng Kin Fai, Francis and Mr. Liu Dongdong.*

*Registered office:*

12th Floor, Quantum Silver Plaza  
23 Zhichun Road  
Haidian District  
Beijing 100083, PRC

*Principal place of business in Hong Kong:*

37th Floor  
Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

*Notes:*

- (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 needs 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 shares registrar of the Company, Hong Kong Registrars Limited at Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in case of holders of the Domestic Shares, to the Company's principal place of business in the PRC at 12th Floor Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, PRC not later than 24 hours before the time scheduled for the commencement of 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 Wednesday, 1 March 2006 to Thursday, 30 March 2006, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of the 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 shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited not later than 4:00 p.m. on Tuesday, 28 February 2006.
- (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 on or before Saturday, 11 March 2006.
- (vi) Holders of the 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 registered office on or before Saturday, 11 March 2006.
- (vii) Shareholders of the Company and their proxies shall be responsible for their own traveling and accommodation expenses for attending the meeting.

*This announcement, for which the Directors 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, 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.*

*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.*