



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)

FORM OF PROXY

Class Meeting of Holders of H Shares ("Meeting") – 30 March 2010

I/We (Note 1) _____
of _____
being the registered holder(s) 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, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Tuesday, 30 March 2010 at 10:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company) and 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 resolutions set out in the Notice of Class Meeting of Holders of H Shares as directed below:

SPECIAL RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
1.	<p>"THAT</p> <p>(a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the circular of the Company dated 11 February 2010), the proposed transfer of listing (the "Transfer of Listing") of the H Shares from the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") to the main board (the "Main Board") of the Hong Kong Stock Exchange, be and is hereby approved;</p> <p>(b) the board of directors (the "Board") of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as it thinks necessary, desirable or expedient to effect and implement the Transfer of Listing (the "Authorization"), including but not limited to:</p> <p>(i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission for the Transfer of Listing;</p> <p>(ii) determining the timetable thereof;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;</p> <p>(c) Dr. Li Minji, the chairman of the Board, be and is hereby approved to be delegated the Authorization from the Board (the "Delegation");</p> <p>(d) the validity of the resolution approving the Transfer of Listing, the Authorization and the Delegation to be one year, commencing on the date of the passing of the same by shareholders at the EGM."</p>		
2.	<p>"THAT</p> <p>(a) subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendment (as defined and described in the circular of the Company dated 11 February 2010) be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as it thinks necessary, desirable or expedient to give effect to the Articles Amendment, including but not limited to applying for approval of the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require;</p> <p>(c) Dr. Li Minji, the chairman of the Board, be and is hereby approved to be delegated the Authorization from the Board."</p>		

Dated this _____ day of _____ 2010

Shareholder's signature (Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a poll on his behalf. A proxy need not be a shareholder 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 RESOLUTIONS, TICK "✓" THE APPROPRIATE BOXES MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK "✓" THE APPROPRIATE BOXES 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.
- A special resolution shall be passed by an affirmative vote of more than two thirds 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 shareholders of the Company 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 notorially certified copy thereof, must be deposited at the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the Company's office (for holders of domestic shares) at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, 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 or any adjournment thereof if you so wish.
- The register of shareholders of the Company will be closed from Monday, 1 March 2010 to Tuesday, 30 March 2010 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of shareholders of the Company at 4:30 p.m. on Friday, 26 February 2010 are entitled to attend and vote at the extraordinary general meeting and the respective class meeting of the Company.

* For identification purposes only