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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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Capinfo Company Limited (the “**Company**”) will be held at Conference Room of Beijing COFCO Longquan Resort, Longquanwu, Mentougou District, Beijing, The People’s Republic of China on Monday, 12th May, 2003 at 10:00 a.m. for the following purposes:

I. As ordinary resolutions

1. To consider and approve the supervisors’ report for the year 2002;
2. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the directors’ and auditors’ reports for the year ended 31st December, 2002;
3. To authorise the board of directors (the “Board”) of the Company to fix the remuneration of the directors and to ratify previous payment of remuneration made to the directors of the Company (if any);
4. To authorise the Board to fix the remuneration of supervisors of the Company and to ratify previous payment of remuneration made to the supervisors of the Company (if any);
5. To consider and approve the re-appointment of auditors and to authorize the Board to fix their remuneration;
6. To consider and approve any motion proposed by any shareholders holding 5% or more of the shares with voting rights at such meeting, if any;

II. As special resolutions:

7. To consider and, if thought fit, pass the following as special resolutions:

A. “THAT:

- (1) subject to the granting of the necessary approval by The China Securities Regulatory Commission (“CSRC”), The Stock Exchange of Hong Kong Limited and other regulatory bodies and subject to the Rules Governing The Listing of

Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the Board be authorized to allot, issue or otherwise deal with additional domestic shares (“Domestic Shares”) and overseas listed foreign shares (“H Shares”) in the capital of the Company, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued Domestic Shares and H Shares (unless revoked or varied by special resolution in general meeting), and to make or grant offers, agreements and options which might require the exercise of such powers be generally approved;

- (2) The Board be authorised to make appropriate amendments to the relevant provisions in the Articles of Association of the Company after the completion of allotment or issuance as provided in paragraph (1) above, to increase the share capital of the Company and to complete the related registration formalities with the relevant government and regulatory authorities.”

B. “THAT,

- (1) Subject to paragraph (2) below, the Board be and is hereby authorised to apply to the CSRC, the State Administration of Foreign Exchange and the State Economic and Trade Commission (where required) and other relevant authorities for the necessary approval to exercise all powers of the Company during the Relevant Period to repurchase H Shares up to 10% of the issued H Shares in the capital of the Company as at the date of passing of this resolution, and upon the obtaining of all the necessary approvals, to exercise the aforesaid power to repurchase H Shares;

- (2) For the purpose of this resolution:

“Relevant Period” means the period from the date upon which this resolution is passed until whichever is the earliest of:

- (a) from the passing of this special resolution, until conclusion of the Company’s next annual general meeting;
 - (b) the expiry of the twelve-month period from the date of the passing of this resolution;
 - (c) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting;
- (3) The Board be authorised to make appropriate amendments to the relevant provisions in the Articles of Association of the Company after completion of repurchase of H Shares as provided in paragraph (1) above, to cancel such H Shares that shall have been repurchased, to reduce the share capital of the Company and to complete the related registration formalities with the relevant government and regulatory authorities.”

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

Beijing, the People's Republic of China,
26th March, 2003

Notes:

1. The register of shareholders of the Company will be closed from 12th April, 2003 to 12th May, 2003 (both days inclusive), during which no transfer of the Company's shares will be effected. The holder of Shares whose name appears on the register of shareholders of the Company at 4:00 p.m. on 11th April, 2003 will be entitled to attend and vote at the AGM.
2. Any holder of Shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his behalf. A proxy need not be a shareholder of the Company.
3. A voting proxy form for the AGM 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.
4. 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 AGM or any adjournment thereof.
5. Shareholders who intend to attend the AGM should complete the enclosed reply slip for the AGM and return it 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) on or before Tuesday, 22nd April, 2003. The reply slip may be delivered by hand or by post.

This announcement, for which the Directors of the Company 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 of Hong Kong Limited 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.

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 date of its posting.

* For identification purposes only