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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 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, 7th Floor, Block A, Corporate Square, 35 Financial Street, Xicheng District, Beijing, The People’s Republic of China on 28th March, 2003 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendment:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the agreement (“Acquisition Agreement”) dated 23rd January 2003 entered into between the Company and CNC Beijing Communication Corporation (中國網通集團北京市通信公司) (“Beijing Communication”) in relation to the acquisition by the Company from Beijing Communication of a 28% equity interest in Beijing Zhengtong Network Communication Co., Ltd. (北京正通網絡通信有限公司) (a copy of the Acquisition Agreement has been produced to this meeting marked “A” and signed by the chairman of the meeting for identification purpose), be and is hereby approved; and
- (b) the Directors be and are hereby authorized to take all steps necessary or expedient to implement and/or give effect to the Acquisition Agreement.”

2. **“THAT:**

- (a) the agreement (“Lease Agreement”) dated 23rd January 2003 entered into between the Company and Beijing IC Design Park Co., Ltd. (北京集成電路設計園有限責任公司) (“BICD”) in relation to the lease by the Company from BICD of the office premises at units 1201-1214 and 1501-1508 and 7 car parks at Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing (a copy of the Lease Agreement has been produced to this meeting marked “B” and signed by the chairman of the meeting for identification purpose), with the fee payable thereunder subject to the respective cap amount of RMB3.5 million, RMB4.1 million and RMB4.1 million for each of the three financial years ending 31 December 2005 be and is hereby approved; and
- (b) the Directors be and are hereby authorized to take all steps necessary or expedient to implement and/or give effect to the Lease Agreement.”

* *For identification purposes only*

SPECIAL RESOLUTION

3. “**THAT** the Articles of Association of the Company be and are hereby amended as follows with immediate effect:

In Article 10 of the Articles in English to replace “The scope of business of the Company shall be in accordance with the approval issued by the registration authority of the Company. The scope of business of the Company shall include providing information resource, e-commerce services, technical development, consultancy and training services with respect to network interconnection, computer equipment, software and hardware products as well as communication software and hardware products, information and network system integration and agency, and sales of computers and peripheral equipment, directly engaging in or acting as an agent for importing and exporting goods and technologies (except those restricted to engage in or import and export by the State), acting as agent for medicine, equipment and other consumables used in hospitals (license required), acting as agent for tendering of medicine and providing medical information consultancy services.” with “The scope of business of the Company shall be in accordance with the approval issued by the registration authority of the Company. The scope of business of the Company shall include providing information resource, e-commerce services, technical development, consultancy and training services with respect to network interconnection, computer equipment, software and hardware products as well as communication software and hardware products, information and network system integration and agency, and sales of computers and peripheral equipment, directly engaging in or acting as an agent for importing and exporting goods and technologies (except those restricted to engage in or import and export by the State), acting as agent for medicine, equipment and other consumables used in hospitals (license required), acting as agent for tendering of medicine, providing medical information consultancy services and engaging in architectural engineering.” and to adopt corresponding changes to the Articles in Chinese as the Directors deem fit”

By order of the Board
CAPINFO COMPANY LIMITED
Chen Xinxiang
Chairman

Beijing, the People’s Republic of China, 10th February, 2003

Notes:

1. The register of shareholders of the Company will be closed from 26th February, 2003 to 28th March, 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 25th February, 2003 will be entitled to attend and vote at the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company.

3. A voting proxy form for the EGM 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. Votings for ordinary resolutions Nos.1 and 2 set out in this notice will be taken by poll.
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 not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Shareholders who intend to attend the EGM should complete the enclosed reply slip for the EGM and return it to the Company's H Shares registrar in Rooms 1901-05, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shares) or the Company (for domestic shares) on or before 8th March, 2003. The reply slip may be delivered by hand or by post.

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 Capinfo. 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 on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the Company's website at www.capinfo.com.cn.