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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)

## RESULTS OF (1) EXTRAORDINARY GENERAL MEETING (2) H SHAREHOLDERS CLASS MEETING (3) DOMESTIC SHAREHOLDERS CLASS MEETING HELD ON 15 APRIL 2009

The Board is pleased to announce that the resolutions set out in the Notice of EGM, Notice of H Shareholders Class Meeting and Notice of Domestic Shareholders Class Meeting were duly passed as special resolutions at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting held on 15 April 2009, respectively.

Reference is made to the circular of the Company dated 26 February 2009 (the "**Circular**") in relation to the Proposed H Share Issue. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the resolutions set out in the notice of EGM ("Notice of EGM"), notice of H Shareholders Class Meeting ("Notice of H Shareholders Class Meeting") and notice of Domestic Shareholders Class Meeting") have been duly passed as special resolutions at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting held on 15 April 2009, respectively.

### SPECIAL RESOLUTIONS PASSED AT THE EGM

The EGM has been held at the Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Wednesday, 15 April 2009. A poll has been demanded by the chairman of the Company for voting on the proposed special resolutions as set out in the Notice of the EGM which has been delivered to all the Shareholders, and the special resolutions have been approved by the Shareholders by way of poll.

As at the date of the EGM, the Company has issued a total of 2,898,086,091 Shares, comprising 2,123,588,091 Domestic Shares and 774,498,000 H Shares. The total number of issued Shares of the Company entitling holders to attend and vote for or against the resolutions at the EGM are 2,898,086,091. No Shareholder has stated his/her/its intention to vote against the resolutions at the EGM or to abstain in the circular. None of the Shareholders are entitled to attend and vote only against any of the resolutions at the EGM. There is no restriction on any Shareholders to cast vote on any of the resolutions at the EGM.

Shareholders or their proxies holding 2,897,798,091 Shares with voting right representing 99.9 % of the entire issued share capital of the Company, have been present and constituted a quorum of the meeting in accordance with the Company Law of the PRC and the articles of association of the Company.

Hong Kong Registrars Limited, the Company's H Share registrar and transfer office in Hong Kong, in conjunction with Jun Zejun Law Firm (君澤君律師事務所), acted as the scrutineers at the EGM for the purpose of vote-taking.

The special resolutions set out below correspond to that set out in the Notice of EGM. Please refer to the Notice of EGM for the full wordings thereof. The following are the poll results in respect of the special resolutions proposed at the EGM:

|                     |  | FOR                     | AGAINST         |
|---------------------|--|-------------------------|-----------------|
| Special Resolutions |  | Number of votes         | Number of votes |
|                     |  | (%)                     | (%)             |
| 1.                  | THAT the Proposed H Share Issue be approved and<br>mandate be granted to the Board to allot and issue<br>additional H Shares pursuant to the Proposed H<br>Share Issue. Such mandate can be exercised once or<br>more then once during the 12 month period from the<br>passing of this resolution. | 2,160,992,091<br>(100%) | 0<br>(0%)       |
| 2.                  | THAT the Board be authorized to approve, execute,<br>and do or procure to be executed and done, all such<br>documents, deeds and things as it may consider<br>necessary in connection with the Proposed H Share<br>Issue.  | 2,160,992,091<br>(100%) | 0<br>(0%)       |

### SPECIAL RESOLUTIONS PASSED AT THE H SHAREHOLDERS CLASS MEETING

The H Shareholders Class Meeting has been held at the Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Wednesday, 15 April 2009. A poll has been demanded by the chairman of the Company for voting on the proposed special resolutions as set out in the Notice of H Shareholders Class Meeting which has been delivered to all the H Shareholders, and the special resolutions have been approved by the H Shareholders by way of poll.

As at the date of the H Shareholders Class Meeting, the total number of issued H Shares of the Company entitling holders to attend and vote for or against the resolutions at the H Shareholders Class Meeting are 774,498,000. No H Shareholder has stated his/her/its intention to vote against the resolutions at the H Shareholders Class Meeting or to abstain in the circular. None of the H Shareholders are entitled to attend and vote only against the resolution at the H Shareholders Class Meeting. There is no restriction on any H Shareholders to cast vote on any of the resolutions at the H Shareholders Class Meeting. Shareholders or their proxies holding 774,210,000 Shares with voting right representing 99.9% of the total issued H Shares, have been present and constituted a quorum of the meeting in accordance with the Company Law of the PRC and the articles of association of the Company.

Hong Kong Registrars Limited, the Company's H Share registrar and transfer office in Hong Kong, in conjunction with Jun Zejun Law Firm (君澤君律師事務所), acted as the scrutineers at the H Shareholders Class Meeting for the purpose of vote-taking.

The special resolutions set out below correspond to that set out in the Notice of H Shareholders Class Meeting. Please refer to the Notice of H Shareholders Class Meeting for the full wordings thereof. The following are the poll results in respect of the special resolutions proposed at the H Shareholders Class Meeting:

|                     |   | FOR                  | AGAINST         |
|---------------------|---|----------------------|-----------------|
| Special Resolutions |   | Number of votes      | Number of votes |
|                     |   | (%)                  | (%)             |
| 1.                  | THAT the Proposed H Share Issue be approved and       |                      |                 |
|                     | mandate be granted to the Board to allot and issue    |                      |                 |
|                     | additional H Shares pursuant to the Proposed H Share  | 37,404,000           | 0               |
|                     | Issue. Such mandate can be exercised once or more     | (100%)               | (0%)            |
|                     | then once during the 12 month period from the passing |                      |                 |
|                     | of this resolution.                                   |                      |                 |
| 2.                  | THAT the Board be authorized to approve, execute,     | 37,404,000<br>(100%) | 0<br>(0%)       |
|                     | and do or procure to be executed and done, all such   |                      |                 |
|                     | documents, deeds and things as it may consider        |                      |                 |
|                     | necessary in connection with the Proposed H Share     |                      |                 |
|                     | Issue.  |                      |                 |

### SPECIAL RESOLUTIONS PASSED AT THE DOMESTIC SHAREHOLDERS CLASS MEETING

The Domestic Shareholders Class Meeting has been held at the Conference Room of the 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China on Wednesday, 15 April 2009. A poll has been demanded by the chairman of the Company for voting on the proposed special resolutions as set out in the Notice of Domestic Shareholders Class Meeting which has been delivered to all the Domestic Shareholders, and the special resolutions have been approved by the Domestic Shareholders by way of poll. As at the date of the Domestic Shareholders Class Meeting, the total number of issued Domestic Shares of the Company entitling holders to attend and vote for or against the resolutions at the Domestic Shareholders Class Meeting are 2,123,588,091. No Domestic Shareholder has stated his/her/its intention to vote against the resolutions at the Domestic Shareholders Class Meeting or to abstain in the circular. None of the Domestic Shareholders are entitled to attend and vote only against the resolutions at the Domestic Shareholders Class Meeting. There is no restriction on any Domestic Shareholders to cast vote on any of the resolutions at the Domestic Shareholders Class Meeting. Shareholders or their proxies holding 2,123,588,091 Shares with voting right representing 100% of the total issued Domestic Shares, have been present and constituted a quorum of the meeting in accordance with the Company Law of the PRC and articles of association of the Company.

Hong Kong Registrars Limited, the Company's H Share registrar and transfer office in Hong Kong, in conjunction with Jun Zejun Law Firm (君澤君律師事務所), acted as the scrutineers at the Domestic Shareholders Class Meeting for the purpose of vote-taking.

The special resolutions set out below correspond to that set out in the Notice of Domestic Shareholders Class Meeting. Please refer to the Notice of Domestic Shareholders Class Meeting for the full wordings thereof. The following are the poll results in respect of the special resolutions proposed at the Domestic Shareholders Class Meeting:

|                     |   | FOR                     | AGAINST         |
|---------------------|---|-------------------------|-----------------|
| Special Resolutions |   | Number of votes         | Number of votes |
|                     |   | (%)                     | (%)             |
| 1.                  | THAT the Proposed H Share Issue be approved and       |                         |                 |
|                     | mandate be granted to the Board to allot and issue    |                         |                 |
|                     | additional H Shares pursuant to the Proposed H Share  | 2,123,588,091           | 0               |
|                     | Issue. Such mandate can be exercised once or more     | (100%)                  | (0%)            |
|                     | then once during the 12 month period from the passing |                         |                 |
|                     | of this resolution.                                   |                         |                 |
| 2.                  | THAT the Board be authorized to approve, execute,     | 2,123,588,091<br>(100%) | 0<br>(0%)       |
|                     | and do or procure to be executed and done, all such   |                         |                 |
|                     | documents, deeds and things as it may consider        |                         |                 |
|                     | necessary in connection with the Proposed H Share     |                         |                 |
|                     | Issue.  |                         |                 |

By Order of the Board CAPINFO COMPANY LIMITED<sup>\*</sup> 首都信息發展股份有限公司 Dr. Li Minji *Chairman* 

Beijing, The People's Republic of China 15 April 2009 As at the date hereof, the executive Directors are Dr. Wang Xu, Ms. Zhang Yan; the non-executive Directors are Dr. Li Minji, Mr. Xu Zhe, Mr. Qi Qigong, Mr. Pan Jiaren, Mr. Cao Jun, Ms. Lu Xiaobing and the independent non-executive Directors are Mr. Chen Jing, Mr. Ye Lu and Mr. Liu Dongdong.

This announcement, for which the Directors collectively and individually accept full responsibility, include 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, 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 Announcement" page for at least 7 days from the date of its posting and on the Company's website at www.capinfo.com.cn.

\* For identification purpose only