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CAPINFO

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 on GEM: 8157)

(Stock code on Main Board: 1075)

ANNOUNCEMENT

Transfer of Listing from the Growth Enterprise Market to the Main Board of The Stock Exchange of Hong Kong Limited

Financial Advisor to the Company



Guotai Junan Capital Limited

On 22 June 2010, an application was made by the Company to the Hong Kong Stock Exchange for the transfer of listing of the H Shares from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, (i) 774,498,000 H Shares in issue; and (ii) 78,541,760 H Shares which may fall to be issued pursuant to the exercise of the outstanding options which were granted under the Share Option Schemes, on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle has been granted by the Hong Kong Stock Exchange on 16 December 2010 for the H Shares to be listed on the Main Board and de-listed from GEM according to Rule 9A.09(6) of the Main Board Listing Rules. The Company has also obtained the approval from the China Securities Regulatory Commission in connection with the implementation of the Transfer of Listing of the H Shares from GEM to the Main Board on 23 November 2010.

Subject to the passing of the resolutions approving the appointment of Mr. Zeng Xianggao as an independent non-executive Director at the EGM, the last day of dealings in the H Shares on GEM (Stock code: 8157) will be 20 January 2011. Dealings in the H Shares on the Main Board (Stock code: 1075) will commence at 9:30 a.m. on 21 January 2011.

TRANSFER OF THE LISTING OF THE H SHARES FROM GEM TO THE MAIN BOARD

On 22 June 2010, an application was made by the Company to the Hong Kong Stock Exchange for the transfer of listing of the H Shares from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, (i) 774,498,000 H Shares in issue; and (ii) 78,541,760 H Shares which may fall to be issued pursuant to the exercise of the outstanding options which were granted under the Share Option Schemes, on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle has been granted by the Hong Kong Stock Exchange on 16 December 2010 for the H Shares to be listed on the Main Board and de-listed from GEM according to Rule 9A.09(6) of the Main Board Listing Rules. The Company has also obtained the approval from the China Securities Regulatory Commission in connection with the implementation of the Transfer of Listing of the H Shares from GEM to the Main Board on 23 November 2010.

The Transfer of Listing is conditional on the passing of the resolutions approving the appointment of Mr. Zeng Xianggao as an independent non-executive Director at the EGM. The Transfer of Listing will not become effective unless the appointment of Mr. Zeng Xianggao as an independent non-executive Director has been approved at the EGM. Save as the aforementioned condition, all qualifications for the Transfer of Listing as set out in Rule 9A.02 of the Main Board Listing Rules in relation to the Company and its H Shares have, insofar as applicable, been met.

REASONS FOR THE TRANSFER

The Group is an information technologies and services supplier with its principal place of business located in Beijing, the PRC. Since the listing of its H Shares on the GEM on 21 December 2001, the size and the business of the Group have grown steadily. The Directors are of the view that a listing of its H Shares on the Main Board will facilitate an increase in the trading liquidity of its H Shares and enhance the public profile of the Group and recognition from the investing public, including the institutional investors. The Directors thus consider that the listing of its H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group. The Transfer of Listing will not involve any issue of new H Shares by the Company. Following the Transfer of Listing, no material change in the business activities of the Group is being currently contemplated by the Directors.

DEALINGS IN THE H SHARES ON THE MAIN BOARD

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 21 December 2001, the date on which the H Shares were listed on GEM. Subject to the continued compliance with the stock admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS once dealings in the H Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The last day of dealings in the H Shares on GEM (Stock code: 8157) will be 20 January 2011. Dealings in the H Shares on the Main Board (Stock code: 1075) will commence at 9:30 a.m. on 21 January 2011.

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates. No change will be made to the board lot size, trading currency of the H Shares and the share registrars of the H Shares in connection with the Transfer of Listing. H Shares will be traded under the new stock code 1075 in board lots of 6,000 H Shares each following the Transfer of Listing.

SHARE OPTION SCHEMES

The Share Option Scheme, which was adopted by the Company on 6 December 2001 and amended on 1 July 2003, served the purpose of recognizing the contribution of the eligible participants and providing a performance related incentive to them.

The Company adopted the Pre-IPO Share Option Plan on 6 December 2001 and had granted options upon the exercise of which a total of 70,472,920 H Shares may be issued. No further options could be, and had been, offered or granted under the Pre-IPO Share Option Plan following the listing of the H Shares on GEM on 21 December 2001.

As at the date of this announcement, the total number of the H Shares which may be issued upon the exercise of all the outstanding share options granted under the Share Option Schemes is 78,541,760, comprising (i) 45,342,000 H Shares which may be issued upon the exercise of all the outstanding options granted under the Share Option Scheme with the exercise price of HK\$0.41 and the expiry date on 17 August 2014, and (ii) 33,199,760 H Shares which may be issued upon the exercise of all the outstanding options granted under the Pre-IPO Share Option Plan with the exercise price of HK\$0.48 and the expiry date on 6 December 2011. All such outstanding share options will remain valid and exercisable in accordance with their terms of issue after the Transfer of Listing.

As of the date of this announcement, save as disclosed above, the Company does not have any other options, warrants or similar rights or convertible equity securities in issue which will be transferred to the Main Board. The listing of the H Shares on GEM to be issued pursuant to the Share Option Scheme and Pre-IPO Share Option Plan will also be transferred to the Main Board pursuant to Rule 9A.10 of the Main Board Listing Rules.

COMPETING INTERESTS

As at the date of this announcement, none of the Directors, Supervisors, the Controlling Shareholder nor their respective associates has an interest in a business, which competes or may compete, either directly or indirectly, with the businesses of the Company.

CONTINUING CONNECTED TRANSACTIONS

The existing continuing connected transactions engaged by the Group discloseable under the Main Board Listing Rules include (i) provision of network system and related maintenance services; (ii) lease of office premises; (iii) lease of dedicated circuit; (iv) receipt of telephone services; and (v) provision of the relevant ticketing services. The Company confirms that such transactions do not represent any reliance on the connected persons in its operations.

PUBLIC FLOAT

The Directors confirm that approximately 26.72% of the total issued share capital of the Company is held by the public (as defined in the Main Board Listing Rules) as at the close of trading on 16 December 2010. Accordingly, the minimum 25% public float requirement has been maintained in compliance with Rule 8.08 of the Main Board Listing Rules.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for viewing on the website of the Company at www.capinfo.com.cn and the Stock Exchange at www.hkexnews.hk:

- (a) the published directors' report and annual accounts of the Company for the year ended 31 December 2009;
- (b) the first quarterly report of the Company for the three months ended 31 March 2010;
- (c) the interim report of the Company for the six months ended 30 June 2010;
- (d) the third quarterly report of the Company for the nine months ended 30 September 2010;
- (e) the memorandum and articles of association of the Company;
- (f) the circular of the Company dated 11 February 2010 in relation to the proposed Transfer of Listing and Articles Amendments;
- (g) the circular of the Company dated 13 November 2009 in relation to the continuing connected transaction, proposed amendments to articles of association and proposed introduction of new internal corporate governance rules of the Company;
- (h) the circular of the Company dated 26 February 2009 in relation to the extension of specific mandate to issue H Shares; and
- (i) a copy of each of the announcements and other corporate communications made by the Company before the date of this announcement as required under the GEM Listing Rules and the Main Board Listing Rules.

BIOGRAPHICAL INFORMATION OF THE DIRECTORS AND SUPERVISORS

The Company discloses below the biographical information of each current Director and Supervisor and the proposed independent non-executive Director whose appointment will be considered and if thought fit, approved by the Shareholders at the EGM:

Executive Directors

Dr. WANG Xu (汪旭博士), aged 41, has been appointed as an executive Director since July 2001 and is currently the Chief Executive of the Group. He was responsible for the administration and execution of the overall business strategies of the Group. Dr. Wang received his doctorate degree in management from the department of technical economics at School of Economics and Management of Tsinghua University in the PRC in 1998 and joined the Group in the same year.

Dr. Wang has entered into a director's service contract with the Company for a term of three years commencing in July 2001 and would continue thereafter until terminated by either party.

Dr. Wang's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles of Association, which specify that each session of the Board will be for a period of three years. Dr. Wang is entitled to a fixed emolument of approximately RMB38,000 per month which is determined after arm's length negotiation between the parties plus a discretionary bonus to be determined by the Board from time to time.

The Company has granted options to Dr. Wang entitling him to subscribe for 2,763,350 H shares of the Company, the exercise of which is subject to the relevant rules and regulations of PRC law. Save for the aforesaid, Dr. Wang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Dr. Wang is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Non-executive Directors

Dr. LI Minji (李民吉博士), aged 45, is currently the chairman of the Board and executive vice president of the Beijing State-owned Assets Management Co., Ltd. Dr. Li joined the Group in September 2004 as a non-executive Director, and was appointed as the chairman of the Board in July 2007. Dr. Li graduated from the Faculty of Finance and Administration of the People's University of China in 1988 and received a master's degree in economics. He received his doctorate degree in management at Huazhong University of Science and Technology in 2008. He successively served as the vice-general manager of Wuhan International Trust and Investment Corporation Limited, vice-general manager of Capital Securities Co., Ltd., chief executive officer of Beijing Venture Capital Co., Ltd. prior to joining the Group.

Dr. Li's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Dr. Li is not entitled to any emolument.

Dr. Li does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Dr. Li is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Ms. SUN Jing (孫婧女士), aged 37, has been a non-executive Director since June 2009 and is currently the general manager of the financial assets management department of Beijing State-owned Assets Management Co., Ltd. Ms. Sun graduated from Tsinghua University and received her master's degree in business administration in 2001. Ms. Sun had worked in China International Cultural Exchange Centre, Beijing XinHuaxin Business Risk Management Ltd. and Beijing Centergate Technologies (Holding) Co., Ltd. prior to joining the Group.

Ms. Sun's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Ms. Sun is not entitled to any emolument.

Ms. Sun does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Sun is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Ms. LI Zhi (李治女士), aged 33, has been a non-executive Director since June 2009 and is currently a project manager of the social projects development department of the Beijing Stateowned Assets Management Co., Ltd. Ms. Li graduated from the China University of Petroleum with a master's degree in business management in 2003. Ms. Li worked for CITIC Media Group prior to joining the Group.

Ms. Li's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Ms. Li is not entitled to any emolument.

Ms. Li does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Sun is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Mr. PAN Jiaren (潘家任先生), aged 70, has been a non-executive Director since July 2001, is currently the director of Beijing Sino-Sky Radio TV & Communication Technology Co., Ltd. Mr. Pan graduated from the Faculty of Physics of Wuhan University in 1963 with a bachelor's degree. Mr. Pan has served successively as the vice-dean of the Institute of Design of the Ministry of Broadcasting and Television (MBT), the factory director of Shuang Qiao Equipment Manufacturing Plant of MBT and the head of Aerial Specialist Committee under the Science and Technology Committee of MBT prior to joining the Group.

Mr. Pan's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Mr. Pan is not entitled to any emolument.

The Company has granted options to Mr. Pan entitling him to subscribe for 2,710,650 H shares of the Company, the exercise of which is subject to the relevant rules and regulations of PRC Law. Save for the aforesaid, Mr. Pan does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Mr. Pan is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Mr. CAO Jun (曹軍先生), aged 39, has been a non-executive Director since January 2009. He is currently the deputy director of the business management department of Beijing All Media and Culture Group. Mr. Cao graduated from China University of Political Science & Law in 1992 with a bachelor's degree in Laws. He had worked in the Business School of Beijing, Beijing Municipal Bureau of Radio and Television and Beijing BAMC Entertainment Group prior to joining the Group.

Mr. Cao's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Mr. Cao is not entitled to any emolument.

Mr. Cao does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Mr. Cao is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Mr. QI Qigong (戚其功先生), aged 49, has been a non-executive Director since July 2001 and is currently the vice-general manager of Beijing branch of China United Network Communications Corporation Limited. Mr. Qi graduated from Hong Kong University of Science and Technology with a master's degree in international business management for senior executives. He served successively as the assistant chief, vice-director of Financial Section of Beijing Telecom Management Bureau, as well as the manager of finance department and the vice-general manager of Beijing Telecom Company prior to joining the Group.

Mr. Qi's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Mr. Qi is not entitled to any emolument.

The Company has granted options to Mr. Qi entitling him to subscribe for 2,710,650 H shares of the Company, the exercise of which is subject to the relevant rules and regulations of PRC Law. Save for the aforesaid, Mr. Qi does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Mr. Qi is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Ms. LU Xiaobing (盧小冰女士), aged 56, has been a non-executive Director since June 2007 and is currently the director of China Financial Computerization Corporation. Ms. Lu obtained a master's degree in business and administration at Tianjin University in 1999. Ms. Lu had worked in the Chaoyang District Agency of Beijing of Industrial and Commercial Bank of China and the Science Division of the People's Bank of China where she was responsible for application of the information system of the bank, and the management of research and development of national key technologies under the financial system prior to joining the Group.

Ms. Lu's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the Board will be for a period of three years. Ms. Lu is not entitled to any emolument.

Ms. Lu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Ms. Lu is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Independent non-executive Directors

Mr. CHEN Jing (陳靜先生), aged 66, has been an independent non-executive Director since October 2006 and is currently a member of the Advisory Committee for State Informatization, an expert of the expert advisory group for Beijing Municipal Government. Mr. Chen also serves as adjunct professor of South Western University of Finance and Economics, University of International Business and Economics and Xi'an Jiaotong University. Mr. Chen graduated from Tsinghua University in 1967, majoring in automatic control. He successively served as director of science division of the People's Bank of China, office director of National Banking Informatization Leading Group, and chief of Chengdu Computer Application Institute of Chinese Academy of Sciences prior to joining the Group.

Mr. Chen's appointment of director is subject to resign by rotation or re-election in accordance with the Company's Articles of Association, which specify that each session of the Board will be for a period of three years. Mr. Chen is entitled to a fixed emolument of RMB70,000 per year which is determined after arm's length negotiation between the parties.

Mr. Chen does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Mr. Chen is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Dr. WANG Huacheng (王化成博士), aged 47, has been an independent non-executive Director since June 2009 and is currently a professor of the School of Business of the People's University of China, mainly engaging in teaching and advisory of financial management, financial analysis and accounting. He is also the general secretary of National Master of Professional Accounting Education Instruction Committee (全國會計專業碩士學位教育指導委員會), the vice-general secretary of China Accounting Society and an adjunct professor at universities including China University of Mining and Technology. Dr. Wang also serves as an independent director and chairman of auditing committee of Huatai Securities Co. Ltd. and Yinzuo Company Limited (銀座股份有限公司), respectively, both listed companies on the Shenzhen Stock Exchange. Prior to that, Dr. Wang has served as an independent director and

chairman of auditing committee of Sinopec Yizheng Chemical Fibre Company Limited from 2002 to 2008 and Dongfang Thermoelectric Company Limited from 2002 to 2005, respectively, which are companies listed on the Hong Kong Stock Exchange and Shenzhen Stock Exchange, respectively. Dr. Wang received his doctorate degree in accounting from the People's University of China in 1998. Dr. Wang worked at the People's University of China prior to joining the Group and has extensive teaching and managing experience in accounting and management.

Dr. Wang's appointment of director is subject to resign by rotation or re-election in accordance with the Company's Articles of Association, which specify that each session of the Board will be for a period of three years. Dr. Wang is entitled to a fixed emolument of RMB65,000 per year which is determined after arm's length negotiation between the parties.

Dr. Wang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Dr. Wang is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Mr. GONG Zhiqiang (宮志強先生), aged 38, has been appointed as an independent non-executive Director since June 2009 and is currently a managing partner of Beijing Sino Pro. Law Firm. Mr. Gong graduated from Heibe University with a master's degree in laws in 1995. Mr. Gong had worked in the Intermediate People's Court of Handan Municipality, Heibe Province and Beijing Hylands Law Firm prior to joining the Group.

Mr. Gong's appointment of director is subject to resign by rotation or re-election in accordance with the Company's Articles of Association, which specify that each session of the Board will be for a period of three years. Mr. Gong is entitled to a fixed emolument of RMB60,000 per year which is determined after arm's length negotiation between the parties.

Mr. Gong does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Mr. Qi is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Proposed independent non-executive Director

Mr. Zeng Xianggao (曾祥高先生), aged 52, is the proprietor of Kangyuan Zeng & Co. (certified public accountant firm). Mr. Zeng is a fellow member of The Association of Chartered Certified Accountants, a member of Hong Kong Institute of Certified Public Accountants (practicing). Mr. Zeng was previously an accounting lecturer of Sun Yat-sen University at Guangzhou, and an audit and tax consultant in two international accounting firms. He has extensive experiences in accounting, taxation and auditing practice in Hong Kong as well as in Mainland China. Mr. Zeng graduated from the Renmin University of China (Beijing) with a Master's degree in Economics, and also obtained training certificate of independent directorship from the Shanghai National Accounting Institute in 2004. He was an independent director of China State Shipbuilding Co., Limited (formerly known as Hudong Heavy Machinery Company Limited), a company listed on the Shanghai Stock Exchange, from May 2002 to July 2007. He was also an independent non-executive director of China Financial International Investments Limited, a company listed on the Hong Kong Stock Exchange from March 2007 (Stock Code: 721).

Mr. Zeng Xianggao will be appointed to the fourth session of the Board for a term commencing from the date on which his appointment is approved by the Shareholders at the EGM until the expiration date of the term of the fourth session of the Board.

Mr. Zeng Xianggao will be entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

Mr. Zeng does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Zeng is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Supervisors

Ms. LIU Jian (劉健女士), aged 59, has been appointed as a Supervisor and the chairman of the board of Supervisors since July 2001 and is currently a director and vice president of the Beijing State-owned Assets Management Co., Ltd. Ms. Liu graduated in 1993 from the Shanghai Finance University with a master's degree. Ms. Liu had served as vice-head of Jiangxi Pharmaceutical Factory, head of Jiangxi Medical Equipment Factory, vice-chairman and chief financial officer of Beijing Wandong Medical Instrument Company and chief financial officer in Beijing Outbound Financing and Investment Management Centre prior to joining the Group.

Ms. Liu's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the board of Supervisors will be for a period of three years. Ms. Liu is not entitled to any emolument.

The Company has granted options to Ms. Liu entitling her to subscribe for 2,710,650 H shares of the Company, the exercise of which is subject to the relevant rules and regulations of PRC Law. Save for the aforesaid, Ms. Liu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Ms. Liu is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Ms. GAO Yuanjun (高遠軍女士), aged 54, has been appointed as a Supervisor since June 2008 and is currently the Senior Business Manager of the Audit Department of the Beijing State-owned Assets Management Co., Ltd. Ms. Gao graduated from No. 2 Branch, People's University of China in February 1983, majoring in Business and Economic Administration. Ms. Gao has served as cadre of Beijing Finance Bureau, vice-General Manager of Beijing Huian Economic Development Company and General Manager of Beijing Chunyihe Restaurant prior to joining the Group.

Ms. Gao's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the board of Supervisors will be for a period of three years. Ms. Gao is not entitled to any emolument.

Ms. Gao does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Ms. Gao is not connected with any directors, supervisors, senior management, substantial shareholders or the Controlling Shareholder of the Company.

Ms. XU Xiangyan (許向燕女士), aged 37, has been a Supervisor as the employees' representative since May 2008 and is currently the General Manager of the Investment Management Center of the Group. Ms. Xu graduated from the School of Management of Tianjin University in 1998 with a master's degree majoring in Technology Economics and joined the Group in the same year. Ms. Xu has served as vice-General Manager of Capital Operation Center and Strategic Management Department.

Ms. Xu has been elected by the Company's employees as a Supervisor and is therefore not subject to the election in the annual general meeting of the Company. Ms. Xu's appointment is subject to resign by rotation or re-election in accordance with the Company's Articles and Association, which specify that each session of the board of Supervisors will be for a period of three years. Ms. Xu is entitled to receive a fixed monthly emolument of RMB17,000, which is determined after arm's length negotiation between the parties and a bonus determined by the Board at its discretion from time to time.

The Company has granted options to Ms. Xu entitling her to subscribe for 981,040 H Shares of the Company, the exercise of which is subject to the relevant rules and regulations of PRC Law. Save for the aforesaid, Ms. Xu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Ms. Xu is not connected with the Controlling Shareholder, any Director, any Supervisor or any senior management member or substantial shareholder of the Company.

Other than disclosed above, there is no matter that needs to be brought to the attention of the Company's Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Main Board Listing Rules.

Company Secretary

Mr. Eric YU Tak Shing (于德誠先生), aged 41, has been the company secretary of the Company since March 2008. Mr. Yu graduated from University of Wollongong, Australia in 1993 and received a bachelor's degree in business. He is a member of CPA, Australia and Hong Kong Institute of Certified Public Accountants (AHKSA). Prior to joining the Group, Mr. Yu successively served as the Chief Financial Officer of Beijing Teletron Telecom Engineering Co., Ltd., Zongtian Technology Co., Ltd., United States of America (美國縱天科技有限公司) and Teleweb Information Co. Ltd..

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles Amendment”	amendment of the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules, which will become effective since the date of listing of the H Shares on the Main Board
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Main Board Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Company”	CapInfo Company Limited, a joint stock limited company incorporated in the PRC, the issued H Shares of which (stock code: 8157) are listed on the GEM
“connected person(s)”	has the meaning ascribed thereto under the Main Board Listing Rules
“Controlling Shareholder”	Beijing State-owned Assets Management Corporation Limited, which has the meaning ascribed thereto under the Main Board Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	domestic shares of RMB0.10 each in the registered capital of the Company
“EGM”	the extraordinary general meeting of the Company, which will be held at Conference Room, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC on Tuesday, 18 January 2011 at 9:30 a.m.

“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Shares”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company which are listed on the GEM
“H Shareholders”	holders of H Shares
“Main Board”	the securities market operated by the Hong Kong Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Hong Kong Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Pre-IPO Share Option Plan”	the share option plan adopted on 6 December 2001
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholders”	holder(s) of Domestic Shares and holder(s) of the H Shares

“Shares”	Domestic Shares and H Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 6 December 2001 and amended on 1 July 2003
“Share Option Schemes”	the Share Option Scheme and the Pre-IPO Share Option Plan
“Supervisor(s)”	the supervisor(s) of the Company
“Transfer of Listing”	transfer of listing of the H Shares from GEM to the Main Board pursuant to the Main Board Listing Rules
“%”	per cent.

In this announcement, the English names of the PRC entities are translation of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

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

Beijing, the PRC, 16 December 2010

This announcement, for which the directors of the Company 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 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.

As of the date hereof, the executive director of the Company is Dr. Wang Xu; the non-executive directors of the Company are Dr. Li Minji, Ms. Sun Jing, Ms. Li Zhi, Mr. Pan Jiaren, Mr. Cao Jun, Mr. Qi Qigong, Ms. Lu Xiaobing and the independent non-executive directors of the Company are Mr. Chen Jing, Dr. Wang Huacheng and Mr. Gong Zhiqiang.

This announcement will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” 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 purposes only