



# 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)

### REVISED FORM OF PROXY

#### Annual General Meeting ("Meeting") – 19 June 2009

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 same Meeting of the Company to be held at Conference Room, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, The People's Republic of China on Friday, 19 June 2009 at 9:30 a.m. and at 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 the Meeting as set out below:

| ORDINARY RESOLUTIONS<br>(Note 3)   |  | FOR<br>(Note 4) | AGAINST<br>(Note 4) |
|--|--|-----------------|---------------------|
| 1.   | To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the directors' and independent auditors' reports for the year ended 31 December 2008 |                 |                     |
| 2.   | To consider and approve the report prepared by the supervisors of the Company for the year 2008  |                 |                     |
| 3.   | To consider and approve the appointment of auditors and to authorize the board of directors of the Company to fix their remuneration   |                 |                     |
| 4.   | To consider and approve the distribution of final dividend for the year ended 31 December 2008   |                 |                     |
| 5.   | a. To re-elect Dr. Wang Xu as the executive director of the fourth session of the board of directors of the Company  |                 |                     |
|  | b. To re-elect Dr. Li Minji as the non-executive director of the fourth session of the board of directors of the Company   |                 |                     |
|  | c. To re-elect Mr. Pan Jiaren as the non-executive director of the fourth session of the board of directors of the Company   |                 |                     |
|  | d. To re-elect Mr. Qi Qigong as the non-executive director of the fourth session of the board of directors of the Company  |                 |                     |
|  | e. To re-elect Ms. Lu Xiaobing as the non-executive director of the fourth session of the board of directors of the Company  |                 |                     |
|  | f. To re-elect Mr. Cao Jun as the non-executive director of the fourth session of the board of directors of the Company  |                 |                     |
|  | g. To re-elect Mr. Chen Jing as the independent non-executive director of the fourth session of the board of directors of the Company  |                 |                     |
|  | h. To re-elect Ms. Liu Jian as the supervisor of the fourth session of the supervisory committee of the Company  |                 |                     |
|  | i. To re-elect Ms. Gao Yuanjun as the supervisor of the fourth session of the supervisory committee of the Company   |                 |                     |
|  | j. To elect Ms. Sun Jing as the non-executive director of the fourth session of the board of directors of the Company  |                 |                     |
|  | k. To elect Ms. Li Zhi as the non-executive director of the fourth session of the board of directors of the Company  |                 |                     |
| l. To elect Dr. Wang Huacheng as the independent non-executive director of the fourth session of the board of directors of the Company |  |                 |                     |
| m. To elect Mr. Gong Zhiqiang as the independent non-executive director of the fourth session of the board of directors of the Company |  |                 |                     |
| 6.   | To authorize the board of directors of the Company to fix the remuneration of the directors and supervisors of the Company   |                 |                     |
| 7.   | To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares of the Company with voting rights at such meeting, if any                          |                 |                     |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ Shareholder's signature (Note 6) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
- 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 member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member 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 RESOLUTION, TICK "✓" THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK "✓" THE APPROPRIATE BOX 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 same Meeting other than those referred to in the Notice convening the Meeting.
- Ordinary Resolution shall be passed by an affirmative vote of more than half 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 members 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 notarially certified copy thereof, must be deposited at the H shares registrar of the Company in Hong Kong at Hong Kong Registrars Limited of Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shares) or the Company's registered office (for domestic shares) at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, The People's Republic of China 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 same Meeting of the Company if you so wish.
- The register of members of the Company will be closed from Monday, 18 May 2009 to Thursday, 18 June 2009 (both days inclusive), during which no transfer of the Company's H shares will be effected. The holders of shares whose names appear on the register of shareholders of the Company on Friday, 15 May 2009 will be entitled to attend and vote at the Meeting.
- Voting for the ordinary resolutions set out in the notice will be taking by poll.

\* For identification purpose only