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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all or transferred all your shares in **Capinfo Company Limited***, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or to the transferee, or to the bank, licensed securities dealer or registered institution in securities through whom the sale was effected for transmission to the purchaser or the transferee.

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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: 1075)

**PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED GENERAL MANDATE TO ISSUE H SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Capinfo Company Limited to be held on Friday, 27 May 2016 at 11:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China is set out on pages 7 to 10 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed reply slip and proxy form in accordance with the instructions printed thereon.

The reply slip shall be sent by hand or by post to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H shares), or to the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of domestic shares) on or before Friday, 6 May 2016. The proxy form shall be returned to the Company's H share registrar and transfer office in Hong Kong (in the case of H shares) or the office of the Company (in the case of domestic shares) at the same addresses as above as soon as possible, but in any event not less than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

11 April 2016

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the terms below shall have the following meanings when used herein:

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|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held on 27 May 2016, at 11:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC |
| “Articles of Association” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “BSAM” | 北京市國有資產經營有限責任公司 (Beijing State-owned Assets Management Co. Ltd.), a company incorporated in the PRC with limited liability, a controlling Shareholder |
| “Company” | 首都信息發展股份有限公司 (Capinfo Company Limited), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | domestic share(s) of RMB0.10 each in the share capital of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “H Share(s)” | overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company |
| “Latest Practicable Date” | 5 April 2016, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Notice of AGM” | notice of convening the AGM dated 11 April 2016 as set out on pages 7 to 10 in this circular |
| “PRC” | the People’s Republic of China |

DEFINITIONS

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|------------------|---|
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or modified from time to time |
| “Share(s)” | collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supervisors” | the members of the Supervisory Committee |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “%” | per cent |

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

LETTER FROM THE BOARD

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: 1075)

Executive Director:

Mr. Lu Lei, *Vice President and secretary of the Board*

Non-executive Directors:

Mr. Xu Zhe, *Chairman*

Dr. Feng Haocheng

Mr. Cao Jun

Mr. Zhou Weihua

Mr. Shan Yuhu

Ms. An Lili

Independent Non-executive Directors:

Ms. Zhou Liye

Mr. Gong Zhiqiang

Mr. Cheung, Wai Hung Boswell

Registered office:

No.11 Xi San Huan Zhong Road

Haidian District,

Beijing 100036

The PRC

Principal place of business in Hong Kong:

Unit B, 1st Floor

Neich Tower

128 Gloucester Road

Wanchai

Hong Kong

Principal place of business in the PRC:

12th Floor

Quantum Silver Plaza

No.23 Zhi Chun Road

Haidian District

Beijing 100191

The PRC

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED GENERAL MANDATE TO ISSUE H SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed election of independent non-executive Director, and proposed grant of general mandate to Directors to issue H Shares and to seek your approval of the resolutions relating to these matters at the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

2. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

On 18 March 2016, the Board announced that due to work arrangement, Dr. Jiao Jie resigned as independent non-executive Director and members of the Audit Committee and the Strategy Committee of the Company with effect from 18 March 2016. Dr. Jiao Jie confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

As recommended by the Nomination Committee of the Company, the Board has nominated Mr. Li He as candidate for election as independent non-executive Director in replacement of Dr. Jiao Jie. Mr. Li He has given written notice to the Company indicating that he is willing to accept the nomination and election.

Therefore, the Board proposed to present resolutions at the AGM to elect Mr. Li He as independent non-executive Director. Subject to approval by Shareholders at the AGM, the term of office of Mr. Li He shall commence from approved of the AGM to the expiration date of the term of the sixth session of the Board. Besides, the Board has suggested to appoint Mr. Li He as members of the Audit Committee and the Strategy Committee of the Company with effect from the date of approved of the AGM as independent non-executive Director to the expiration date of the term of the sixth session of the Board.

The biographical details of Mr. Li He are set out in the appendix of this circular.

3. PROPOSED GENERAL MANDATE TO ISSUE H SHARES

To ensure that flexibility and discretion are given to the Board to issue new Shares when they think desirable, the Company proposed to grant a general mandate to the Directors to allot, issue and otherwise deal with additional H Shares representing up to the limit of 20% of the aggregate nominal values of H Shares in issue on the date of passing the resolution to grant the general mandate. Any exercise of the power by the Directors under the general mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the laws and regulations of PRC.

4. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 7 to 10 in this circular for you to consider the resolutions regarding, approved of the relevant resolutions of the Company's "2015 annual report" (will be sent to shareholders on the actual day) and the following matters:

1. To elect Mr. Li He as independent non-executive Director, to authorize the Board to enter into a service contract with Mr. Li He; and
2. To grant a general mandate to Directors to issue H Shares.

The AGM is scheduled to be held at 11:00 a.m. on Friday, 27 May 2016 at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, PRC. The reply slip and proxy form for use at the AGM are enclosed with this circular.

LETTER FROM THE BOARD

The Articles of Association provides that Shareholders who intend to attend any general meeting of the Company shall send a written reply slip to the Company 20 days before the date of the meetings. In the event that the written reply slips received from the Shareholders indicating that those intend to attend the general meeting represent holders of not more than one half of the total number of Shares with voting rights, the Company shall within 5 days inform all the Shareholders again of the proposed matters for consideration at the meeting and the date and venue of the meetings in the form of a public notice. The general meeting may be convened after such notification has been published. In view of the above requirements in respect of the convening of AGM and the notice, whether you intend to attend the AGM or not, you are requested to complete and return the reply slip by hand or by post to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H Shares) or the Company's principal place of business in the PRC (in the case of Domestic Shares), on or before Friday, 6 May 2016.

Whether you intend to attend the AGM or not, you are requested to complete and return the accompanying proxy form in accordance with the instructions set out therein to the Company's principal place of business in the PRC at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, PRC (applicable to Domestic Shares) or to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (applicable to H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM should you so wish.

5. VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors believe that the election of Mr. Li He as independent non-executive Director, to authorize the Board to enter into a service contract with Mr. Li He, to authorize the Board to fix the remuneration of the Directors and grant of general mandate to Directors to issue H Shares are in the best interest of the Company and its Shareholders as a whole. Therefore, the Directors recommend all the Shareholders to vote for the relevant resolutions set out in the Notice of AGM.

Yours faithfully,
By Order of the Board
CAPINFO COMPANY LIMITED
Mr. Xu Zhe
Chairman

Beijing, the PRC, 11 April 2016

The biographical details of Mr. Li He are set out as follows:

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Li He (李鶴先生)**

Mr. Li He, aged 43, is currently the deputy general manager of Synopsys, Inc. (China region). He was the general manager (Northern China region), client manager of Synopsys, Inc., an officer of CAD centre in Beijing Institute of Control Engineering, etc. Mr. Li graduated from Tsinghua University and obtained a bachelor's degree in Precision Instrument and Mechanism in 1996, and graduated from China Academy of Space Technology and obtained a master's degree in Computer Application in 1999. Save as disclosed above, Mr. Li did not hold any position with the Company or other members of the Company's group nor did he hold any directorship in any other listed public companies in the past three years.

Under an authorisation to be given by the Shareholders at the AGM, the Company will enter into a service contract with Mr. Li. Mr. Li's office as Director shall remain effective up to the expiration date of the term of the sixth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association of the Company. Mr. Li will receive a fixed emolument in respect of his offices as independent non-executive Director and members of the Audit Committee and the Strategy Committee of the Company, if being appointed. The emolument will be determined by the Board with reference to his experience, qualification, duties and responsibilities in the Company, expected time commitment to the Company's affairs and the prevailing market standards.

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Li is not connected with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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: 1075)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Capinfo Company Limited (the “Company”) will be held at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China on Friday, 27 May 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Directors’ and independent auditor’s reports for the year ended 31 December 2015.
2. To consider and approve the Supervisors’ report of the Company for the year 2015.
3. To consider and approve the independent non-executive Director’s report of the Company for the year 2015.
4. To consider and approve the re-appointment of Grant Thornton as auditor and to authorize the Board of the Company to fix their remuneration.
5. To declare the final dividend of RMB1.57 cents (i.e. HK1.88 cents) per share for the year ended 31 December 2015.
6. To consider and approve the election of Mr. Li He as independent non-executive Director of the sixth session of the Board of the Company, to authorize the Board to enter into service contract with Mr. Li He pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
7. To authorize the Board to fix the remuneration of the Directors.
8. To authorize the Board to fix the remuneration of the Supervisors.
9. To consider and approve any motion proposed by any Shareholders of the Company holding 3% or more of the Shares of the Company with voting rights at such meeting, if any.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

10. To consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT

- (1) the Board of the Company be hereby granted an unconditional and general mandate during the Relevant Period (as defined below) to determine if the Company shall allot, issue and deal with additional H Shares in the share capital of the H Shares of the Company after taking into account the market conditions and the needs of the Company.
- (2) The aggregate nominal value of the H Shares to be issued, allotted and dealt with (whether pursuant to a share option or otherwise) approved by the Board of the Company conditionally and unconditionally shall not exceed 20% of the total nominal value of the H Shares of the Company in issue as at the date of passing of this resolution at the general meeting of the Company.
- (3) the Board of the Company be authorized to formulate and implement the specific issuance proposal, including but not limited to the class of the new shares to be issued, the pricing method and/or the issue price (including the price range), the number of the new shares to be issued, the target of the issuance, the use of proceeds, time of the issuance, period of the issuance, the specific subscription method, whether to issue shares to the existing shareholders, the ratio for privileged subscription by the existing shareholders and other matters in relation to the issuance.
- (4) the Board of the Company be authorized to engage the services of professional intermediaries for share issuance-related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance; to consider, approve and execute on behalf of the Company agreements in relation to the issuance, including but not limited to the underwriting agreement and engagement letters of intermediaries.
- (5) the Board of the Company be authorized to consider, approve and execute on behalf of the Company legal documents in relation to the issuance which shall be submitted to the relevant regulatory authorities, and to fulfill the relevant approval processes according to the requirements of the regulatory authorities and the jurisdictions in which the shares of the Company are listed; and to carry out all necessary relevant reporting, registration and filing procedures with relevant competent authorities in Hong Kong and/or any other region or jurisdiction (if applicable).
- (6) the Board of the Company be authorized to amend the relevant agreements and legal documents mentioned in (4) and (5) above in accordance with the domestic and foreign regulatory authorities.

NOTICE OF ANNUAL GENERAL MEETING

- (7) the Board of the Company be authorized to approve the increase in the registered capital after issuance of the new shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings and delegate the power to the management of the Company to carry out relevant procedures.
- (8) for the purposes of this resolution:

Except where the Board has entered into or granted offering proposals, agreements and share options in relation to issuance of H Shares during the Relevant Period and such offering proposals, agreements and share options are to be continued or implemented after the Relevant Period, the aforesaid mandate shall expire after the Relevant Period.

“**Relevant Period**” means the period from the passing of this resolution at the general meeting until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the shareholders at any general meeting.”

By order of the Board of Directors
CAPINFO COMPANY LIMITED*
Mr. Xu Zhe
Chairman

Beijing, the PRC, 11 April 2016

Notes:

1. The register of shareholders of the Company will be closed from Wednesday, 27 April 2016 to Friday, 27 May 2016 (both days inclusive), during which period no transfer of the Company’s shares will be registered. In order to be entitled to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (applicable for H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Tuesday, 26 April 2016.
2. Upon approval by shareholders at the AGM, the proposed final dividend will be distributed to shareholders whose names appear on the register of shareholders of the Company after the close of business at 4:30 p.m. on Friday, 10 June 2016 and the register of shareholders of the Company will be closed from Thursday, 2 June 2016 to Friday, 10 June 2016 (Friday) (both days inclusive), during which period no transfer of the Company’s shares will be registered. In order to be qualified for the proposed final dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (applicable for H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Wednesday, 1 June 2016.

NOTICE OF ANNUAL GENERAL MEETING

3. Any shareholder of the Company entitled to attend and vote at the AGM mentioned above is entitled to appoint one or more proxies to attend and vote at the AGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
4. A proxy form of the AGM is enclosed. In order to be valid, the proxy form must be under the hand of the appointor or his/her/its attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of the director or attorney duly authorized.
5. The proxy form should be delivered to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of domestic shares) not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof.
6. Shareholders of the Company 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 and transfer office in Hong Kong, Hong Kong Registrars Limited (for holders of H shares) or the Company's office (for holders of domestic shares) at the same addresses as above, on or before Friday, 6 May 2016. The reply slip may be delivered by hand or by post.
7. In accordance with the requirement of the Articles of Association of the Company, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
8. The biographical details of the candidate proposed to be elected as independent non-executive director of the Company are set out in the appendix to the circular in connection with the proposed election of independent non-executive director dispatched to the shareholders of the Company on 11 April 2016.
9. As at the date of this notice, the executive director of the Company is Mr. Lu Lei; the non-executive directors of the Company are Mr. Xu Zhe, Dr. Feng Hao Cheng, Mr. Cao Jun, Mr. Zhou Weihua, Mr. Shan Yuhu and Ms. An Lili and the independent non-executive directors of the Company are Ms. Zhou Liye, Mr. Gong Zhiqiang and Mr. Cheung, Wai Hung Boswell.