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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 RE-ELECTION AND ELECTION OF
DIRECTORS AND SUPERVISORS
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, 19 June 2015 at 10:00 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 18 to 22 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, 29 May 2015. 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.

29 April 2015

* 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:

“AGM”	the annual general meeting of the Company to be held on 19 June 2015, at 10:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC
“Notice of AGM”	notice of convening the AGM dated 29 April 2015 as set out on pages 18 to 22 in this circular
“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”	23 April 2015, 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
“PRC”	the People’s Republic of China

DEFINITIONS

“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
“Supervisory Committee”	the supervisory committee of the Company
“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:

Dr. Wang Xu, *Chairman & CEO*

Non-executive Directors:

Mr. Lu Lei
Mr. Wu Shengjiao
Mr. Pan Jiaren
Mr. Shi Hongyin
Ms. Hu Sha
Mr. Wang Zhuo

Independent Non-executive Directors:

Mr. Chen Jing
Ms. Zhou Liye
Mr. Zeng Xianggao
Mr. Gong Zhiqiang

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

29 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND ELECTION OF
DIRECTORS AND SUPERVISORS
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 re-election and election of Directors and Supervisors, 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. RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS

The fifth session of the Board comprises eleven Directors, including one executive Director, six non-executive Directors and four independent non-executive Directors. The Supervisory Committee comprises three Supervisors, including two Supervisors representing the Shareholders and one Supervisor representing the staff and workers of the Company.

The current term of each Director and Supervisor shall expire on the date of the AGM and they are eligible for re-election pursuant to the Articles of Association.

Non-executive Directors Mr. Pan Jiaren and Ms. Hu Sha and independent non-executive Director Mr. Chen Jing have reached the retirement age and will retire at the AGM; non-executive Director Mr. Wang Zhuo and independent non-executive Director Mr. Zeng Xianggao have other work arrangements and will retire at the AGM. All of them will not seek for re-election. They have confirmed that they have no disagreement with the Board and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. The remaining Directors and Supervisors representing the Shareholders of the fifth session of the Board and the Supervisory Committee of the Company have offered themselves for re-election.

The Board has nominated the retiring Directors, namely Dr. Wang Xu, Mr. Lu Lei, Mr. Wu Shengjiao, Mr. Shi Hongyin, Ms. Zhou Liye and Mr. Gong Zhiqiang as candidates for Directors of the sixth session of the Board. Also, as recommended by the Nomination Committee, the Board has nominated Mr. Zhou Weihua, Mr. Shan Yuhu and Ms. An Lili as candidates for non-executive Directors and Dr. Jiao Jie and Mr. Zhang Weixiong as candidates for independent non-executive Directors of the sixth session of the Board.

The Supervisory Committee has nominated Mr. Di Guojun and Mr. Liang Xianjun, the retiring Supervisors representing the Shareholders, as candidates for Supervisors representing the Shareholders of the sixth session of the Supervisory Committee. Besides, Ms. Xu Xiangyan will retire as Supervisor representing the staff and workers of the Company due to other work arrangement. She has confirmed that she has no disagreement with the Supervisory Committee and there is no other matter in relation to her retirement that needs to be brought to the attention of the Shareholders. Mr. Lang Jianjun has been elected by the employees of the Company as a Supervisor representing the staff and workers of the sixth session of the Supervisory Committee and is not required to stand for election at the AGM.

Resolutions are to be presented at the AGM to elect the directors of the sixth session of the Board, to authorize the Board to fix the remuneration of the Directors, to elect the sixth session of the Supervisory Committee and to authorize the Board to fix the remuneration of the Supervisors. The term of office of the sixth session of the Board and Supervisory Committee is three years and is recommended to commence on the date of the AGM and end on the date of the annual general meeting of the Company for the year of 2018.

The service contract or appointment letter entered between the Company and each of the executive Director, non-executive Directors, independent non-executive Directors, the Supervisors representing the Shareholders and the Supervisor representing the staff and workers of the Company shall expire at the end of their respective term on the date of the AGM. Therefore, resolutions will be presented at the AGM to

LETTER FROM THE BOARD

authorize the Board to enter into a service contract or an appointment letter with each of the newly elected executive Directors, non-executive Directors, independent non-executive Directors, the Supervisors representing the Shareholders and the Supervisor representing the staff and workers of the Company.

The biographical details of each candidate for Directors and Supervisors 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 Board 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 Board under the general mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of PRC.

4. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 18 to 22 in this circular for you to consider the resolutions regarding, among other things, the following matters:

1. To elect the Directors of the sixth session of the Board;
2. To authorize the Board to fix the remuneration of the Directors;
3. To authorize the Board to enter into a service contract or an appointment letter with each of the newly elected executive Directors, non-executive Directors and independent non-executive Directors;
4. To elect the Supervisors representing the Shareholders of the sixth session of the Supervisory Committee;
5. To authorize the Board to fix the remuneration of the Supervisors;
6. To authorize the Board to enter into a service contract or an appointment letter with each of the newly elected Supervisors representing the Shareholders and the Supervisor representing the staff and workers of the Company; and
7. To grant a general mandate to Directors to issue H Shares.

The AGM is scheduled to be held at 10:00 a.m. on Friday, 19 June 2015 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 meeting 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, 29 May 2015.

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 (in the case of proxy form of holder of 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 (in the case of proxy form of holders of 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.

4. 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.

5. RECOMMENDATION

The Directors believe that the election of Directors of the sixth session of the Board, to authorize the Board to fix the remuneration of the Directors, to authorize the Board to enter into a service contract or an appointment letter or service contract with each of the newly elected executive Directors, non-executive Directors and independent non-executive Directors, the election of the Supervisors representing the Shareholders of the sixth session of the Supervisory Committee, to authorize the Board to fix the remuneration of the Supervisors, to authorize the Board to enter into a service contract or an appointment

LETTER FROM THE BOARD

letter with each of the newly elected Supervisors 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 Board 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*
首都信息發展股份有限公司
Dr. Wang Xu
Chairman and CEO

* *For identification purpose only*

The biographical details of each candidate for Directors and Supervisors are set out as follows:

EXECUTIVE DIRECTORS**1. Dr. Wang Xu (汪旭博士)**

Dr. Wang, aged 46, a senior engineer, was appointed as executive Director and Chief Executive since July 2001. He has deep and full knowledge to the business and operation management of the Company. He was elected as the chairman, chairman of the strategy committee and nomination committee of the Company by the Directors in June 2014. He is responsible for the organization of the Board, implementing the policies and operation target formulated by the Board and govern the overall operation and management of the Group. He also held public offices, including the vice chairman of Beijing Software Industry Association, vice president of Beijing Information Association, vice president of 4G Industry Union and vice president of Mobile Government Industry Union. Dr. Wang has received his doctorate degree in management from the department of technical economics at School of Economics and Management of Tsinghua University in 1998 and joined the Company in the same year. He once served as the vice president of the Company and has rich experience in management position. In the past three years, Dr. Wang was an independent director of Beijing TRS Information Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange) until retirement on 30 December 2014. Dr. Wang is currently a director of Capinfo (Hong Kong) Company Limited, a wholly-owned subsidiary of the Company. Save as disclosed above, Dr. Wang did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Dr. Wang's office as executive Director shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Dr. Wang will not receive Director's fee from the Company in respect of his office as Director.

As at the Latest Practicable Date, Dr. Wang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Dr. Wang is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

2. Mr. Lu Lei (盧磊先生)

Mr. Lu, aged 35, was appointed as non-executive Director since June 2012. Mr. Lu joined the Company in June 2014 and is currently the secretary of the Board, authorized representative, general counsel, a member of the strategy committee, remuneration and appraisal committee. He is responsible for equity management, capital management, information disclosure, maintaining investor's relationship, legal affairs and other related works. Mr. Lu is also a director of Capinfo Technology Development Co., Ltd.

(which is a wholly-owned subsidiary of the Company), Beijing Certificate Authority Co., Ltd. (in which the Company has equity interest) and Beijing Culture & Sports Technology Co., Ltd. (in which the Company has equity interest). Mr. Lu received a bachelor degree in mathematics and applied mathematics from Fudan University in 2003. Before joining the Company, he worked as planning manager of Beida Jade Bird Huayu International Information Technology Training Centre, project manager of Beijing Dayue Consulting Co., Ltd. and senior project manager of technology and modern manufacturing industry investment division of BSAM. Save as disclosed above, Mr. Lu did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Lu's office as non-executive Director shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Mr. Lu will not receive Director's fee from the Company in respect of his office as Director, if being appointed.

As at the Latest Practicable Date, Mr. Lu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Lu is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

NON-EXECUTIVE DIRECTORS

3. Mr. Wu Shengjiao (吳勝交先生)

Mr. Wu, aged 37, was appointed as non-executive Director since June 2014. Mr. Wu is currently the deputy general manager of the technology and modern manufacturing industry investment division of BSAM. Mr. Wu previously worked as accountant at PricewaterhouseCoopers, the project manager of New York International Capital Investment Company (紐約國際資本投資公司) and the senior project manager of New World (China) Investment Limited. He has gained extensive experience in investment and financial management. Mr. Wu obtained a master degree in finance from the School of Finance of Renmin University of China in 2003. Save as disclosed above, Mr. Wu did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Wu's office as non-executive Director shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Mr. Wu will not receive Director's fee from the Company in respect of his office as Director nor will he receive any other emolument, if being appointed.

As at the Latest Practicable Date, Mr. Wu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than employment by BSAM, Mr. Wu is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

4. Mr. Shi Hongyin (石鴻印先生)

Mr. Shi, aged 48, a senior engineer, was appointed as non-executive Director since December 2011. Mr. Shi is currently the head of research and development division of Beijing Media Network and a director of Beijing Gehua Cable TV Network Co., Ltd. (a company listed on the Shanghai Stock Exchange). He was the head of research division of Beijing All Media and Culture Group Co., Ltd. (北京北廣傳媒集團), senior manager of professional development market research division of China Central Television and the vice director of corporate reform division of China National Nuclear Corporation. He has extensive experience in corporate management. Mr. Shi graduated from Dongbei University of Finance and Economics in 1997 and obtained a master degree in economics. Save as disclosed above, Mr. Shi did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Shi's office as non-executive Director shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Mr. Shi will not receive Director's fee from the Company in respect of his office as Director nor will he receive any other emolument, if being appointed.

As at the Latest Practicable Date, Mr. Shi does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Shi is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

5. Mr. Zhou Weihua (周衛華先生)

Mr. Zhou, aged 53, is currently the chairman of Beijing Sino-Sky Radio TV & Communication Technology Co. Ltd. and had served as the director and deputy chief engineer of the Research Department in Aerial Design of the Radio, Film & TV Design and Research Institute. Mr. Zhou graduated from the Faculty of Space Physics of Wuhan University in 1984 with a bachelor degree and obtained an EMBA from

Guanghua School of Management of Peking University in July 2005. Save as disclosed above, Mr. Zhou did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Zhou's appointment is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Mr. Zhou will not receive Director's fee from the Company in respect of his office as Director nor will he receive any other emolument, if being appointed.

As at the Latest Practicable Date, Mr. Zhou does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Zhou is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than 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.

6. Mr. Shan Yuhu (單鈺虎先生)

Mr. Shan, aged 53, senior accountant, is currently the general manager and director of Beijing Telecom Investment Co., Ltd. and had served as the head of Financial Department of the Beijing Telegraph Bureau (北京電報局財務科), head of the Financial Department of the Beijing Long Distance Telephone Bureau (北京長途電話局財務處), the chief accountant of Beijing Suburban Telecommunication Bureau (北京市郊區電信局) and deputy general manager of the Financial Department of China Unicom, Beijing branch. Mr. Shan graduated from China Agricultural University with a bachelor degree in accounting in 2006. Save as disclosed above, Mr. Shan did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Shan's appointment is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Mr. Shan will not receive Director's fee from the Company in respect of his office as Director nor will he receive any other emolument, if being appointed.

As at the Latest Practicable Date, Mr. Shan does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Shan is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than 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.

7. Ms. An Lili (安荔荔女士)

Ms. An, aged 55, is currently the director of China Financial Computerisation Corporation and has been a teacher of the Faculty of Trading at Renmin University of China, the head and deputy inspector of the Statistics and Analysis Department of The People's Bank of China (中國人民銀行調查統計司). Ms. An graduated from the Fiscal Department of Renmin University of China in 1984 with a bachelor degree in accounting and obtained a master degree in money and banking from the Chinese Academy of Social Sciences in 1998. Save as disclosed above, Ms. An did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Ms. An's appointment is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Ms. An will not receive Director's fee from the Company in respect of her office as Director nor will she receive any other emolument, if being appointed.

As at the Latest Practicable Date, Ms. An does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Ms. An is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to her 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.

INDEPENDENT NON-EXECUTIVE DIRECTORS**8. Ms. Zhou Liye (周立業女士)**

Ms. Zhou, aged 52, registered accountant, was appointed as independent non-executive Director since June 2012 and is also the chairman of the audit committee of the Company. Ms. Zhou is currently a senior partner of Ruihua Certified Public Accountants, and holds concurrent positions as independent directors of Shenzhen Edifier Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange. Ms. Zhou was the director of the Materials Bureau of the Ministry of Energy, deputy chief accountant of China National Water Resources & Electric Power Materials & Equipment Co., Ltd., and the standing vice president of Zhonghengxin Certified Public Accountants. She has extensive experience in auditing and finance management. Ms. Zhou received a master degree in financial management from Hunan College of Finance and Economics in 2000. Save as disclosed above, Ms. Zhou did not hold any position with the Company or other members of the Group nor did she hold any directorship in any other listed public companies in the past three years.

Ms. Zhou's office as independent non-executive Director shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. She is entitled to a fixed emolument of RMB60,000 in total per year, including

RMB50,000 and RMB10,000 respectively for her offices as independent non-executive Director and the chairman of the audit committee of the Company. The emolument was determined by the Board with reference to her experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

As at the Latest Practicable Date, Ms. Zhou does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Ms. Zhou is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to her re-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.

9. Mr. Gong Zhiqiang (宮志強先生)

Mr. Gong, aged 43, was appointed as independent non-executive Director since June 2009 and is also a member of the audit committee, the remuneration and appraisal committee of the Company. Mr. Gong is currently a managing partner of Beijing S&P Law Firm. Mr. Gong previously worked in the Intermediate People's Court of Handan Municipality, Hebei Province and Beijing Hylands Law Firm. He has extensive experience in control of corporate legal risks. Mr. Gong graduated from Hebei University with a master degree in laws in 1995. Save as disclosed above, Mr. Gong did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Gong's office as independent non-executive Director shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. He is entitled to a fixed emolument of RMB60,000 in total per year, including RMB50,000, RMB5,000 and RMB5,000 respectively for his offices as independent non-executive Director, a member of the audit committee, the remuneration and appraisal committee of the Company. The emolument was determined by 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.

As at the Latest Practicable Date, Mr. Gong does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Gong is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

10. Dr. Jiao Jie (焦捷博士)

Dr. Jiao, aged 42, is currently the deputy secretary to the Party Committee and an associate professor of the Department of Innovation, Entrepreneurship and Strategy of the School of Economics and Management, Tsinghua University. Concurrently, he is also an independent director of Guangdong No. 2 Hydropower Engineering Co., Ltd., a company listed on Shenzhen Stock Exchange and a director of the Research Centre for China's Industrial Development, the deputy director of the Centre for Enterprise Growth and National Economic Security Research and a member of American Management Association, etc. He had served as the director of the Strategy and Planning Department of China Netcom Corporation, and the secretary to the committee of the Communist Youth League and the senior manager of the Assets Management Department of China Ocean Shipping (Group) Company, etc. Dr. Jiao graduated from Tsinghua University with an MBA degree in 2002 and obtained a doctorate degree in the Faculty of Strategic Management and Public Policy of the George Washington University, USA in 2006. Save as disclosed above, Dr. Jiao did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Dr. Jiao's appointment is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Dr. Jiao will receive a fixed emolument in respect of his offices as independent non-executive Director, the chairman and a member of the committees under the Board, if being appointed. The emolument will be determined by 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.

As at the Latest Practicable Date, Dr. Jiao does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Dr. Jiao is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than 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.

11. Mr. Zhang Weixiong (張偉雄先生)

Mr. Zhang, aged 45, is currently the chief financial officer, company secretary and investor relations representative of Far East Consortium International Limited, a company listed on the Hong Kong Stock Exchange, and has successively held the posts of the senior accountant of Deloitte, the senior auditor of Ernst & Young, the executive director and chief financial officer of Bright International Group Limited, a company listed on the Hong Kong Stock Exchange, the corporate finance and strategy advisor of China Pacific Insurance (Group) Co., Ltd., a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, the chief financial officer of PI Electronics (柏怡電子控股有限公司), and the chief operating officer, company secretary, investor relations representative and the authorized representative of Fook Woo Group Holdings Limited, a company listed on the Hong Kong Stock Exchange, etc. Mr. Zhang graduated from the University of Leicester, UK with an MBA degree in 1994; and obtained a master degree

in professional accounting from the Southern Cross University, Australia in 2007. Save as disclosed above, Mr. Zhang did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Zhang's appointment is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Mr. Zhang will receive a fixed emolument in respect of his offices as independent non-executive Director, the chairman and a member of the committees under the Board, if being appointed. The emolument will be determined by 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.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Zhang is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than 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.

SUPERVISORS REPRESENTING THE SHAREHOLDERS

12. Mr. Di Guojun (鄢國軍先生)

Mr. Di, aged 53, was appointed as Supervisor representing Shareholders since June 2012 and was elected as Chairman to the Board of Supervisors by the Supervisors. Mr. Di is currently the financial controller and general manager of the Operation Planning and Finance Department of BSAM. Mr. Di was the manager of the Financial Department of China Merchants International Travel Corporation, manager of the Financial Department and assistant to general manager of China Merchants International Tourism Administration Corporation, and general manager of the Finance and Audit Department of BSAM. Mr. Di graduated from Northwest University in 1968 where he received a bachelor degree in tourism economics. Save as disclosed above, Mr. Di did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Di's office as Supervisor shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Supervisory Committee, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Supervisory Committee is for a period of three years. Mr. Di will not receive any emolument from the Company in respect of his office as Supervisor, if being appointed.

As at the Latest Practicable Date, Mr. Di does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than employment by BSAM, Mr. Di is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

13. Mr. Liang Xianjun (梁獻軍先生)

Mr. Liang, aged 38, was appointed as Supervisor representing Shareholders since June 2014. Mr. Liang is currently the general manager of the audit division of BSAM. Mr. Liang previously served as the accountant of Beijing Automotive Research Institute, the financial executive of the capital of finance division of China Oceanwide Holdings Co., Ltd. (中國泛海建設控股股份有限公司) and deputy general manager of Beijing Artists Management Corp., Ltd. He has gained extensive experience in financial management. Mr. Liang graduated from the Accounting Department of Beijing Jiaotong University in 2001 and obtained bachelor degree. Save as disclosed above, Mr. Liang did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Liang's office as supervisor shall remain effective up to 19 June 2015, being the expiration date of the term of the fifth session of the Supervisory Committee, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Supervisory Committee is for a period of three years. Mr. Liang will not receive any emolument from the Company in respect of his office as Supervisor, if being appointed.

As at the Latest Practicable Date, Mr. Liang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than employment by BSAM, Mr. Liang is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-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.

SUPERVISOR REPRESENTING THE STAFF AND WORKERS OF THE COMPANY

14. Mr. Lang Jianjun (郎建軍先生)

Mr. Lang, aged 45, joined the Company in 2000 and is currently the manager of the medical insurance business department of the network technology service center of the Company. Mr. Lang graduated from Xidian University with a master degree in Computer Organisation and Architecture in 1995. Prior to joining the Company, Mr. Lang had served as the engineer of the Electronic Technology Intelligence Institution of the Ministry of Information Industry (信息產業部電子科技情報所), etc. Save as disclosed above, Mr. Lang did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Lang's appointment is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Supervisory Committee is for a period of three years. Mr. Lang will not receive any emolument from the Company in respect of his office as Supervisor, if being appointed.

As at the Latest Practicable Date, Mr. Lang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Lang is not connected with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than 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, 19 June 2015 at 10:00 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 2014;
2. To consider and approve the Supervisors’ report of the Company for the year 2014;
3. To consider and approve the independent non-executive Directors’ report of the Company for the year 2014;
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 RMB1.06 cents (i.e. HK1.34 cents) per share for the year ended 31 December 2014;
6. To consider and approve the election of the Directors of the Company, including:
 - (1) To re-elect Dr. Wang Xu as executive Director of the sixth session of the Board of the Company;
 - (2) To re-elect Mr. Lu Lei as executive Director of the sixth session of the Board of the Company;
 - (3) To re-elect Mr. Wu Shengjiao as non-executive Director of the sixth session of the Board of the Company;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (4) To re-elect Mr. Shi Hongyin as non-executive Director of the sixth session of the Board of the Company;
 - (5) To elect Mr. Zhou Weihua as non-executive Director of the sixth session of the Board of the Company;
 - (6) To elect Mr. Shan Yuhu as non-executive Director of the sixth session of the Board of the Company;
 - (7) To elect Ms. An Lili as non-executive director of the sixth session of the Board of the Company;
 - (8) To re-elect Ms. Zhou Liye as independent non-executive Director of the sixth session of the Board of the Company;
 - (9) To re-elect Mr. Gong Zhiqiang as independent non-executive Director of the sixth session of the Board of the Company;
 - (10) To elect Dr. Jiao Jie as independent non-executive Director of the sixth session of the Board of the Company;
 - (11) To elect Mr. Zhang Weixiong as independent non-executive Director of the sixth session of the Board of the Company;
7. To authorize the Board to fix the remuneration of the Directors;
 8. To authorize the Board to enter into service contract or appointment letter with each of the newly elected executive Directors, non-executive Directors and independent non-executive Directors respectively 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;
 9. To consider and approve the election of the Supervisors of the Company representing the Shareholders of the Company, including:
 - (1) To re-elect Mr. Di Guojun as Supervisor of the sixth session of the Supervisory Committee of the Company; and
 - (2) To re-elect Mr. Liang Xianjun as Supervisor of the sixth session of the Supervisory Committee of the Company;
 10. To authorize the Board to fix the remuneration of the Supervisors;

NOTICE OF ANNUAL GENERAL MEETING

11. To authorize the Board to enter into a service contract or an appointment letter with each of the newly elected Supervisors representing the Shareholders of the Company and Supervisor representing the staff and workers of the Company respectively 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;
12. 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.

SPECIAL RESOLUTION

13. 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

NOTICE OF ANNUAL GENERAL MEETING

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.
- (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*
Dr. Wang Xu
Chairman and CEO

Beijing, the People’s Republic of China, 29 April 2015

* *For identification purpose only*

Notes:

1. The register of shareholders of the Company will be closed from Wednesday, 20 May 2015 to Friday, 19 June 2015 (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, 19 May 2015.

NOTICE OF ANNUAL GENERAL MEETING

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, 3 July 2015 and the register of shareholders of the Company will be closed from Thursday, 25 June 2015 to Friday, 3 July 2015 (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, 24 June 2015.
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, 29 May 2015. 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 candidates proposed to be elected as directors and supervisors of the Company are set out in the appendix to the circular in connection with the proposed re-election and election of directors and supervisors dispatched to the shareholders of the Company on 29 April 2015.
9. As at the date of this notice, the executive director of the Company is Dr. Wang Xu; the non-executive directors of the Company are Mr. Lu Lei, Mr. Wu Shengjiao, Mr. Pan Jiaren, Mr. Shi Hongyin, Ms. Hu Sha and Mr. Wang Zhuo; and the independent non-executive directors of the Company are Mr. Chen Jing, Ms. Zhou Liye, Mr. Zeng Xianggao and Mr. Gong Zhiqiang.