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**CAPINFO COMPANY LIMITED\***  
**首都信息發展股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1075)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
AND  
CHANGES OF DIRECTORS, SUPERVISOR AND  
CHAIRMAN/MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that at the AGM held on 19 June 2015, the ordinary resolutions and the special resolution as stated in the notice of AGM dated 29 April 2015 were duly passed by the shareholders of the Company by way of poll.

The Board further announces that the non-executive Directors Mr. Pan Jiaren, Ms. Hu Sha and Mr. Wang Zhuo and independent non-executive Directors Mr. Chen Jing and Mr. Zeng Xianggao retired at the AGM. The other existing Directors and Supervisors representing the Shareholders were re-elected as Directors of the sixth session of the Board and the Supervisors of the sixth session of the Supervisory Committee respectively. Besides, Mr. Zhou Weihua, Mr. Shan Yuhu, Ms. An Lili, Dr. Jiao Jie and Mr. Zhang Weixiong were appointed as new Directors at the AGM. Furthermore, with effect from 19 June 2015, Dr. Jiao Jie and Mr. Zhang Weixiong were appointed as members of audit committee, Mr. Gong Zhiqiang was appointed as the chairman of the remuneration and appraisal committee, Ms. Zhou Liye and Mr. Wu Shengjiao were appointed as members of remuneration and appraisal committee, Mr. Zhang Weixiong and Mr. Gong Zhiqiang were appointed as members of nomination committee, Dr. Jiao Jie was appointed as member of strategy committee.

Reference is made to the circular (the “**Circular**”) of Capinfo Company Limited\* (the “**Company**”) to the Shareholders and the notice of AGM dated 29 April 2015. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

\* For identification purposes only

## POLL RESULTS OF AGM

The Board is pleased to announce that the results of the ordinary resolutions and the special resolution in respect of a poll taken at the AGM were as follows:

Ordinary Resolutions		Number of votes <i>(approximate % of total votes cast at the AGM)</i>	
		For	Against
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 of 2014.	2,136,632,091 (100%)	0 (0%)
2.	To consider and approve the supervisors' report of the Company for the year 2014.	2,136,632,091 (100%)	0 (0%)
3.	To consider and approve the independent non-executive directors' report of the Company for the year 2014.	2,136,632,091 (100%)	0 (0%)
4.	To consider and approve the re-appointment of Grant Thornton as auditor and to authorize the board of directors of the Company to fix their remuneration.	2,136,632,091 (100%)	0 (0%)
5.	To declare the final dividend of RMB1.06 cents (i.e. HK1.34 cents) per share for the year ended 31 December 2014.	2,136,632,091 (100%)	0 (0%)
6.	(1) To re-elect Dr. Wang Xu as executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
	(2) To re-elect Mr. Lu Lei as executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
	(3) To re-elect Mr. Wu Shengjiao as non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
	(4) To re-elect Mr. Shi Hongyin as non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
	(5) To elect Mr. Zhou Weihua as non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)

Ordinary Resolutions		Number of votes <i>(approximate % of total votes cast at the AGM)</i>	
		For	Against
(6)	To elect Mr. Shan Yuhu as non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
(7)	To elect Ms. An Lili as non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
(8)	To re-elect Ms. Zhou Liye as independent non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
(9)	To re-elect Mr. Gong Zhiqiang as independent non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
(10)	To elect Dr. Jiao Jie as independent non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
(11)	To elect Mr. Zhang Weixiong as independent non-executive director of the sixth session of the board of directors of the Company.	2,136,632,091 (100%)	0 (0%)
7.	To authorize the board of directors to fix the remuneration of the directors.	2,136,632,091 (100%)	0 (0%)
8.	To authorize the board of directors 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 of directors shall think fit and to do all such acts and things to give effect to such matters.	2,136,632,091 (100%)	0 (0%)
9.	(1) To re-elect Mr. Di Guojun as supervisor of the sixth session of the supervisory committee of the Company.	2,136,632,091 (100%)	0 (0%)
	(2) To re-elect Mr. Liang Xianjun as supervisor of the sixth session of the supervisory committee of the Company.	2,136,632,091 (100%)	0 (0%)
10.	To authorize the board of directors to fix the remuneration of the supervisors.	2,136,632,091 (100%)	0 (0%)

<b>Ordinary Resolutions</b>		<b>Number of votes</b> <i>(approximate % of total votes cast at the AGM)</i>	
		<b>For</b>	<b>Against</b>
11.	To authorize the board of directors 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 of directors shall think fit and to do all such acts and things to give effect to such matters.	2,136,632,091 (100%)	0 (0%)

Since more than one-half of the votes were cast in favour of each of the above ordinary resolutions, all the above ordinary resolutions were duly passed at the AGM.

<b>Special Resolution</b>		<b>Number of votes</b> <i>(approximate % of total votes cast at the AGM)</i>	
		<b>For</b>	<b>Against</b>
12.	To consider and, if thought fit, to grant an unconditional and general mandate to the board of directors to determine if the Company shall allot, issue and otherwise deal with additional H Shares after taking into account the market conditions and the needs of the Company with the limit of not exceeding 20% of the total number of issued H Shares of the Company on the date of passing this resolution at the general meeting and authorize the board of directors to consider, approve and execute on behalf of the Company agreements in relation to the issuance, execute legal documents in relation to the issuance which shall be submitted to the relevant regulatory authorities and to fulfill the relevant approval processes; 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).	2,136,632,091 (100%)	0 (0%)

Since more than two-thirds of the votes were cast in favour of the above special resolution, the above special resolution was duly passed at the AGM.

As at the date of the AGM, the number of issued Shares of the Company was 2,898,086,091 shares. The total number of issued Shares of the Company entitling the holders to attend and vote for or against all the resolutions proposed at the AGM was 2,898,086,091 Shares. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

The vote-taking at the AGM was scrutinized by Hong Kong Registrars Limited, the Hong Kong H Shares Registrar and Transfer Office of the Company, in conjunction with Tian Yuan Law Firm.

## **CHANGES OF DIRECTORS, SUPERVISOR AND CHAIRMAN/MEMBERS OF BOARD COMMITTEES**

Reference is made to the announcement of the Company dated 22 April 2015 in relation to the proposed re-election and election of Directors and Supervisors (the “**Announcement**”).

The Board is pleased to announce that non-executive Directors Mr. Pan Jiaren and Ms. Hu Sha and independent non-executive Director Mr. Chen Jing have reached the retirement age and retired at the AGM; non-executive Director Mr. Wang Zhuo and independent non-executive Director Mr. Zeng Xianggao have other work arrangements and retired at the AGM. 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 of the Company. The other existing Directors and Supervisors representing the Shareholders of the fifth session of the Board and the Supervisory Committee of the Company re-elected as Directors and Supervisors of the sixth session of the Board and the Supervisory Committee of the Company respectively.

Ms. Xu Xiangyan retired 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 of the Company. 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.

At the AGM, Mr. Zhou Weihua, Mr. Shan Yuhu and Ms. An Lili were appointed as non-executive Directors of the sixth session of the Board and Dr. Jiao Jie and Mr. Zhang Weixiong were appointed as independent non-executive Directors of the sixth session of the Board.

Besides, with effect from 19 June 2015, changes of the chairman/members of board committees are as follows:

- (1) Dr. Jiao Jie and Mr. Zhang Weixiong were appointed as members of audit committee in place of Mr. Chen Jing and Mr. Zeng Xianggao;
- (2) Mr. Gong Zhiqiang was appointed as the chairman of the remuneration and appraisal committee in place of Mr. Chen Jing, Ms. Zhou Liye and Mr. Wu Shengjiao were appointed as members of remuneration and appraisal committee in place of Mr. Lu Lei and Mr. Gong Zhiqiang;
- (3) Mr. Zhang Weixiong and Mr. Gong Zhiqiang were appointed as members of nomination committee in place of Mr. Chen Jing and Mr. Zeng Xianggao; and
- (4) Dr. Jiao Jie was appointed as member of strategy committee in place of Mr. Chen Jing.

The biographical details of all the Directors and Supervisors were set out in the Circular and the Announcement.

By Order of the Board of  
**CAPINFO COMPANY LIMITED\***  
**Dr. Wang Xu**  
*Chairman and CEO*

Beijing, the People's Republic of China, 19 June 2015

*As of the date hereof, the executive directors of the Company are Dr. Wang Xu and Mr. Lu Lei; the non-executive directors of the Company are Mr. Wu Shengjiao, Mr. Shi Hongyin, 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, Dr. Jiao Jie and Mr. Zhang Weixiong.*