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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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
PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS OF RULES AND
PROCEDURES FOR GENERAL MEETINGS, RULES AND
PROCEDURES FOR MEETINGS OF THE BOARD AND RULES AND
PROCEDURES FOR MEETINGS OF THE SUPERVISORY COMMITTEE
AND
NOTICES OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Capinfo Company Limited to be held on Tuesday, 19 June 2018 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 40 to 44 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 Wednesday, 30 May 2018. 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 (i.e. not later than 16 June 2018 at 10:00 a.m. (Hong Kong time)) 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.

30 April 2018

* 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 2018, 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 30 April 2018 as set out on pages 40 to 44 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 2018, 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
“Rules and Procedures for General Meetings”	the rules and procedures governing the general meetings of the Company (股東大會議事規則)

DEFINITIONS

“Rules and Procedures for Meetings of the Board”	the rules and procedures governing the Board meetings of the Company (董事會議事規則)
“Rules and Procedures for Meetings of the Supervisory Committee”	the rules and procedures governing the Supervisors meeting (監事會議事規則)
“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 Directors:

Ms. Lin Yankun (*Chairman*)
Mr. Yu Donghui (*Chief Executive Officer*)

Non-executive Directors:

Dr. Feng Hao Cheng
Mr. Cao Jun
Mr. Zhou Weihua
Mr. Shan Yuhu
Ms. An Lili

Independent Non-executive Directors:

Mr. Gong Zhiqiang
Mr. Cheung, Wai Hung Boswell
Mr. Li He
Mr. Yang Xiaohui

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

30 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND ELECTION OF
DIRECTORS AND SUPERVISORS
PROPOSED GENERAL MANDATE TO ISSUE H SHARES
PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS OF RULES AND
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AND
NOTICES OF ANNUAL GENERAL MEETING**

* For identification purpose only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed re-election and election of Directors and Supervisors, the proposed amendments of the “Rules and Procedures for General Meetings”, the “Rules and Procedures for Meetings of the Board” and the “Rules and Procedures for Meetings of the Supervisory Committee” of the Company and to seek your approval of the ordinary resolutions relating to these matters at the AGM and the information regarding the proposed grant of general mandate to Directors to issue H Shares, proposed amendments of the Articles of Association and to seek your approval by special resolutions at the AGM.

2. RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS

The sixth session of the Board comprises eleven Directors, including two executive Directors, five 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.

Due to other work arrangements, non-executive Directors namely, Dr. Feng Hao Cheng, Mr. Cao Jun and Ms. An Lili will retire at the AGM and will not offer themselves 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. All other Directors of the sixth session of the Board will offer themselves for re-election at the AGM.

The Board has nominated the retiring Directors, namely Ms. Lin Yankun, Mr. Yu Donghui, Mr. Zhou Weihua, Mr. Shan Yuhu, Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Li He and Mr. Yang Xiaohui as candidates for Directors of the seventh session of the Board. Also, as recommended by the Nomination Committee, the Board has nominated Mr. Zong Zhaoxing as candidate for executive Director and Mr. Cao Huaizhi, Mr. Ma Linxiang and Mr. Feng Jianxun as candidates for non-executive Directors of the seventh session of the Board.

Due to other work arrangements, Supervisors representing the Shareholders namely, Mr. Di Guojun and Mr. Liang Xianjun and Supervisor representing the staff and workers namely, Mr. Lang Jianjun will retire at the AGM and will not offer themselves for re-election. They have confirmed that they have no disagreement with the Supervisory Committee and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders.

The Supervisory Committee has nominated Mr. Zhu Jie and Mr. Lei Yiping as candidates for Supervisors representing the Shareholders of the seventh session of the Supervisory Committee. Besides, Mr. Zhao Kewen has been elected by the employees of the Company as a Supervisor representing the staff and workers of the seventh session of the Supervisory Committee and is not required to stand for election at the AGM.

LETTER FROM THE BOARD

Mr. Gong Zhiqiang has served as independent non-executive Director almost 9 years. His re-election will be subject to a separate resolution to be approved by the Shareholders. Mr. Gong has rich knowledge and experience and in-depth understanding of the Company's operations and business. In the capacity of independent non-executive Director, he has expressed objective views and given independent guidance to the Company over the years. Both the Board and the Nomination Committee consider that Mr. Gong Zhiqiang has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director and believe that Mr. Gong is still an independent person.

Resolutions are to be presented at the AGM to elect the Directors of the seventh session of the Board, to authorize the Board to fix the remuneration of the Directors, to elect the seventh session of the Supervisory Committee and to authorize the Board to fix the remuneration of the Supervisors. The term of office of the seventh 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 2021.

The service contract or appointment letter entered between the Company and each of the 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 shall expire at the end of their respective term on the date of the AGM. Therefore, resolutions will be presented at the AGM to authorize the Board to enter into service contract or 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 I 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 applicable laws and regulations of the PRC.

4. AMENDMENT OF ARTICLES OF ASSOCIATION, RULES AND PROCEDURES FOR GENERAL MEETINGS, RULES AND PROCEDURES FOR MEETINGS OF THE BOARD AND RULES AND PROCEDURES FOR MEETINGS OF THE SUPERVISORY COMMITTEE

In accordance with the Several Opinions on Upholding the Party's Leadership and Strengthening the Party's Construction in Deepening the Reforms of State-owned Enterprises issued by the General Office of the CPC Central Committee and the Opinions of Beijing on Comprehensively Deepening the Reform of Municipal State-owned Enterprises issued by CPC Beijing municipal committee and People's Government of Beijing Municipality, the Company is required to include the general requirements for party establishment

LETTER FROM THE BOARD

in the Article of Association. Also, in accordance with the Company Law of the People's Republic of China and other relevant laws, regulations and normative documents, and in light of the actual needs of the Company's operation and development, the Board proposed amendments of Articles of Association.

According to the Company Law and the Articles of Associations and the actual situation of the Company, the Company proposed the amendments of the existing "Rules and Procedures for General Meetings", "Rules and Procedures for Meetings of the Board" and "Rules and Procedures for Meetings of the Supervisory Committee".

The proposed amendments of Articles of Association and the proposed amendments of the existing "Rules and Procedures for General Meetings", "Rules and Procedures for Meetings of the Board" and "Rules and Procedures for Meetings of the Supervisory Committee" are set out in Appendix II and III, respectively, in this circular.

5. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 40 to 44 in this circular for you to consider the resolutions regarding, among other things, the following matters:

1. To elect the Directors of the seventh session of the Board;
2. To authorize the Board to fix the remuneration of the Directors;
3. 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;
4. To elect the Supervisors representing the Shareholders of the seventh 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 service contract or appointment letter with each of the newly elected Supervisors representing the Shareholders and the Supervisor representing the staff and workers of the Company;
7. To grant a general mandate to Directors to issue H Shares;
8. To approve the amendments of "Rules and Procedures for General Meetings";
9. To approve the amendments of "Rules and Procedures for Meetings of the Board";
10. To approve the amendments of "Rules and Procedures for Meetings of the Supervisory Committee"; and
11. To approve the amendments of the articles of associations of the Company.

LETTER FROM THE BOARD

The AGM is scheduled to be held at 10:00 a.m. on Tuesday, 19 June 2018 at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC. The reply slip and proxy form for use at the AGM are enclosed with this circular.

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 Wednesday, 30 May 2018.

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, the PRC (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 (i.e. not later than 16 June 2018 at 10:00 a.m. (Hong Kong time)). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM should you so wish.

6. 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.

7. RECOMMENDATION

The Directors believe that the election of Directors of the seventh session of the Board, to authorize the Board to fix the remuneration of the Directors, 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, the election of the Supervisors representing the Shareholders of the seventh session of the Supervisory Committee, to authorize the Board to fix the remuneration of the Supervisors, to authorize the Board to enter into service contract or appointment letter with each of the newly elected Supervisors, grant of general mandate to Directors to issue H Shares, to approve the amendments of "Rules and Procedures for General Meetings", to approve the amendments of "Rules and Procedures for Meetings of the Board", to approve the amendments of "Rules and Procedures for Meetings

LETTER FROM THE BOARD

of the Supervisory Committee” and to approve the amendments of the articles of associations of the Company 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*
首都信息發展股份有限公司
Lin Yankun
Chairman

Beijing, the PRC, 30 April 2018

* *For identification purpose only*

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

EXECUTIVE DIRECTORS**1. Ms. Lin Yankun (林艷坤女士)**

Ms. Lin (Party Secretary, Chairman), aged 43, was appointed as executive Director, member of Remuneration and Appraisal Committee in January 2017. She has been recommended and elected to be the Chairman of the Board of Directors of the Company on October 2017, and she is also serving as the Chairman of the Strategy Committee and the Nomination Committee and a director of Capinfo (Hong Kong) Company Limited, a wholly-owned subsidiary, in charge of leading the Board and ensure the Board to operate efficiently under the best interests of the Company as a whole. In November 2016, she joined the Company as Party Secretary. Prior to joining the Company, Ms. Lin served as the minister of disciplinary inspection supervision in BSAM. Ms. Lin also held various positions in Beijing Municipal Committee Office, including deputy director of the research department and the Secretary Of The League Committee. Ms. Lin has a wealth of business management experience. Ms. Lin graduated from Peking University in 2006 with a master's degree in civil and commercial law. Save as disclosed above, Ms. Lin 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. Lin's office as executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. The basic annual salary of Ms. Lin is RMB546,000. She is also entitled to receive performance-related annual salary and special bonus. However, she will not receive Director's fee from the Company in respect of her office as Director. 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. Lin 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. Lin 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.

2. Mr. Yu Donghui (余東輝先生)

Mr. Yu (Chief Executive Officer), aged 45, was appointed as executive Director and member of the Strategy Committee in January 2017. In November 2016, he was promoted to Chief Executive Officer of the Company. He also served as Chairman of Capinfo Technology Development Co., Ltd., a subsidiary, and executive director of the Beijing Parking Management Centre Co., Ltd., a wholly-owned subsidiary, responsible for the overall operation and management, the implementation of the policies and operation

objectives established by the Board of Directors. Mr. Yu graduated from Tsinghua University in 1999 with a master degree in materials processing engineering and joined the Company in the same year. He previously served as general manager of the network technology service center, business director and vice president of the Company with extensive experience in enterprise and technique management. Save as disclosed above, Mr. Yu 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. Yu's office as executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. The basic annual salary of Mr. Yu is RMB546,000. He is also entitled to receive performance-related annual salary and special bonus. However, he will not receive Director's fee from the Company in respect of his office as Director. 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. Yu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Yu 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.

3. Mr. Zong Zhaoxing (宗照興先生)

Mr. Zong, aged 53, currently serves as the deputy secretary of the party committee of the Company. From July 2004 to February 2018, Mr. Zong was a technician and the deputy factory director of the branch chemical factory of Beijing Woodworking Factory; the division head of the organization office of CPC Committee of BBMG; the general manager assistant and office director of Beijing Jinhuyuan Property Management Co., Ltd.; the deputy general manager of Beijing Bosha Industry and Trade Co., Ltd.; deputy chairman of labour union and the director of Party-masses Work Department of Beijing Science and Technology Park Construction (Group) Co. Ltd. Mr. Zong graduated from Northeast Forestry University with a bachelor degree in chemical engineering in 1986. Save as disclosed above, Mr. Zong 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. Zong's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. The basic salary of Mr. Zong is RMB453,200. He is also entitled to receive performance-related annual salary and special bonus. However, he will not receive Director's fee from the Company in respect of his office as Director, if being appointed. 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. Zong does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Zong 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.

NON-EXECUTIVE DIRECTORS

4. Mr. Zhou Weihua (周衛華先生)

Mr. Zhou, aged 56, a professional senior engineer, was appointed as non-executive Director since June 2015. He is currently the chairman and general manager of Beijing Sino-Sky Radio TV & Communication Technology Co. Ltd., the sponsor shareholder of the Company 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 and engaged in development, design and management of antenna of radio and television communications for many years. In 1984 and July 2005, Mr. Zhou graduated from Wuhan University and Peking University Guanghua School of Management where he received a bachelor's degree in science and management master's degree respectively. 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 office as non-executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and 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.

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 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 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. Shan Yuhu (單鈺虎先生)

Mr. Shan, aged 56, senior accountant, was appointed as non-executive Director since June 2015. He is currently the general manager and director of Beijing Telecom Investment Co., Ltd., the sponsor shareholder of the Company 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. 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 office as non-executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and 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.

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 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 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.

6. Mr. Cao Huaizhi (曹懷志先生)

Mr. Cao, aged 37, currently serves as the manager of the fund management department and manager of the asset management department of Beijing Industrial Developing Investment Management Co., Ltd. He was the lead designer of the third institute and deputy chief engineer of China Aerospace Science and Industry Corporation, the deputy head of the market development department, regional marketing director and head of capital management division of HiWING; the general manager of military-civilian integration equipment industry park of China Fortune Land Development Co.,Ltd.; the director and deputy general manager of Beijing Xietong Innovation Investment Management Co., Ltd.; and the deputy director (presiding over the work) of market development department of Beijing Zhongguancun Lingchuang financial service Co., Ltd. Mr. Cao graduated from Northwestern Polytechnical University with a bachelor degree in detection guidance and control technology and a master degree in system engineering in 2002 and 2005 respectively, and graduated from University of Chinese Academy of Sciences with a master degree in business administration in 2014. Save as disclosed above, Mr. Cao 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. Cao's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. Mr. Cao 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. Cao does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Cao 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. Mr. Ma Linxiang (馬麟祥先生)

Mr. Ma, aged 35, currently works in the general office of Beijing Gehua Media Group Co., Ltd. (北京歌華傳媒集團有限公司). He previously worked at Beijing Gehua CATV Network Co., Ltd. Mr. Ma graduated from Beijing University of Technology with a bachelor degree in applied physics in 2005 and obtained a master degree in engineering from Communication University of China and the title of senior engineer in 2014. Save as disclosed above, Mr. Ma 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. Ma's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. Mr. Ma 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. Ma does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Ma 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.

8. Mr. Feng Jianxun (馮建勛先生)

Mr. Feng, aged 46, with a master degree in management, and a senior engineer. He currently serves as the deputy office director of China Financial Computerization Corporation. He graduated from School of Finance and Economics of Xi'an Jiaotong University in July 2001 with a master degree in management science and engineering. After graduation, he worked at China Financial Computerization Corporation and was employed as the assistant to the general manager of the general office and the deputy office director in January 2007 and July 2014 respectively. Save as disclosed above, Mr. Feng 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. Feng's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. Mr. Feng 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. Feng does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Feng 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.

INDEPENDENT NON-EXECUTIVE DIRECTORS

9. Mr. Gong Zhiqiang (宮志強先生)

Mr. Gong, aged 46, was appointed as independent non-executive Director since June 2009 and is also the chairman of the Remuneration and Appraisal Committee of the Company and a member of the Audit Committee and Nomination Committee. Mr. Gong is currently a managing partner of Beijing S&P Law Firm and independent director of Beijing Municipal Road and Bridge Group Co., Ltd. (北京市政路橋集團有限公司). 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 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. He is entitled to a fixed emolument of RMB70,000 in total per year, including RMB50,000, RMB10,000, RMB5,000 and RMB5,000 respectively for his offices as independent non-executive Director, the chairman of the Remuneration and Appraisal Committee and a member of the Audit Committee and Nomination 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 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. Mr. Cheung, Wai Hung Boswell (張偉雄先生)

Mr. Cheung, aged 48, a non-practicing member of the HKICPA and a qualified accountant of CPA Australia. Mr. Cheung was appointed as the independent non-executive Director in June 2015, and is a member of the Audit Committee and Nomination Committee. Mr. Cheung is currently the Finance Director of K. Wah Real Estates Company Limited and an audit committee member of Agora Hospitality Group Co., Ltd. (a company listed on the Tokyo Stock Exchange). Mr. Cheung once served as chief financial officer of Far East Consortium International Limited, the chief operating officer and company secretary of Integrated Waste Solutions Group Holdings Limited, senior financial strategy advisor of China Pacific Insurance (Group) Co., Ltd. (all these companies listed on the Hong Kong Stock Exchange), and also held audit posts in Deloitte Touche Tohmatsu and Ernst & Young. Mr. Cheung graduated from the University of Leicester, UK with an MBA degree in 1995, and obtained a master's degree in professional accounting from the Southern Cross University, Australia in 2007. Save as disclosed above, Mr. Cheung 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. Cheung's office as independent non-executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and 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, and a member of the Audit Committee and the Nomination 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. Cheung does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Cheung 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.

11. Mr. Li He (李鶴先生)

Mr. Li, aged 45, was appointed as independent non-executive Director, members of the Audit Committee and the Strategy Committee of the Company in May 2016. Mr. Li is currently the global vice president of Integrated Silicon Solution Inc. (ISSI Beijing). He was once the deputy general manager of Synopsys, Inc. (China region) and an officer of CAD centre in Beijing Institute of Control Engineering. 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 Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Li's office as independent non-executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and 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, and a member of the Audit Committee and the Strategy 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. Li does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Li 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.

12. Mr. Yang Xiaohui (楊曉輝先生)

Mr. Yang, aged 50, is a senior accountant, certified public accountant, certified tax agent, and certified public valuer (non-practicing member), appointed as an independent non-executive Director, chairman of the Audit Committee and member of the Remuneration and Appraisal Committee in November 2016. He is now the partner of the Ruihua Certified Public Accountants and holds concurrent position as independent non-executive director of Beijing Jingcheng Machinery Electric Company Limited, a company listed on the Shanghai Stock Exchange and Hong Kong Stock Exchange. He was a teacher of North China University of Technology, department manager of Zhonghengxin Certified Public Accountants, partner of RSM China Certified Public Accountants. He has extensive experience in auditing and financial management. Mr. Yang graduated from North China University of Technology and obtained a bachelor's degree in Accountancy in 1991. Save as disclosed above, Mr. Yang 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. Yang's office as independent non-executive Director shall remain effective up to 19 June 2018, being the expiration date of the term of the sixth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Board is for a period of three years. He is entitled to a fixed emolument of RMB65,000 in total per year, including RMB50,000, RMB10,000 and RMB5,000 respectively for his offices as independent non-executive Director, chairman of the Audit Committee and member of 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. Yang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Yang 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.

SUPERVISORS REPRESENTING THE SHAREHOLDERS

13. Mr. Zhu Jie (朱捷先生)

Mr. Zhu, aged 43, currently serves as the general manager of the legal affairs department of BSAM. He held various position such as the secretary of the Leading Party Members' Group and the head of administrative service centre of Dongcheng District of Beijing, the head and the secretary of the Leading Party Members' Group of Legislative Affairs Office of Legislative Affairs Office. He also served as the vice secretary and director of the office of the street working committee of Ti Yu Guan Road, Dongcheng District of Beijing; the executive deputy director and committee member of the district office of Dongcheng District of Beijing etc. Mr. Zhu graduated from China Youth University of Political Studies with a bachelor degree in legal studies in 1997. He graduated from Peking University Law School with a master degree in criminal law in 2003 and graduated from Renmin University of China with a master degree in finance in 2015. Save as disclosed above, Mr. Zhu 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. Zhu's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Supervisory Committee is for a period of three years. Mr. Zhu 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. Zhu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Zhu 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.

14. Mr. Lei Yiping (雷毅平先生)

Mr. Lei, aged 32, currently serves as the investment manager of asset management department of Beijing Industry Developing Investment Management Co., Ltd. He previously worked as the project manager of system engineering department of Yingli Energy (Beijing) Co., Ltd., the investing and financing

manager of department of investing and financing and the head of department of research and development of CCE OASIS Technology Co., Ltd., and the investing manager of the first investment department/venture investment department of Beijing Tianxing Capital Co.Ltd. Mr. Lei graduated from Beijing University of Technology with a bachelor degree in applied physics in 2009 and graduated from The University of New South Wales, Australia with a master degree in photovoltaic and solar energy engineering in 2011. Save as disclosed above, Mr. Lei 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. Lei's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Supervisory Committee is for a period of three years. Mr. Lei 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. Lei does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Lei 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.

SUPERVISOR REPRESENTING THE STAFF AND WORKERS OF THE COMPANY (FOR SHAREHOLDERS' REFERENCE ONLY)

15. Mr. Zhao Kewen (趙克文先生)

Mr. Zhao, aged 33, currently serves as the general manager of the administration department of the Company. He previously served as an office clerk, the deputy head of civic affairs division, head of press division, office director and head of civic affairs division of Ti Yu Guan Road, Dongcheng District, Beijing. Save as disclosed above, Mr. Zhao 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. Zhao's appointment is subject to retirement by rotation or re-election in accordance with the Articles and Association, which specify that each session of the Supervisory Committee is for a period of three years. Mr. Zhao 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. Zhao does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Other than disclosed above, Mr. Zhao 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.

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

In accordance with the Several Opinions on Upholding the Party’s Leadership and Strengthening the Party’s Construction in Deepening the Reforms of State-owned Enterprises issued by the General Office of the CPC Central Committee and the Opinions of Beijing on Comprehensively Deepening the Reform of Municipal State-owned Enterprises issued by CPC Beijing municipal committee and People’s Government of Beijing Municipality, the Company is required to include the general requirements for party establishment in the Articles of Association. Also, in accordance with the Company Law of the People’s Republic of China and other relevant laws, regulations and normative documents, and in light of the actual needs of the Company’s operation and development, the Company proposes to make amendments to the Articles of Association. Accordingly, the contents of the Articles of Association are amended as follows:

	Existing Articles	Amended Articles
	<p>Article 1 The Company is a joint-stock company with limited liability established under “The Company Law of the People’s Republic of China” (the “Company Law”), “State Council’s Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), and other relevant laws and regulations of the People’s Republic of China (“PRC”).</p> <p>The Company, having been approved by the Beijing Municipal Government upon its Document Jing Zheng Han (2000) No. 74 and established by way of initiation on June 30, 2000, was registered with the Administration for Industry and Commerce of Beijing Municipality on July 14, 2000. The business license number of the Company is 1100000015123441.</p> <p>The initiators of the Company are Beijing State-owned Assets Management Corporation Limited, Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., Beijing Gehua Cable TV Network Co., Ltd., Post and Telecom Data Network Integration Development Center, Beijing Telecommunications Investment Co., Ltd. and China Financial Data Network Co., Ltd.</p>	<p>Article 1 The Company is a joint-stock company with limited liability established under “The Company Law of the People’s Republic of China” (the “Company Law”), “State Council’s Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), and other relevant laws and regulations of the People’s Republic of China (“PRC”). The Articles of Association are formulated under the objective of safeguarding the legal interests of the Company, its shareholders and creditors and regulating the Company’s organization and behavior, in accordance with the Company Law, “The Securities Law of the People’s Republic of China”, “Constitution of the Communist Party of China”, the Special Regulations, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas”, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant requirements.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
		<p>The Company, having been approved by the Beijing Municipal Government upon its Document Jing Zheng Han (2000) No. 74 and established by way of initiation on June 30, 2000, was registered with the Administration for Industry and Commerce of Beijing Municipality on July 14, 2000. The unified social credit code of the business license of the Company is 911100006336972074.</p> <p>The initiators of the Company are Beijing State-owned Assets Management Corporation Limited, Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., Beijing Gehua Cable TV Network Co., Ltd., Post and Telecom Data Network Integration Development Center, Beijing Telecommunications Investment Co., Ltd. and China Financial Data Network Co., Ltd.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
<p>Add new Article 9 after the existing Article 8</p> <p>The subsequent articles will be renumbered accordingly.</p>	N/A	<p>Article 9 In accordance with provisions of the Constitution of the Communist Party of China, the Company shall establish an organization under the Party, which is affiliated with the committee of Beijing State-owned Assets Management Co., Ltd. of the Communist Party of China. The Party Committee shall take a leading role of guiding the direction, managing the overall situation, ensuring implementation, and discussing and deciding on major issues of the Company in accordance with regulations. The Company shall establish a working organization for the Party so as to carry out party activities.</p> <p>The Company shall provide necessary conditions for the party organization to implement its normal activities, including the establishment of the Party organization and staffing of party members into the enterprise's management organization, staffing, and inclusion of the party organization's work funding into the Company's management budget.</p>
<p>Add new Article 10</p> <p>The subsequent articles will be renumbered accordingly.</p>	N/A	<p>Article 10 According to the Constitution of the People's Republic of China and other relevant laws, the Company exercises democratic management. The Company shall organize the trade union in accordance with the law, carry out trade union activities and safeguard the legal rights of employees. The Company shall provide necessary conditions for the activities of its trade union.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 16 The share capital structure of the Company is as follows: the Company has issued a total of 2,898,086,091 ordinary shares, of which 2,123,588,091 shares (73.28% of the total) are domestic invested shares and 774,498,000 shares (26.72% of the total) are overseas listed foreign invested shares. Of the domestic invested shares, 1,834,541,756 shares are held by Beijing State owned Assets Management Corporation Limited, 102,832,000 shares are held by Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., 52,832,000 shares are held by Beijing Telecommunications Investment Co., Ltd. and the rest 133,382,335 shares are held by other domestic shareholders. All overseas listed foreign invested shares are held by foreign investors.</p>	<p>Article 18 The share capital structure of the Company is as follows: the Company has issued a total of 2,898,086,091 ordinary shares, of which 2,123,588,091 shares (73.28% of the total) are domestic invested shares and 774,498,000 shares (26.72% of the total) are overseas listed foreign invested shares. Of the domestic invested shares, 1,834,541,756 shares are held by Beijing State owned Assets Management Corporation Limited, 102,832,000 shares are held by Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., 52,832,000 shares are held by Beijing Telecommunications Investment Co., Ltd. and the rest 133,382,335 shares are held by other domestic shareholders. All overseas listed foreign invested shares are held by foreign investors.</p>
	<p>Paragraphs 2 and 3 of Article 23</p> <p>The Company shall notify its creditors within ten (10) days of the date of the resolution authorising the reduction of capital, and publish a public notice in newspapers at least three (3) times within thirty (30) days of that date. Creditors shall, within thirty (30) days of receiving the notice or ninety (90) days of the first publication of the public notice (for those who have not received a notification), have a right to require the Company to settle its debts or to offer corresponding guarantees for their settlement.</p> <p>The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</p>	<p>Paragraph 2 of Article 25</p> <p>The Company shall notify its creditors within ten (10) days of the date of the resolution authorising the reduction of capital and publish an announcement in newspapers within thirty (30) days from the date of the resolution. Creditors shall, within thirty (30) days of receiving the notice or forty-five (45) days of the publication of the public notice (for those who have not received a notification), have a right to require the Company to settle its debts or to offer corresponding guarantees for their settlement.</p> <p>The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 53 Shareholders’ general meetings can be annual general meetings or extraordinary general meetings. Shareholders’ general meetings shall be convened by the Board of Directors. The annual shareholders’ general meeting shall be convened once a year, and shall take place within six (6) months of the end of the previous financial year.</p> <p>The Board of Directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following circumstances:</p> <ul style="list-style-type: none"> (1) where the number of Directors is less than the number stipulated in the Company Law or is no more than two-thirds (2/3) of the number required by the Articles; (2) where the accrued losses of the Company amount to one-third (1/3) of its total share capital; (3) where shareholders holding ten percent (10%) or more of the Company’s issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting; (4) where the Board of Directors considers it necessary or the Board of Supervisors proposes to call for such a meeting; or (5) where two (2) or more independent Directors make a call for an extraordinary general meeting. 	<p>Article 55 Shareholders’ general meetings can be annual general meetings or extraordinary general meetings. Shareholders’ general meetings shall be convened by the Board of Directors. The annual shareholders’ general meeting shall be convened once a year, and shall take place within six (6) months of the end of the previous financial year.</p> <p>The Board of Directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following circumstances:</p> <ul style="list-style-type: none"> (1) where the number of Directors is less than the number stipulated in the Company Law or is no more than two-thirds (2/3) of the number required by the Articles; (2) where the accrued losses of the Company amount to one-third (1/3) of its total paid-up capital; (3) where shareholders holding ten percent (10%) or more of the Company’s issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting; (4) where the Board of Directors considers it necessary or the Board of Supervisors proposes to call for such a meeting; or (5) where two (2) or more independent Directors make a call for an extraordinary general meeting.

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 55 In an annual general meeting of the Company, shareholders holding more than three percent (including 3%) of total voting shares of the Company are entitled to propose new resolutions in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.</p>	<p>Article 57 Shareholders holding more than three percent (including 3%) of total voting shares of the Company are entitled to propose a provisional proposal and submit it to the convener in writing ten (10) days before the date of the general meeting. In respect of proposals which relate to the scope of duties of the general meeting, the convener shall serve a supplementary notice of the general meeting within two (2) days after receiving the proposal and announce the content of the provisional proposal and include the proposal in the agenda of such meeting.</p>
	<p>Article 58 Notice of a shareholders’ general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of shareholders’ general meetings may be given by public announcement.</p> <p>The public announcement referred to in this Article shall be published in one or more newspapers with national circulation approved by the securities regulatory authority under State Council on any day from forty-five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received notice of the relevant meeting.</p>	<p>Article 60 Notice of a shareholders’ general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of shareholders’ general meetings may be given by public announcement.</p> <p>The public announcement referred to in this Article shall be published in one or more newspapers with national circulation approved by the securities regulatory authority under State Council on any day from forty-five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received notice of the relevant meeting.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
		<p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>
<p><i>It is proposed that the existing Article 70 be deleted in its entirety.</i></p> <p><i>The subsequent articles will be renumbered accordingly.</i></p>	<p>Article 70 In the case of an equality of votes, the chairman of the meeting shall be entitled to an additional vote.</p>	<p>N/A</p>
	<p>Article 74 A shareholders’ general meeting shall be convened by the chairman of the Board of Directors who shall preside as chairman over the meeting. If the chairman of the Board of Directors cannot attend the meeting for any reasons, the chairman of the Board of Directors may designate a Director of the Company to convene and preside at the meeting as chairman on his behalf. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.</p>	<p>Article 76 A shareholders’ general meeting shall be convened by the Board of Directors and presided over and chaired by the chairman of the Board. If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 86 In addition to holders of other classes of shares, holders of domestic invested shares and overseas listed foreign invested shares are deemed to be shareholders of different classes.</p> <p>The special procedure for approval by class shareholders shall not apply:</p> <p>(1) where the Company issues, either separately or concurrently, domestic invested shares and overseas listed foreign invested shares in numbers not exceeding twenty percent (20%) of the number of domestic invested shares and overseas listed foreign invested shares then in issue respectively in any 12-month period as approved by a special resolution of a shareholders’ general meeting; and</p> <p>(2) where the Company’s plan for issuing domestic invested shares and overseas listed foreign invested shares upon its establishment is implemented within fifteen months (15) from the date of approval by the State Council securities regulatory department.</p>	<p>Article 88 In addition to holders of other classes of shares, holders of domestic invested shares and overseas listed foreign invested shares are deemed to be shareholders of different classes.</p> <p>The special procedure for approval by class shareholders shall not apply:</p> <p>(1) where the Company issues, either separately or concurrently, domestic invested shares and overseas listed foreign invested shares in numbers not exceeding twenty percent (20%) of the number of domestic invested shares and overseas listed foreign invested shares then in issue respectively in any 12-month period as approved by a special resolution of a shareholders’ general meeting;</p> <p>(2) where the Company’s plan for issuing domestic invested shares and overseas listed foreign invested shares upon its establishment is implemented within fifteen months (15) from the date of approval by the State Council securities regulatory department;</p> <p>(3) Where with the approval by the securities regulatory authorities of the State Council the shareholders cause the unlisted shares hold by them to be listed and dealt in on an overseas stock exchange.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
<p>Add CHAPTER 10 after existing CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS.</p> <p>The subsequent chapters and articles will be renumbered accordingly.</p>	N/A	<p>CHAPTER 10 COMMITTEE OF THE PARTY</p>
	N/A	<p>Article 89 The Company shall established the committee of the Communist Party of China of Capinfo Company Limited (the “Party Committee”) and the Committee of the Communist Party of China for Discipline Inspection of Capinfo Company Limited (the “Discipline Committee”). In principle, the secretary of the Party Committee and the chairman of the Board shall be assumed by one person, and one full-time deputy secretary shall be designated in charge of party building work. Eligible members of the Party Committee can join the board of directors, the board of management through legal procedures, while eligible Party members of the board of directors, the board of management can also join the Party Committee in accordance with relevant rules and procedures.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
		<p>The number of positions of secretary, deputy secretary and committee members of the Party Committee and the Discipline Committee shall be established in accordance with the reply given by the superior party committee, and members for all positions shall be selected by election. During the adjournment of the party representative congress, the superior party committee may appoint the secretary, deputy secretary of the Party Committee and the secretary of the Discipline Committee as necessary.</p>
	<p>N/A</p>	<p>Article 90 The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties:</p> <ol style="list-style-type: none"> (1) To strictly perform the primary duties of grassroots organization under Article 32 of Constitution of the Communist Party of China; (2) To ensure and supervise the thorough implementation of the guidelines and policies of the party and the state as well as the decisions and deployment made by the municipal party committee, the municipal government and the superior party committee throughout the Company;

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
		<p>(3) To adhere to the principle of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards the right of officials' appointment by the operating managers in accordance with laws. To consider and decide on the appointment, removal or recommendation of management cadres. The Party Committee shall observe and appoint or remove party cadres; recommend nominees to the Board of Directors and general manager, or deliberate and give opinions on the candidates nominated by the Board of Directors and general manager; together with the Board of Directors, observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To fulfil the duties of managing talents and adopt the strategy of strengthening the Company through talent;</p> <p>(4) To study and discuss stable reform and development as well as material issues related to the interests of our staff, and provide advice and recommendations in this regard;</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
		<p>(5) To assume full responsibility to comprehensively strengthen party discipline. To promote party building in respect of politics, ideology, organization, working style and discipline and run through it into system construction, fight against corruption and improve the scientific standard of party building. To lead mass organization such as the trade union and the Communist Youth League. To support the Discipline Committee in fulfilling its responsibility of supervision in practice;</p> <p>(6) Other duties prescribed by the superior party organization.</p>
	<p>The last paragraph of Article 89</p> <p>The Board of Directors shall be independent of the controlling shareholder of the Company and shall not be controlled by the board of directors of the controlling shareholder.</p>	<p>The last paragraph of Article 93</p> <p>The Board of Directors shall be independent of the controlling shareholder of the Company and shall not be controlled by the board of directors of the controlling shareholder.</p> <p>Where the above duties involve any of the significant events or issues referred to under Article 90, it shall be decided by the Board of Directors after deliberation by the Party Committee.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 92 Board meetings are required to be held at least four (4) times every year. A board meeting shall be convened by the chairman of the board and a relevant notice shall be given to all directors fourteen (14) days before the meeting date. In case of emergency matters, an extraordinary board meeting may be proposed by shareholders representing more than one tenth of the voting rights, three (3) or more directors, two (2) or more independent directors, the supervisory committee, the chairman of the board or the general manager of the Company. Such fourteen (14)-day notice can be waived where half of all the directors of the Company consent to the extraordinary board meeting, and such meeting may, in accordance to the needs, be held by way of a timely board meeting or by written resolutions.</p>	<p>Article 96 Board meetings are required to be held at least four (4) times every year. A board meeting shall be convened by the chairman of the board and a relevant notice shall be given to all directors fourteen (14) days before the meeting date. In case of emergency matters, an extraordinary board meeting may be proposed by shareholders representing more than one tenth of the voting rights, three (3) or more directors, two (2) or more independent directors, the Party Committee of the Company, the supervisory committee, the chairman of the board or the general manager of the Company. Such fourteen (14)-day notice can be waived where half of all the directors of the Company consent to the extraordinary board meeting, and such meeting may, in accordance to the needs, be held by way of a timely board meeting or by written resolutions.</p>
	<p>Article 95 Meetings of the Board of Directors may be held only if half or more of the Directors or their representatives are in attendance.</p> <p>Each Director shall have the right to one vote. Unless otherwise required by the Articles, the Board may pass resolutions only upon a majority vote; in the case of an equality of votes, the chairman of the Board shall have an additional vote.</p> <p>If one quarter (1/4) or more of the Directors or two (2) or more of the external Directors believe that there is insufficient information or that the argument are inconclusive, they may jointly propose that the Board meeting be postponed or that some of the matters to be discussed at the Board meeting be discussed at a later time. In such circumstances, the Board of Directors shall accept the proposal.</p>	<p>Article 99 Meetings of the Board of Directors may be held only if half or more of the Directors or their representatives are in attendance.</p> <p>Each Director shall have the right to one vote. The Unless otherwise required by the Articles, the Board may pass resolutions only upon a majority vote; in the case of an equality of votes, the chairman of the Board shall have an additional vote. If one quarter (1/4) or more of the Directors or two (2) or more of the external Directors believe that there is insufficient information or that the argument are inconclusive, they may jointly propose that the Board meeting be postponed or that some of the matters to be discussed at the Board meeting be discussed at a later time. In such circumstances, the Board of Directors shall accept the proposal.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 103 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>(1) to be in charge of production, operation and management of the Company, and to organise the implementation of the resolutions of the Board of Directors;</p> <p>(2) to organise the implementation of the Company’s annual business plans and investment plans;</p> <p>(3) to draft the plan for establishment of the Company’s internal management organization;</p> <p>(4) to draft the Company’s basic management system;</p> <p>(5) to formulate the basic rules and regulations of the Company;</p> <p>(6) to request the appointment or dismissal of the Company’s deputy general manager (or deputy general managers) and other senior officers (including the chief financial officer(s));</p> <p>(7) to appoint or dismiss management personnel other than those to be appointed or dismissed by the Board of Directors; and</p> <p>(8) to exercise other functions and powers conferred by the Board of Directors and the Articles.</p>	<p>Article 107 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>(1) to be in charge of production, operation and management of the Company, and to organise the implementation of the resolutions of the Board of Directors;</p> <p>(2) to organise the implementation of the Company’s annual business plans and investment plans;</p> <p>(3) to draft the plan for establishment of the Company’s internal management organization;</p> <p>(4) to draft the Company’s basic management system;</p> <p>(5) to formulate the basic rules and regulations of the Company;</p> <p>(6) to request the appointment or dismissal of the Company’s deputy general manager (or deputy general managers) and other senior officers (including the chief financial officer(s));</p> <p>(7) to appoint or dismiss management personnel other than those to be appointed or dismissed by the Board of Directors; and</p> <p>(8) to exercise other functions and powers conferred by the Board of Directors and the Articles.</p> <p>Where the above duties involve any of the significant events or issues referred to under Article 90, it shall be decided by the Board of Directors after deliberation by the Party Committee.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 109 The Company’s Directors, general manager and head of financial department shall not serve concurrently as Supervisors.</p>	<p>Article 113 The Company’s Directors and senior management shall not serve concurrently as Supervisors.</p>
	<p>Article 160 Merger of companies may take the forms of merger and consolidation.</p> <p>Where there is a company merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the merger and make at least three newspaper announcements of the merger within thirty (30) days of that date.</p> <p>After the merger, the company which is survived or newly established shall succeed to the claims and debts of all the parties to the merger.</p>	<p>Article 164 Merger of companies may take the forms of merger and consolidation.</p> <p>Where there is a company merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the merger and make newspaper announcements of the merger within thirty (30) days of that date. The creditors who have received such notice shall, within thirty (30) days thereafter, and those creditors who have not received such notice shall, within forty-five (45) days from the date the notice is first published, be entitled to require the Company to repay the debt or to provide appropriate alternative guarantees for the debt.</p> <p>After the merger, the company which is survived or newly established shall succeed to the claims and debts of all the parties to the merger.</p>

APPENDIX II PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATIONS

	Existing Articles	Amended Articles
	<p>Article 161 Where there is a company division, its property shall be divided accordingly.</p> <p>Where there is a company division, the parties to the division shall enter into a division agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the division and make at least three (3) newspaper announcements of the division within thirty (30) days from that date.</p> <p>Debts owing by the Company before the division shall be borne by the companies after the division in accordance with the relevant division agreement.</p>	<p>Article 165 Where there is a company division, its property shall be divided accordingly.</p> <p>Where there is a company division, the parties to the division shall enter into a division agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the division and make at least three (3) newspaper announcements of the division within thirty (30) days from that date.</p> <p>Debts owing by the Company before the division shall be borne by the companies after the division, except when the Company has reached a written agreement on debt settlement with the creditors before the division.</p>

The existing articles will be renumbered accordingly upon the proposed amendments to the Articles of Association. The proposed amendments to the Articles of Association are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

**APPENDIX III PROPOSED AMENDMENTS OF RULES AND PROCEDURES
FOR GENERAL MEETINGS, RULES AND PROCEDURES FOR
MEETINGS OF THE BOARD AND RULES AND PROCEDURES
FOR MEETINGS OF THE SUPERVISORY COMMITTEE**

According to the Company Law and the Articles of Association and the actual situation of the Company, the Company proposes to amend the existing Rules and Procedures for General Meetings, the Rules and Procedures for Meetings of the Board and the Rules and Procedures for Meetings of the Supervisory Committee.

The proposed amendments to the Rules and Procedures for General Meetings are set out as below:

Existing Articles	Amended Articles
<p>7.3 Shareholders individually or collectively holding 3% or more of the Company’s shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. Within 5 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. If this notice is received less than 25 days prior to the date of the general meeting of the Company, the Company shall consider adjourning the general meeting to comply with the period of 14 days notice of resolution as required by the Rules Governing the Listing of Securities.</p>	<p>7.3 Shareholders individually or collectively holding 3% or more of the Company’s shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. Within 2 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. If this notice is received less than 25 days prior to the date of the general meeting of the Company, the Company shall consider adjourning the general meeting to comply with the period of 14 days notice of resolution as required by the Rules Governing the Listing of Securities.</p>

**APPENDIX III PROPOSED AMENDMENTS OF RULES AND PROCEDURES
FOR GENERAL MEETINGS, RULES AND PROCEDURES FOR
MEETINGS OF THE BOARD AND RULES AND PROCEDURES
FOR MEETINGS OF THE SUPERVISORY COMMITTEE**

Existing Articles	Amended Articles
<p>8.1 Where the Company convenes a general meeting, a written notice shall be given by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members 45 days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting. In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly.</p> <p>Unless otherwise required by applicable laws, the duration of the 45 days notice aforesaid is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p>	<p>8.1 Where the Company convenes a general meeting, a written notice shall be given by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members 45 days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting. In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly.</p> <p>Unless otherwise required by applicable laws, the duration of the 45 days notice aforesaid is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>
<p>9.12 On a poll, each shareholder (including his proxies) entitled to two or more votes need not cast all his votes in the same way for affirmative votes or dissenting votes.</p> <p>In the event of an equality of votes, the chairman of the meeting shall be entitled to an additional vote.</p>	<p>9.12 On a poll, each shareholder (including his proxies) entitled to two or more votes need not cast all his votes in the same way for affirmative votes or dissenting votes.</p> <p>In the event of an equality of votes, the chairman of the meeting shall be entitled to an additional vote.</p>

**APPENDIX III PROPOSED AMENDMENTS OF RULES AND PROCEDURES
FOR GENERAL MEETINGS, RULES AND PROCEDURES FOR
MEETINGS OF THE BOARD AND RULES AND PROCEDURES
FOR MEETINGS OF THE SUPERVISORY COMMITTEE**

Existing Articles	Amended Articles
<p>14.1 In addition to shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>(1) Where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20% of each of the issued domestic shares and overseas listed foreign shares respectively; and</p> <p>(2) Where the Company’s plan to issue domestic shares and overseas listed foreign shares at the time of incorporation has been completed within 15 months from the date of approval by the authority in charge of securities under the State Council.</p>	<p>14.1 In addition to shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>(1) Where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20% of each of the issued domestic shares and overseas listed foreign shares respectively;</p> <p>(2) Where the Company’s plan to issue domestic shares and overseas listed foreign shares at the time of incorporation has been completed within 15 months from the date of approval by the authority in charge of securities under the State Council; and</p> <p>(3) Where with the approval by the securities regulatory authorities of the State Council, the shareholders cause the unlisted shares held by them to be listed and dealt in on an overseas stock exchange.</p>

**APPENDIX III PROPOSED AMENDMENTS OF RULES AND PROCEDURES
FOR GENERAL MEETINGS, RULES AND PROCEDURES FOR
MEETINGS OF THE BOARD AND RULES AND PROCEDURES
FOR MEETINGS OF THE SUPERVISORY COMMITTEE**

The proposed amendments to the Rules and Procedures for Meetings of the Board are set out as below:

Existing Articles	Amended Articles
<p>Article 8 The Board of Directors shall be responsible to the general meetings and exercise the following functions and powers: (1) to (13) ...</p>	<p>Article 8 The Board of Directors shall be responsible to the general meetings and exercise the following functions and powers: (1) to (13) ...</p> <p>Where the above duties involve any of the significant events or issues referred to under the Articles of Association, it shall be decided by the Board of Directors after deliberation by the Party Committee.</p>
<p>Article 11 The Board meetings of the Company shall include regular meetings and extraordinary meetings. Board meetings shall be convened at least four times each year. Under any of the following circumstances, an extraordinary Board meeting may be convened:</p> <p>(1) as deemed necessary by the chairman of the Board;</p> <p>(2) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(3) as proposed by three or more Directors;</p> <p>(4) as proposed by two or more independent Directors;</p> <p>(5) as proposed by the supervisory committee of the Company;</p> <p>(6) as proposed by the president of the Company.</p>	<p>Article 11 The Board meetings of the Company shall include regular meetings and extraordinary meetings. Board meetings shall be convened at least four times each year. Under any of the following circumstances, an extraordinary Board meeting may be convened:</p> <p>(1) as deemed necessary by the chairman of the Board;</p> <p>(2) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(3) as proposed by three or more Directors;</p> <p>(4) as proposed by two or more independent Directors;</p> <p>(5) as proposed by the Party Committee of the Company;</p> <p>(6) as proposed by the supervisory committee of the Company;</p> <p>(7) as proposed by the president of the Company.</p>

APPENDIX III PROPOSED AMENDMENTS OF RULES AND PROCEDURES FOR GENERAL MEETINGS, RULES AND PROCEDURES FOR MEETINGS OF THE BOARD AND RULES AND PROCEDURES FOR MEETINGS OF THE SUPERVISORY COMMITTEE

The proposed amendments to the Rules and Procedures for Meetings of the Supervisory Committee are set out as below:

Existing Articles	Amended Articles
<p>Article 4 The Supervisory Committee is comprised of three members, two of whom are representatives of shareholders, who shall be elected and removed by the general meeting, and one is a representative of staff of the Company, who shall be elected and removed democratically by staff of the Company. Directors, president and financial director of the Company shall not act as a supervisor</p>	<p>Article 4 The Supervisory Committee is comprised of three members, two of whom are representatives of shareholders, who shall be elected and removed by the general meeting, and one is a representative of staff of the Company, who shall be elected and removed democratically by staff of the Company. Directors, president and financial director senior management of the Company shall not act as a supervisor</p>

The existing articles will be renumbered accordingly upon the proposed amendments to the Rules and Procedure for General Meetings, the Rules and Procedures for Meetings of the Board and the Rules and Procedures for Meetings of the Supervisory Committee. The proposed amendments to the Rules and Procedures for General Meetings, the Rules and Procedures for Meetings of the Board and the Rules and Procedures for Meetings of the Supervisory Committee are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

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 Tuesday, 19 June 2018 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’ report and auditor’s report for the year ended 31 December 2017.
2. To consider and approve the Supervisors’ report of the Company for the year 2017.
3. To consider and approve the independent non-executive Director’s report of the Company for the year 2017.
4. To consider and approve the re-appointment of Grant Thornton (Special General Partnership) as auditor and to authorize the Board of the Company to fix their remuneration.
5. To declare the final dividend of RMB1.25 cents (i.e. HK1.55 cents) per share for the year ended 31 December 2017.
6. To consider and approve the election of the Directors of the Company, including:
 - (1) To re-elect Ms. Lin Yankun as executive Director of the seventh session of the Board of the Company;
 - (2) To re-elect Mr. Yu Donghui as executive Director of the seventh session of the Board of the Company;
 - (3) To elect Mr. Zong Zhaoxing as executive Director of the seventh session of the Board of the Company;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (4) To re-elect Mr. Zhou Weihua as non-executive Director of the seventh session of the Board of the Company;
 - (5) To re-elect Mr. Shan Yuhu as non-executive Director of the seventh session of the Board of the Company;
 - (6) To elect Mr. Cao Huaizhi as non-executive Director of the seventh session of the Board of the Company;
 - (7) To elect Mr. Ma Linxiang as non-executive director of the seventh session of the Board of the Company;
 - (8) To elect Mr. Feng Jianxun as non-executive director of the seventh session of the Board of the Company;
 - (9) To re-elect Mr. Gong Zhiqiang as independent non-executive Director of the seventh session of the Board of the Company;
 - (10) To re-elect Mr. Cheung, Wai Hung Boswell as independent non-executive Director of the seventh session of the Board of the Company;
 - (11) To re-elect Mr. Li He as independent non-executive Director of the seventh session of the Board of the Company;
 - (12) To re-elect Mr. Yang Xiaohui as independent non-executive Director of the seventh 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 Director, 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 elect Mr. Zhu Jie as Supervisor of the seventh session of the Supervisory Committee of the Company; and
 - (2) To elect Mr. Lei Yiping as Supervisor of the seventh 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 service contract or 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 the amendments of “Rules and Procedures for General Meetings”.
13. To consider and approve the amendments of “Rules and Procedures for Meetings of the Board”.
14. To consider and approve the amendments of “Rules and Procedures for Meetings of the Supervisory Committee”.
15. 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 RESOLUTIONS

16. 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;

NOTICE OF ANNUAL GENERAL MEETING

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.
- (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.”

17. To consider and approve the amendments of the articles of associations of the Company.

By order of the Board of Directors
CAPINFO COMPANY LIMITED*

Lin Yankun

Chairman

Beijing, the People’s Republic of China, 30 April 2018

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of shareholders of the Company will be closed from Sunday, 20 May 2018 to Tuesday, 19 June 2018 (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 Friday, 18 May 2018.
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 on Tuesday, 3 July 2018 and the register of shareholders of the Company will be closed from Monday, 25 June 2018 to Tuesday, 3 July 2018 (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 Friday, 22 June 2018.
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 (i.e. not later than 16 June 2018 at 10:00 a.m. (Hong Kong time)) 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 Wednesday, 30 May 2018. 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 I to the circular in connection with the proposed re-election and election of directors and supervisors dispatched to the shareholders of the Company on 30 April 2018.
9. As at the date of this notice, the executive directors of the Company are Ms. Lin Yankun and Mr. Yu Donghui; the non-executive directors of the Company are 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 Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Li He and Mr. Yang Xiaohui.