

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Capinfo Company Limited\* (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**CAPINFO**

**CAPINFO COMPANY LIMITED\***

**首都信息發展股份有限公司**

*(a joint stock limited company incorporated in the PRC with limited liability)*

**(Stock Code: 1075)**

**PROPOSED APPOINTMENT OF DIRECTOR**

**AND**

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

---

A letter from the board is set out on pages 2 to 5 of this circular.

A notice convening the extraordinary general meeting (the “EGM”) to be held at 9:00 a.m. on Thursday, 12 May 2011 at Conference Room, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC is set out on pages 6 to 7 of this circular. A reply slip and a proxy form for the EGM is also enclosed with this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions set out therein 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

\* *For identification purpose only*

---

## CONTENT

---

	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	2
<b>NOTICE OF EGM</b> .....	6

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	:	the articles of association of the Company
“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 Corporation Limited*), a company incorporated in the PRC with limited liability and the 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
“EGM”	:	the extraordinary general meeting to be held on 12 May 2011 for the purposes of considering and, if thought fit, approving the appointment of Mr. Xu Zhe as a non-executive Director and the proposed amendment to the Articles of Association
“Group”	:	the Company and its subsidiaries
“H Share(s)”	:	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company
“Listing Rules”	:	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	:	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Shareholder(s)”	:	holder(s) of the share(s) of the Company
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“RMB”	:	Renminbi, the lawful currency of the PRC
“%”	:	Percent

*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.*

\* *For identification purpose only*

---

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 PRC with limited liability)*

**(Stock Code: 1075)**

*Executive Director:*

Dr. Wang Xu, *Chief Executive*

*Non-executive Directors:*

Dr. Li Minji, *Chairman*

Ms. Sun Jing

Ms. Li Zhi

Mr. Pan Jiaren

Mr. Cao Jun

Mr. Qi Qigong

Ms. Lu Xiaobing

*Independent non-executive Directors:*

Mr. Chen Jing

Dr. Wang Huacheng

Mr. Zeng Xianggao

Mr. Gong Zhiqiang

*Registered office:*

No. 11 Xi San Huan Zhong Road

Beijing 100036

The People's Republic of China

*Principal place of business*

*in Hong Kong:*

8th Floor, Kailey Tower

16 Stanley Street

Central

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

25 March 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTOR**

**AND**

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**INTRODUCTION**

Reference is made to the announcement published by the Company on 21 March 2011, in relation to, among other things, the proposed appointment of Mr. Xu Zhe ("Mr. Xu") as a non-executive Director and the proposed amendment to the Articles of Association.

\* *For identification purpose only*

---

## **LETTER FROM THE BOARD**

---

The purpose of this circular is to provide the Shareholders with, among other things, details regarding the proposed appointment of Mr. Xu as a non-executive Director and the proposed amendment to the Articles of Association and a notice convening the EGM.

### **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Mr. Xu has been nominated by the Board as a non-executive Director and will be appointed to the fourth session of the Board from the date of the EGM subject to the approval of the Shareholders. Mr. Xu shall hold office until the expiration date of the term of the fourth session of the Board and his directorship will be subject to resignation by rotation or re-election in accordance with the Articles of Association. Mr. Xu will not be entitled to any emolument.

Mr. Xu, aged 41, is currently the vice-president of BSAM and was a non-executive Director from 2003 to 2009. Mr. Xu has substantial experience in business operation and corporate management. Mr. Xu graduated from Capital University of Economics and Business with major in corporate management in 1993 and obtained a master's degree in business administration from Guanghua School of Management of Peking University in 2005. Prior to joining BSAM, Mr. Xu served at Beijing International Trust and Investment Corporation Limited.

Save as disclosed above and as far as the Directors are aware, Mr. Xu does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years. Apart from his employment contract with BSAM, Mr. Xu does not have any relationship with any other directors, senior management, or substantial shareholders of the Company. As at the date of this announcement, Mr. Xu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Save as disclosed above and as far as the Directors are aware, there is no other information which is discloseable pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters in relation to the proposed appointment of Mr. Xu that need to be brought to the attention of the Shareholders.

### **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

Following the transfer of listing of the Company's H Shares from the Growth Enterprise Market to the Main Board of the Stock Exchange, the Company is no longer required to publish quarterly financial reports pursuant to the Listing Rules. As such, the Board proposes to amend the Articles of Association to the effect that the Company will cease to publish quarterly financial reports but will continue to publish interim and annual reports and, accordingly, the following Article 139 of the Articles of Association:

---

## LETTER FROM THE BOARD

---

“The Company shall publish four financial reports every accounting year. An interim report shall be published within forty five (45) days of the end of the first six (6) months of the accounting year and the annual report shall be published within ninety (90) days of the end of the accounting year. The quarterly reports shall be published within forty five (45) days of the end of the first quarter and the third quarter of the accounting year.”

is proposed to be replaced by:

“The Company shall publish two financial reports every accounting year. An interim report shall be published within sixty (60) days of the end of the first six (6) months of the accounting year and the annual report shall be published within one hundred and twenty days (120) days of the end of the accounting year.”

The proposed amendment to the Articles of Association is subject to the passing of a special resolution by the Shareholders approving such amendment at the EGM.

### **THE EGM**

The EGM will be held for the purposes of considering and, if thought fit, approving the proposed appointment of Mr. Xu as a non-executive Director and the proposed amendment to the Articles of Association. All votes of the Shareholders at the EGM must be taken by poll in accordance with the Articles of Association.

A notice convening the EGM at 9:00 a.m. on Thursday, 12 May 2011 at Conference Room, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC is set out on pages 6 to 7 of this circular. A reply slip and a proxy form for the EGM is enclosed herewith. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions set out therein 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 as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of shareholders of the Company will be closed from Tuesday, 12 April 2011 to Wednesday, 11 May 2011 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers 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, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 April 2011.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the proposed appointment of Mr. Xu and the proposed amendment to the Articles of Association are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM in respect thereof.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

By Order of the Board  
**CAPINFO COMPANY LIMITED\***  
首都信息發展股份有限公司  
**Dr. Li Minji**  
*Chairman*

\* *For identification purpose only*

---

## NOTICE OF EGM

---

# CAPINFO

## CAPINFO COMPANY LIMITED\*

### 首都信息發展股份有限公司

*(a joint stock limited company incorporated in the PRC with limited liability)*

**(Stock Code: 1075)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Capinfo Company Limited (the “**Company**”) will be held at Conference Room, 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) on Thursday, 12 May 2011 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

### **AS ORDINARY RESOLUTION**

1. To consider and approve the appointment of Mr. Xu Zhe as a non-executive director of the Company.

### **AS SPECIAL RESOLUTION**

2. To consider and approve the following resolution in relation to the amendment to the articles of association of the Company (the “**Articles of Association**”):

“(i) Article 139 of the Articles of Association be amended by deleting the following paragraph:

“The Company shall publish four financial reports every accounting year. An interim report shall be published within forty five (45) days of the end of the first six (6) months of the accounting year and the annual report shall be published within ninety (90) days of the end of the accounting year. The quarterly reports shall be published within forty five (45) days of the end of the first quarter and the third quarter of the accounting year.”

and substituted by the following paragraph:

“The Company shall publish two financial reports every accounting year. An interim report shall be published within sixty (60) days of the end of the first six (6) months of the accounting year and the annual report shall be published within one hundred and twenty days (120) days of the end of the accounting year.”; and

\* *For identification purpose only*



---

## NOTICE OF EGM

---

- (ii) The board of directors of the Company (the “**Board**”) be authorized to do all such acts or things and to take all such steps relating to or in connection with the above amendment to the Articles of Association as the Board may consider necessary and appropriate to give effect to the amendment according to the requirements of the relevant PRC authorities and the applicable PRC laws and regulations.”

By Order of the Board of Directors  
**Capinfo Company Limited\***  
**Dr. Li Minji**  
*Chairman*

Beijing, the PRC, 25 March 2011

*Notes:*

1. The register of shareholders of the Company will be closed from Tuesday, 12 April 2011 to Wednesday, 11 May 2011 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers 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, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 April 2011.
2. Any shareholder entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at 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 not less than 24 hours before the time for holding the EGM or any adjournment thereof.
4. Shareholders and their proxies should produce identity proof when attending the EGM.
5. Shareholders who intend to attend the EGM shall complete and return the reply slip for attending the meeting by hand or by post (for holders of H shares of the Company) 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 or (for holders of domestic shares of the Company) to the Company’s registered office at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC on or before Friday, 22 April 2011.
6. The EGM is not expected to last for more than half a day. Shareholders and their proxies shall be responsible for their own traveling and accommodation expenses.