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

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

**NOTICE OF ANNUAL GENERAL MEETING**

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

**ORDINARY RESOLUTIONS**

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

\* *For identification purpose only*

8. To authorize the Board to fix the remuneration of the Supervisors.
9. To consider and approve any motion proposed by any Shareholders of the Company holding 3% or more of the Shares of the Company with voting rights at such meeting, if any.

### **SPECIAL RESOLUTION**

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

**“THAT**

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

- (6) the Board of the Company be authorized to amend the relevant agreements and legal documents mentioned in (4) and (5) above in accordance with the domestic and foreign regulatory authorities.
- (7) the Board of the Company be authorized to approve the increase in the registered capital after issuance of the new shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings and delegate the power to the management of the Company to carry out relevant procedures.
- (8) for the purposes of this resolution:

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

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

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

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

Beijing, the PRC, 11 April 2016

*Notes:*

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

period no transfer of the Company's shares will be registered. In order to be qualified for the proposed final dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (applicable for H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Wednesday, 1 June 2016.

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