
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*, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee, or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1075)

**PROPOSED RE-ELECTION AND ELECTION OF
DIRECTORS AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Tuesday, 19 June 2012 at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China is set out on pages 17 to 20 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying 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, No. 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of Domestic shares) on or before Wednesday, 30 May 2012. The proxy form shall be returned to the Company's H share registrar and transfer office in Hong Kong (in the case of H Shares) or the office of the Company (in the case of Domestic shares) at the same addresses as above as soon as possible, but in any event not less than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

* *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 convened on 19 June 2012, at 10:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China
“Notice of AGM”	:	notice of convening the AGM dated 3 May 2012 as set out on pages 17 to 20 in the circular
“Articles of Association”	:	the Articles of Association of the Company as amended from time to time
“Board”	:	the board of directors of the Company
“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 established in the PRC with limited liability, a controlling shareholder of the Company
“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 Main Board of the Stock Exchange
“Director(s)”	:	the directors of the Company
“Domestic Shares”	:	the domestic shares 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 Shares”	:	overseas listed foreign shares of RMB0.10 each in the share capital of the Company
“Latest Practicable Date”	:	27 April 2012, being the latest practicable date prior to the 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
“SFO”	:	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time

DEFINITIONS

“Share(s)”	:	collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company
“Shareholder(s)”	:	holder(s) of the Shares
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	:	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.

** For identification purpose only*

LETTER FROM THE BOARD



CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1075)

Executive Director:

Dr. Wang Xu, *Chief Executive*

Non-executive Directors:

Mr. Xu Zhe, *Chairman*

Ms. Zhang Kaihua

Ms. Li Zhi

Mr. Pan Jiaren

Mr. Shi Hongyin

Dr. 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

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

3 May 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND ELECTION OF
DIRECTORS AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed re-election and election of Directors and Supervisors and to seek your approval of the ordinary resolutions relating to these matters proposed at the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

2. RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS

The fourth session of the Board is composed of twelve Directors, including one executive Director, seven non-executive Directors and four independent non-executive Directors. The Supervisory Committee is composed of 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.

Certain non-executive Directors, independent non-executive Directors and Supervisors, namely Ms. Li Zhi (non-executive Director), Dr. Qi Qigong (non-executive Director), Dr. Wang Huacheng (independent non-executive Director) and Ms. Liu Jian (Supervisor), will retire at the AGM and will not seek for re-election due to other work arrangements. They have confirmed that they have no disagreement with the Board and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders of the Company. The remaining Directors and Supervisors of the fourth session of the Board and the Supervisory Committee of the Company have offered themselves for re-election.

The Board has nominated retiring Directors, namely Dr. Wang Xu, Mr. Xu Zhe, Ms. Zhang Kaihua, Mr. Pan Jiaren, Mr. Shi Hongyin, Ms. Lu Xiaobing, Mr. Chen Jing, Mr. Zeng Xianggao and Mr. Gong Zhiqiang as candidates for Directors of the fifth session of the Board. Also, as recommended by the Nomination Committee, the Board has nominated Mr. Lu Lei and Ms. Hu Sha as candidates for non-executive Director of the fifth session of the Board and has nominated Ms. Zhou Liye as candidate for independent non-executive Director of the fifth session of the Board.

The Supervisory Committee has nominated Mr. Xiao Jun, the retiring Supervisor representing the Shareholders as candidate for Supervisor representing the Shareholders of the fifth session of the Supervisory Committee. Also, the Supervisory Committee has proposed to appoint Mr. Di Guojun as a candidate for Supervisor representing the Shareholders of the fifth session of the Supervisory Committee

Resolutions are to be presented at the AGM to elect the fifth session of the Board, to authorize the Board to fix the remuneration of the Directors, to elect Supervisor representing the Shareholders of the fifth session of the Supervisory Committee and to authorize the Board to fix the remuneration of the Supervisors. Ms. Xu Xiangyan has been elected by the Company's employees as a Supervisor of the Company and is not required to stand for election at the AGM. The term of office of the fifth session of the Board and Supervisory Committee is three years and is recommended to commence on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2015.

LETTER FROM THE BOARD

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

The biographical details of each candidate for Directors and Supervisors are set out in the appendix of this circular.

3. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 17 to 20 in this circular for you to consider the resolutions regarding, among other things, the following matters:

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

The AGM of the Company is scheduled to be held at 10:00 a.m. on Tuesday, 19 June 2012 at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China. The reply slip and proxy form for use at the AGM are enclosed with this circular.

The Articles of Association requires 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 meeting. In the event that the written reply slips received from the Shareholders indicating that those intend to attend the general meeting represent holders of not more than one half of the total number of Shares with voting rights, the Company shall within 5 days inform all the Shareholders again of the proposed matters for consideration at the meeting and the date and venue of the meeting in the form of a public notice. The general meeting may be convened after such notification has been published.

LETTER FROM THE BOARD

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 2012.

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 (in the case of proxy form for holders of Domestic Shares) or 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 proxy form for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

4. VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, except when the chairman of the AGM, in the principle of 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, 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.

5. RECOMMENDATION

The Directors believe that the election of the Directors of the fifth session of the Board, to authorize the Board to fix the remuneration of the Directors, to authorize the Board to enter into a service contract or an appointment letter 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 fifth session of the Supervisory Committee, to authorize the Board to fix the remuneration of the Supervisors and to authorize the Board to enter into an appointment letter with each of the newly elected Supervisors 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
Mr. Xu Zhe
Chairman

* For identification purpose only

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

Executive Directors**1. Dr. Wang Xu (汪旭博士)**

Dr. Wang, aged 43, was appointed as executive Director in July 2001 and is currently the chief executive of the Company and a member of the strategic committee of the Company. He is mainly responsible for the overall business management, business strategy planning and implementation as well as execution of administration of the Company. Dr. Wang received his doctorate's degree in management from the department of technical economics at School of Economics and Management of Tsinghua University in 1988 and joined the Company in the same year. Dr. Wang holds concurrent certain directorships in subsidiaries and associates of the Group, and is also an independent director of Beijing TRS Information Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Save as disclosed above, Dr. Wang did not hold any position with the Company or other members of the Group nor did he hold any directorship in other listed public companies in the past three years.

Dr. Wang's office as executive Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. Dr. Wang will not receive Director's fee from the Company in respect of his office as Director.

As at the Latest Practicable Date, Dr. Wang has personal interest in share options to subscribe for 1,466,000 H Shares. Save for the aforesaid, he does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Dr. Wang is not connected with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Non-executive Directors**2. Mr. Xu Zhe (徐哲先生)**

Mr. Xu, aged 42, was appointed as a non-executive Director in May 2011 and is also the chairman of the Board, the strategic committee and the nomination committee of the Company. He is currently the vice-president of BSAM. He has substantial experience in business operation and corporate management. He 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 Corporation Limited. Mr. Xu also holds concurrent directorships in certain subsidiaries and associates of the Group. Save as disclosed above, Mr. Xu 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. Xu's office as Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. He 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. Xu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Apart from the employment with BSAM, Mr. Xu is not connected with any other 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. Ms. Zhang Kaihua (張愷華女士)

Ms. Zhang, aged 38, was appointed as non-executive Director in December 2011 and is also a member of the remuneration committee of the Company. She is currently the deputy general manager of the financial assets management division of BSAM. Prior to joining the Company, Ms. Zhang was a senior investment manager of Digital China Holdings Limited. Ms. Zhang obtained a master's degree in management science and engineering from Tsinghua University. Save as disclosed above, Ms. Zhang does 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. Zhang's office as Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. She will not receive Director's fee from the Company in respect of her office as Director, nor will she receive any other emolument.

As at the Latest Practicable Date, Ms. Zhang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Apart from the employment with BSAM, Ms. Zhang is not connected with any other 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.

4. Mr. Pan Jiaren (潘家任先生)

Mr. Pan, aged 72, was appointed as non-executive Director in July 2001 and is currently a director of Beijing Sino-Sky Radio TV & Communication Technology Co., Ltd. Mr. Pan graduated from the Faculty of Physics of Wuhan University in 1963 with a bachelor's degree. Mr. Pan has served successively as the vice-dean of the Institute of Design of the Ministry of Broadcasting and Television (MBT), the factory director of Shuang Qiao Equipment Manufacturing Plant of MBT and the head of Aerial Specialist Committee under the Science and Technology Committee of MBT prior to joining the Company. Save as disclosed above, Mr. Pan does 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. Pan's office as Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. He 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. Pan has personal interest in share options to subscribe for 1,466,000 H Shares. Save for the aforesaid, he does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Pan is not connected with any other 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. Shi Hongyin (石鴻印先生)

Mr. Shi, aged 45, was appointed as non-executive Director in December 2011 and is currently the head of the investment and financing division of 北京廣播電視台 (Beijing Radio and Television*), and a director of Beijing Gehua Cable TV Network Co., Ltd. (the promoter of the Company, a company listed on the Shanghai Stock Exchange). Prior to joining the Company, Mr. Shi was the head of research division of 北京北廣傳媒集團 (All Media and Culture Group*), and senior manager of professional development market research division of China Central Television and corporate reform division of China National Nuclear Corporation. Mr. Shi is a senior engineer and he holds a master's degree in economics from Dongbei University of Finance and Economics. Save as disclosed above, Mr. Shi does not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Shi's office as Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for

a period of three years. He 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. Shi does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Shi is not connected with any other 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. Ms. Lu Xiaobing (盧小冰女士)

Ms. Lu, aged 58, was appointed as non-executive Director in June 2007 and is currently a director of China Financial Computerization Corporation. Ms. Lu obtained a master's degree in business and administration at Tianjin University in 1999. Ms. Lu had worked in the Chaoyang District Agency of Beijing of Industrial and Commercial Bank of China and the Science Division of the People's Bank of China prior to joining the Company. Save as disclosed above, Ms. Lu does 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. Lu's office as Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. She will not receive Director's fee from the Company in respect of her office as Director, nor will she receive any other emolument.

As at the Latest Practicable Date, Ms. Lu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Ms. Lu is not connected with any other 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.

7. Mr. Lu Lei (盧磊先生)

Mr. Lu, aged 32, was nominated by the Board on 27 April 2012 as a candidate for Director to the fifth session of the Board. He is currently a project manager of the Operating Financial Assets Management Department of BSAM. Prior to joining the Company, Mr. Lu was the planning manager of Beida Jade Bird Huayu International Information Technology Training Centre and a project manager of Beijing Dayue Consulting Co., Ltd. Mr. Lu received a bachelor's degree in mathematics

and applied mathematics from Fudan University in 2003. Save as disclosed above, Mr. Lu does not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Lu 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. Lu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Lu is not connected with any other 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. Ms. Hu Sha (胡莎女士)

Ms. Hu, aged 55, was nominated by the Board on 27 April 2012 as a candidate for Director to the fifth session of the Board. She is currently the general manager of Beijing Telecommunication Investment Co., Ltd. Prior to joining the Company, Ms. Hu was general manager of the Financial Department of China Netcom, Beijing branch, head of the Beijing subdivision of the Audit Department of China Netcom Group, and general manager of the Planning Department of China Unicom, Beijing Branch. Ms. Hu graduated from the Renmin University of China in 2000, majoring in wealth management, and received a degree of executive master of business administration (EMBA) in 2005 from Xiamen University. Save as disclosed above, Ms. Hu does 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. Hu will not receive Director's fee from the Company in respect of her office as Director, nor will she receive any other emolument, if being appointed.

As at the Latest Practicable Date, Ms. Hu 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. Hu is not connected with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to her election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Independent Non-executive Directors**9. Mr. Chen Jing (陳靜先生)**

Mr. Chen, aged 68, was appointed as independent non-executive Director in October 2006 and is the chairman of the remuneration committee and a member of the audit committee, strategic committee and nomination committee of the Company. He is currently a member of the Advisory Committee for State Informatization, an expert of the expert advisory group for Beijing Municipal Government. Mr. Chen also serves as adjunct professor of South Western University of Finance and Economics, University of International Business and Economics and Xi'an Jiaotong University. He is currently an independent director of Eastcompeace Smart Card Co., Ltd (東信和平股份公司) (a company listed on the Shenzhen Stock Exchange) and Liaoning Julong Financial Equipment Corp. (遼寧聚龍金融設備股份有限公司) (a company listed on the Shenzhen Stock Exchange). Mr. Chen graduated from Tsinghua University in 1967, with a bachelor's degree in automatic control. He successively served as director of Science Division of the People's Bank of China, office director of National Banking Informationization Leading Group, and chief of Chengdu Computer Application Institute of Chinese Academy of Sciences prior to joining the Company. Save as disclosed above, Mr. Chen does 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. Chen's office as independent Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. He is entitled to a fixed emolument of RMB75,000 in total per year, including RMB50,000, RMB10,000, RMB5,000, RMB5,000 and RMB5,000 respectively for his offices as independent Director, the chairman of the remuneration committee and a member of the audit committee, strategic 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. Chen does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Chen is not connected with any other 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. Zeng Xianggao (曾祥高先生)

Mr. Zeng, aged 53, was appointed as non-executive Director in January 2011 and is also a member of the nomination committee of the Company. He is currently the proprietor of Kangyuan Zeng & Co. (certified public accountant firm). Mr. Zeng is a fellow member of The Association of

Chartered Certified Accountants, a member of Hong Kong Institute of Certified Public Accountants (practicing). Mr. Zeng was previously an accounting lecturer of Sun Yat-sen University, Guangzhou, and an audit and tax consultant in two international accounting firms. He has extensive experiences in accounting, taxation and auditing practice in Hong Kong as well as in the PRC. Mr. Zeng graduated from the Renmin University of China (Beijing) with a master's degree in economics, and also obtained training certificate of independent directorship from the Shanghai National Accounting Institute in 2004. He was an independent director of China State Shipbuilding Co., Limited (formerly known as Hudong Heavy Machinery Company Limited), a company listed on the Shanghai Stock Exchange, from May 2002 to July 2007. He was also an independent non-executive director of China Financial International Investments Limited, a company listed on the Stock Exchange (Stock Code: 721) from March 2007. Save as disclosed above, Mr. Zeng does 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. Zeng's office as independent Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. He is entitled to a fixed emolument of RMB55,000 in total per year, including RMB50,000 and RMB5,000 respectively for his offices as independent Director and a member of 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. Zeng does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Zeng is not connected with any other 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. Gong Zhiqiang (宮志強先生)

Mr. Gong, aged 40, was appointed as independent non-executive Director in June 2009 and is a member of the audit committee and the remuneration committee of the Company. He is currently a managing partner of Beijing S&P Law Firm. Mr. Gong graduated from Hebei University with a master's degree in law in 1995. Mr. Gong had worked in the Intermediate People's Court of Handan Municipality, Hebei Province and Beijing Hylands Law Firm prior to joining the Company. Save as disclosed above, Mr. Gong does 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 Director shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Board, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Board is for a period of three years. He is entitled to a fixed emolument of RMB60,000 per year in total, including RMB50,000, RMB5,000 and RMB5,000 respectively for his offices as independent Director and a member of the audit committee and remuneration committee of the Company. The emolument was determined by the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

As at the Latest Practicable Date, Mr. Gong does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than disclosed above, Mr. Gong is not connected with any other 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. Ms. Zhou Liye (周立業女士)

Ms. Zhou, aged 49, was nominated by the Board on 27 April 2012 as a candidate for independent non-executive Director to the fifth session of the Board. She is currently a deputy general manager of RSM China Certified Public Accountants, and holds concurrent positions as independent directors of Edifier Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange) and Guizhou Qianyuan Power Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Prior to joining the Company, Ms. Zhou was the director of the Materials Bureau of the Ministry of Energy, deputy chief accountant of China National Water Resources & Electric Power Materials & Equipment Co., Ltd., and the standing vice president of Zhonghengxin Certified Public Accountants. Ms. Zhou received a master's degree in financial management from Hunan College of Finance and Economics in 2000. Save as disclosed above, Ms. Zhou does not hold any position with the Company or other members of the Group nor did she hold any directorship in any other listed public companies in the past three years.

Ms. Zhou will be entitled to a fixed emolument from the Company in respect of her offices as independent Director, member of the Board's committees or chairman of the Board's committees, if being appointed. The emolument will be determined by the Board with reference to her experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

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

Other than disclosed above, there are no other matters relating to her election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Supervisors representing the Shareholders

13. Mr. Xiao Jun (肖軍先生)

Mr. Xiao, aged 35, was appointed as Supervisor in December 2011 and is currently an audit manager of the audit division of BSAM. Prior to joining the Company, Mr. Xiao served at 北京瑞明威稅務師事務所 (Beijing Ruimingwei Certified Tax Agent Company*), Shinewing Certified Public Accountants and Beijing Automotive Industry Holding Co., Ltd. Mr. Xiao obtained a bachelor's degree in computer accounting from Hubei University. Save as disclosed above, Mr. Xiao does 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. Xiao's office as Supervisor shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Supervisory Committee of the Company, and is subject to retirement by rotation or re-election in accordance with the Articles of Association, which specify that each session of the Supervisory Committee is for a period of three years. He will not receive any emolument from the Company in respect of his office as Supervisor.

As at the Latest Practicable Date, Mr. Xiao does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Xiao is not connected with any other 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. Di Guojun (邸國軍先生)

Mr. Di, aged 50, was nominated by the Supervisory Committee on 24 April 2012 as a candidate for Supervisor to the fifth session of the Supervisory Committee. He is currently the financial controller and general manager of the Operation Planning and Finance Department of BSAM. Prior to joining the Company, Mr. Di was the manager of the Financial Department of China Merchants International Travel Corporation, a subsidiary of China Merchants Group, manager of the Financial Department and assistant to general manager of China Merchants International Tourism Administration Corporation, and general manager of the Operation Finance and Audit Department of BSAM. Mr. Di graduated from Northwest University in 1986 where he received a bachelor's degree. Save as disclosed above, Mr. Di does not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Di will not receive any emolument from the Company in respect of his office as Supervisor, if being appointed.

As at the Latest Practicable Date, Mr. Di does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Di is not connected with any other 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

15. Ms. Xu Xiangyan (許向燕女士)

Ms. Xu, aged 39, was elected by the Company's staff as staff representative Supervisor in May 2008 and is currently the officer of the Board's office of the Company. Mr. Xu graduated from the School of Management of Tianjin University in 1998 with a master's degree majoring in Technology Economics and joined the Company in the same year. Ms. Xu has served as vice-General Manager of Capital Operation Center and Strategic Management Department, and General Manager of Investment Management Centre. Ms. Xu also holds concurrent directorships and supervisorships in certain subsidiaries and associates of the Group. Save as disclosed above, Ms. Xu does 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. Xu's office as Supervisor shall remain effective up to 18 June 2012, being the expiration date of the term of the fourth session of the Supervisory Committee of the Company, and is subject to retirement and re-election in accordance with the Articles of Association, which specify that each session of the Supervisory Committee is for a period of three years. She will not receive any emolument from the Company in respect of her office as Supervisor.

As at the Latest Practicable Date, Ms. Xu has personal interest in share options to subscribe for 459,000 H Shares. Other than disclosed above, she does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Xu is not connected with any other 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.

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 an annual general meeting (the “AGM”) of Capinfo Company Limited* (the “Company”) will be held at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China on Tuesday, 19 June 2012 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Directors’ and independent auditor’s reports for the year ended 31 December 2011;
2. To consider and approve the Supervisors’ report of the Company for the year 2011;
3. To consider and approve the independent Directors’ report of the Company for the year 2011;
4. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as auditors and to authorize the Board of the Company to fix their remuneration;
5. To declare the final dividend of HK1.48 cents (i.e. RMB1.20 cents) per share for the year ended 31 December 2011;
6. To consider and approve the election of the Directors of the Company, including
 - (1) To elect Dr. Wang Xu as executive Director of the fifth session of the Board of the Company;
 - (2) To elect Mr. Xu Zhe as non-executive Director of the fifth session of the Board of the Company;
 - (3) To elect Ms. Zhang Kaihua as non-executive Director of the fifth session of the Board of the Company;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (4) To elect Mr. Pan Jiaren as non-executive Director of the fifth session of the Board of the Company;
 - (5) To elect Mr. Shi Hongyin as non-executive Director of the fifth session of the Board of the Company;
 - (6) To elect Ms. Lu Xiaobing as non-executive Director of the fifth session of the Board of the Company;
 - (7) To elect Mr. Lu Lei as non-executive Director of the fifth session of the Board of the Company;
 - (8) To elect Ms. Hu Sha as non-executive Director of the fifth session of the Board of the Company;
 - (9) To elect Mr. Chen Jing as independent non-executive Director of the fifth session of the Board of the Company;
 - (10) To elect Mr. Zeng Xianggao as independent non-executive Director of the fifth session of the Board of the Company;
 - (11) To elect Mr. Gong Zhiqiang as independent non-executive Director of the fifth session of the Board of the Company;
 - (12) To elect Ms. Zhou Liye as independent non-executive Director of the fifth session of the Board of the Company;
7. To authorize the Board to fix the remuneration of the Directors;
 8. To authorize the Board to enter into service contract or appointment letter with each of the newly elected executive Directors, non-executive Directors and independent non-executive Directors respectively pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 9. To elect the Supervisors of the Company representing the Shareholders of the Company, including:
 - (1) to elect Mr. Xiao Jun as Supervisor of the fifth session of the Supervisory Committee of the Company;
 - (2) to elect Mr. Di Guojun as Supervisor of the fifth 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 appointment letter with each of the newly elected Supervisors representing the Shareholders of the Company and Supervisor representing the staff and workers of the Company respectively pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
12. To consider and approve any motion proposed by any Shareholders of the Company holding 3% or more of the Shares of the Company with voting rights at such meeting, if any.

By Order of the Board of Directors
Capinfo Company Limited*
Xu Zhe
Chairman

Beijing, the People's Republic of China, 3 May 2012

Notes:

1. The register of members of the Company will be closed from Saturday, 19 May 2012 to Tuesday, 19 June 2012 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, 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 17M 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, No. 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 2012.
2. Upon the approval by Shareholders at the AGM, the proposed final dividend shall be distributed to Shareholders whose names appear on the register of members of the Company on Tuesday, 3 July 2012 and the register of members of the Company will be closed from Monday, 25 June 2012 to Tuesday, 3 July 2012 (both dates inclusive), during which period no transfer of shares will be registered. In order to be qualified for the proposed final dividend, 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 17M 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, No. 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 2012.
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 form of proxy of the AGM is enclosed. In order to be valid, the form of proxy must be under the hand of the appointer 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 form of proxy should be delivered 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 office of the Company at 12th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the PRC (in the case of Domestic Shares) not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof.

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NOTICE OF ANNUAL GENERAL MEETING

6. Shareholders of the Company who intend to attend the AGM shall complete the reply slip for the AGM and return it to the Company's H Share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited (for holders of H Shares) or to the Company's office (for holders of Domestic Shares) at the same addresses as above, on or before Wednesday, 30 May 2012.
7. In accordance with the requirement of Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), 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, 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. Concerning resolutions 6 to 11 of this notice, the biographical details of the candidates proposed to be elected as Directors and Supervisors of the Company are set out in the Appendix to the circular in connection with the proposed re-election and election of Directors and Supervisors dispatched to the Shareholders of the Company on 3 May 2012.
9. As of the date of this notice, the executive Director of the Company is Dr. Wang Xu; the non-executive Directors of the Company are Mr. Xu Zhe, Ms. Zhang Kaihua, Ms. Li Zhi, Mr. Pan Jiaren, Mr. Shi Hongyin, Dr. Qi Qigong, Ms. Lu Xiaobing and the independent non-executive Directors of the Company are Mr. Chen Jing, Dr. Wang Huacheng, Mr. Zeng Xianggao and Mr. Gong Zhiqiang.