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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (“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 Friday, 20 June 2014 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 2013;
2. To consider and approve the Supervisors’ report of the Company for the year 2013;
3. To consider and approve the independent non-executive Directors' report of the Company for the year 2013;
4. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as auditor and to authorize the Board of the Company to fix their remuneration;
5. To declare the final dividend of RMB 1.30 cents (i.e. HK1.65 cents) per share for the year ended 31 December 2013;
6. To authorize the Board to fix the remuneration of the Directors;
7. To authorize the Board to fix the remuneration of the Supervisors;

8. 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, 29 April 2014

*Notes:*

1. The register of shareholders of the Company will be closed from Wednesday, 21 May 2014 to Friday, 20 June 2014 (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 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, 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 Tuesday, 20 May 2014.
2. Upon approval by shareholders at the AGM, the proposed final dividend shall be distributed to shareholders whose names appear on the register of shareholders of the Company on Wednesday, 2 July 2014 and the register of shareholders of the Company will be closed from Thursday, 26 June 2014 to Wednesday, 2 July 2014 (both dates inclusive), during which period no transfer of 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, 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 Wednesday, 25 June 2014.
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 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 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 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 share 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, 30 May 2014. 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.

*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, Mr. Lu Lei, Mr. Pan Jiaren, Mr. Shi Hongyin, Ms. Hu Sha and Mr. Wang Zhuo, and the independent non-executive directors of the Company are Mr. Chen Jing, Ms. Zhou Liye, Mr. Zeng Xianggao and Mr. Gong Zhiqiang.*

*\* For identification purpose only*