



# 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)

### PROXY FORM

#### Annual General Meeting (“Meeting”) – 19 June 2015

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders of \_\_\_\_\_ domestic/H share(s) (Note 2) of RMB0.10  
each in the capital of Capinfo Company Limited\* (the “Company”), HEREBY APPOINT the Chairman  
of the Meeting or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies to attend, act and vote for me/us and on my/our behalf at the Meeting of the  
Company to 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, 19 June 2015 at 10:00 a.m. and at any  
adjournment thereof for the purposes of considering and, if thought fit, to vote on my/our behalf and in my/  
our name(s) in respect of the resolutions set out in the notice of the Meeting as set out below:

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
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 2014		
2.	To consider and approve the supervisors' report of the Company for the year 2014		
3.	To consider and approve the independent non-executive directors' report of the Company for the year 2014		
4.	To consider and approve the re-appointment of Grant Thornton as auditor and to authorize the board of directors of the Company to fix their remuneration		
5.	To declare the final dividend of RMB1.06 cents (i.e. HK1.34 cents) per share for the year ended 31 December 2014		
6.	(1) To re-elect Dr. Wang Xu as executive director of the sixth session of the board of directors of the Company		
	(2) To re-elect Mr. Lu Lei as executive director of the sixth session of the board of directors of the Company		
	(3) To re-elect Mr. Wu Shengjiao as non-executive director of the sixth session of the board of directors of the Company		
	(4) To re-elect Mr. Shi Hongyin as non-executive director of the sixth session of the board of directors of the Company		
	(5) To elect Mr. Zhou Weihua as non-executive director of the sixth session of the board of directors of the Company		

\* For identification purpose only

<b>ORDINARY RESOLUTIONS</b> (Note 5)		<b>FOR</b> (Note 4)	<b>AGAINST</b> (Note 4)
(6)	To elect Mr. Shan Yuhu as non-executive director of the sixth session of the board of directors of the Company		
(7)	To elect Ms. An Lili as non-executive director of the sixth session of the board of directors of the Company		
(8)	To re-elect Ms. Zhou Liye as independent non-executive director of the sixth session of the board of directors of the Company		
(9)	To re-elect Mr. Gong Zhiqiang as independent non-executive director of the sixth session of the board of directors of the Company		
(10)	To elect Dr. Jiao Jie as independent non-executive director of the sixth session of the board of directors of the Company		
(11)	To elect Mr. Zhang Weixiong as independent non-executive director of the sixth session of the board of directors of the Company		
7.	To authorize the board of directors to fix the remuneration of the directors		
8.	To authorize the board of directors 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 of directors shall think fit and to do all such acts and things to give effect to such matters		
9.	(1) To re-elect Mr. Di Guojun as supervisor of the sixth session of the supervisory committee of the Company		
	(2) To re-elect Mr. Liang Xianjun as supervisor of the sixth session of the supervisory committee of the Company		
10.	To authorize the board of directors to fix the remuneration of the supervisors		
11.	To authorize the board of directors to enter into a service contract or an 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 of directors 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		
<b>SPECIAL RESOLUTION</b> (Note 5)		<b>FOR</b> (Note 4)	<b>AGAINST</b> (Note 4)
13.	To consider and, if thought fit, to grant an unconditional and general mandate to the board of directors to determine if the Company shall allot, issue and otherwise deal with additional H Shares after taking into account the market conditions and the needs of the Company with the limit of not exceeding 20% of the total number of issued H Shares of the Company on the date of passing this resolution at the general meeting and authorize the board of directors to consider, approve and execute on behalf of the Company agreements in relation to the issuance, execute legal documents in relation to the issuance which shall be submitted to the relevant regulatory authorities and to fulfill the relevant approval processes; 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).		

Date this \_\_\_\_\_ day of \_\_\_\_\_

Shareholder's signature (Note 6): \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” herein inserted and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK “✓” THE APPROPRIATE BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK “✓” THE APPROPRIATE BOX MARKED “AGAINST”.** Each share carries the right of one vote. On a poll taken at the Meeting, a shareholder (including his proxy/proxies) entitled to two or more votes need not cast all his votes in the same way. Failure to complete any or all the boxes will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. Ordinary resolutions shall be passed by an affirmative vote of more than half of the Company’s total voting shares being held by the shareholders present at the Meeting (including proxies). Special resolution shall be passed by an affirmative vote of more than two-thirds of the Company’s total voting shares being held by the shareholders present at the Meeting (including proxies).
6. This proxy form must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised. Only one of the joint holders needs to sign.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
8. To be valid, this proxy form, together with any power of attorney (if any) or other authority (if any) which it is signed or a notarially certified copy thereof, must 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 (for H shares) or the Company’s office at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China (for domestic shares) not less than 24 hours before the time scheduled for the Meeting or any adjournment thereof.
9. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.
10. The register of shareholders of the Company will be closed from Wednesday, 20 May 2015 to Friday, 19 June 2015 (both days inclusive), during which no transfer of the Company’s shares will be effected. The holders of shares whose names appear on the register of shareholders of the Company on Tuesday, 19 May 2015 at 4:30 p.m. will be entitled to attend and vote at the Meeting.
11. Voting for the ordinary resolutions and the special resolution set out in the notice will be taken by poll.

### **PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.