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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHAIRMAN OF AUDIT COMMITTEE  
AND  
MEMBER OF REMUNERATION AND APPRAISAL COMMITTEE**

The Board of the Company announces that:

1. Ms. Zhou Liye has resigned as independent non-executive director, chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company. The above resignation will take effect after the conclusion of the EGM; and
2. The Board proposes to present resolutions at the EGM to elect Mr. Yang Xiaohui as independent non-executive director of the Company with effect from the conclusion of the EGM to the expiration date of the term of the sixth session of the Board. Besides, the Board has resolved to appoint Mr. Yang Xiaohui as chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company with effect from his appointment as independent non-executive director to the expiration date of the term of the sixth session of the Board.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of Directors (the “**Board**”) of Capinfo Company Limited (the “**Company**”) announces that due to work arrangement, Ms. Zhou Liye has resigned as independent non-executive director, chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company. The above resignation will take effect after the conclusion of the extraordinary general meeting of the Company to be held on 15 November 2016 (the “**EGM**”). Ms. Zhou Liye confirmed that she has no disagreement with the Board and there is no other matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company.

\* *For identification purpose only*

The Board hereby wishes to express its gratitude to Ms. Zhou Liye for her valuation contributions to the Company during her term of office.

## **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

As recommended by the Nomination Committee of the Company, the Board nominates Mr. Yang Xiaohui (“**Mr. Yang**”) as candidate for election as independent non-executive director of the Company in replacement of Ms. Zhou Liye. Mr. Yang has given written notice to the Company indicating that he is willing to accept the nomination and election.

Therefore, the Board proposes to present resolutions at the EGM to elect Mr. Yang as independent non-executive director of the Company. The term of office of Mr. Yang shall commence from the conclusion of the EGM to the expiration date of the term of the sixth session of the Board. Besides, the Board has resolved to appoint Mr. Yang as chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company with effect from the date of his appointment as independent non-executive director to the expiration date of the term of the sixth session of the Board.

The biographical details of Mr. Yang are set out below:

Mr. Yang, aged 48, certified public accountant, certified tax agent, certified public valuer (non-practicing member) and senior accountant in China. He is currently a senior partner of Ruihua Certified Public Accountants, and holds concurrent position as independent non-executive director of Beijing Jingcheng Machinery Electric Company Limited, a company listed on the Shanghai Stock Exchange and Hong Kong Stock Exchange. He was a teacher of North China University of Technology, department manager, deputy general manager of Zhonghengxin Certified Public Accountants and China Rightson Certified Public Accountants, partner of RSM China Certified Public Accountants. He has extensive experience in auditing and financial management. Mr. Yang received a bachelor’s degree in accounting from University of North China University of Technology in 1991. Save as disclosed above, Mr. Yang did not hold any position with the Company or other members of the Company’s group nor did he hold any directorship in any other listed public companies in the past three years.

Under an authorisation to be given by the shareholders at the EGM, the Company will enter into a service contract with Mr. Yang. Mr. Yang’s office as director shall remain effective up to the expiration date of the term of the sixth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association of the Company. Mr. Yang will receive a fixed emolument in respect of his offices as independent non-executive director and chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company, if being appointed. The emolument will be determined by the Board with reference to his experience, qualification, duties and responsibilities in the Company, expected time commitment to the Company’s affairs and the prevailing market standards.

As at the date hereof, Mr. Yang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Yang is not connected with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of the Company would like to take this opportunity to welcome Mr. Yang for joining the Board.

A circular containing the details of the proposed election of independent non-executive director of the Company and the notice of the EGM will be dispatched to the shareholders in due course.

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

Beijing, the People's Republic of China, 29 September 2016

*As of the date of this announcement, 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, Mr. Cheung, Wai Hung Boswell and Mr. Li He.*