
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 a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Capinfo Company Limited* (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CAPINFO
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司
(a joint stock limited company incorporated in the PRC with limited liability)
(Stock Code: 1075)

PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR

A letter from the board is set out on pages 2 to 5 of this circular.

A notice convening the extraordinary general meeting (the "EGM") to be held at 10:00 a.m. on Wednesday, 7 December 2011 at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the PRC is set out on pages 6 to 7 of this circular. A reply slip and a proxy form for the EGM is also enclosed with this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions set out therein 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

CONTENT

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EGM	6

DEFINITIONS

In this circular, unless the context otherwise requires, the terms below shall have the following meanings when used herein:

“Articles of Association”	:	the articles of association of the Company
“Board”	:	the board of Directors
“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 incorporated in the PRC with limited liability and the 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 director(s) of the Company
“EGM”	:	the extraordinary general meeting to be convened and held for the purposes of considering and, if thought fit, approving the proposed appointment of Ms. Zhang and Mr. Shi as non-executive Directors and the proposed appointment of Mr. Xiao as a Supervisor
“Group”	:	the Company and its subsidiaries
“H Share(s)”	:	overseas listed foreign share(s) of RMB0.1 each in the share capital of the Company
“Listing Rules”	:	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	:	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Shareholder(s)”	:	holder(s) of the share(s) of the Company
“Supervisor(s)”	:	the supervisor(s) of the Company
“Supervisory Committee”	:	the Supervisory Committee of the Company

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



CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

(a joint stock limited company incorporated in the PRC with limited liability)

(Stock Code: 1075)

Executive Director:

Dr. Wang Xu, *Chief Executive*

Non-executive Directors:

Mr. Xu Zhe, *Chairman*

Ms. Sun Jing

Ms. Li Zhi

Mr. Pan Jiaren

Mr. Cao Jun

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

Beijing 100036

The People's Republic of China

Principal place of business

in Hong Kong:

8th Floor, Kailey Tower

16 Stanley Street

Central

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

21 October 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR

INTRODUCTION

Reference is made to the announcement published by the Company on 19 October 2011, in relation to, among other things, the proposed appointment of Ms. Zhang Kaihua ("Ms. Zhang") and Mr. Shi Hongyin ("Mr. Shi") as non-executive Directors and the proposed appointment of Mr. Xiao Jun ("Mr. Xiao") as a Supervisor.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with, among other things, details regarding the proposed appointment of Ms. Zhang and Mr. Shi as non-executive Directors and the proposed appointment of Mr. Xiao as a Supervisor and a notice convening the EGM.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND SUPERVISOR

Ms. Zhang and Mr. Shi have been nominated by the Board as non-executive Directors and will be appointed to the fourth session of the Board from the date of the EGM subject to the approval of the Shareholders. Ms. Zhang and Mr. Shi shall hold office until the expiration date of the term of the fourth session of the Board and their directorships will be subject to resignation by rotation or re-election in accordance with the Articles of Association. Ms. Zhang and Mr. Shi will not be entitled to any emolument.

Mr. Xiao has been nominated by the Supervisory Committee as a Supervisor and will be appointed to the fourth session of the Supervisory Committee from the date of the EGM subject to the approval by the Shareholders at the EGM. Mr. Xiao shall hold office until the expiration date of the term of the fourth session of the Supervisory Committee and will be subject to resignation by rotation or re-election in accordance with the Articles of Association. Mr. Xiao will not be entitled to any emolument.

Ms. Zhang, aged 37, is currently the deputy general manager of the financial assets management division of BSAM. Prior to joining the Company, Ms. Zhang was a project manager of Datang Telecom Technology Co., Ltd and a senior investment manager of Digital China Holdings Limited. Ms. Zhang obtained a master's degree in management science and engineering from Tsinghua University.

Mr. Shi, aged 44, is currently the deputy director of the operation management division of 北京廣播電視臺 (Beijing Radio and Television*), and the director of Beijing Gehua Cable TV Network Co., Ltd. (the promoter of the company). 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.

Mr. Xiao, aged 34, 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 and as far as the Directors are aware, Ms. Zhang, Mr. Shi and Mr. Xiao do not hold any other position in the Company or any of its subsidiaries nor did they hold any directorship in any other listed public company in the last three years. Apart from the employment of Ms. Zhang and Mr. Xiao with BSAM, Ms. Zhang, Mr. Shi and Mr. Xiao do not have any relationship with any other directors, senior management, or substantial shareholders of the Company. As at the date of this circular, Ms. Zhang, Mr.

LETTER FROM THE BOARD

Shi and Mr. Xiao do not have, and are not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Save as disclosed above and as far as the Directors are aware, there is no other information which is discloseable pursuant to Rule 13.51(2)(h) to (x) of the Listing Rules nor are there any other matters in relation to the proposed appointment of Ms. Zhang, Mr. Shi and Mr. Xiao that need to be brought to the attention of the Shareholders.

THE EGM

The Company will convene an EGM for the purposes of considering and, if thought fit, approving the proposed appointment of Ms. Zhang and Mr. Shi as non-executive Directors and the proposed appointment of Mr. Xiao as a Supervisor. All votes of the Shareholders at the EGM must be taken by poll in accordance with the Articles of Association.

A notice convening the EGM at 10:00 a.m. on Wednesday, 7 December 2011 at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the PRC is set out on pages 6 to 7 of this circular. A reply slip and a proxy form for the EGM is enclosed herewith. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions set out therein 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 as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of shareholders of the Company will be closed from Monday, 7 November 2011 to Wednesday, 7 December 2011 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, 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 Shops 1712 -1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 4 November 2011.

RECOMMENDATION

The Directors consider that the proposed appointment of Ms. Zhang, Mr. Shi and Mr. Xiao is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM in respect thereof.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

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*

NOTICE OF EGM



CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

(a joint stock limited company incorporated in the PRC with limited liability)

(Stock Code: 1075)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 (the “PRC”) on Wednesday, 7 December 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

- (1) To consider and approve the appointment of Ms. Zhang Kaihua as a non-executive director of the Company.
- (2) To consider and approve the appointment of Mr. Shi Hongyin, as a non-executive director of the Company.
- (3) To consider and approve the appointment of Mr. Xiao Jun as a supervisor of the Company.

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

Beijing, the PRC, 21 October 2011

Notes:

1. The register of shareholders of the Company will be closed from Monday, 7 November 2011 to Wednesday, 7 December 2011 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, 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 Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 4 November 2011.
2. Any shareholder entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall 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 not less than 24 hours before the time for holding the EGM or any adjournment thereof.
4. Shareholders and their proxies should produce identity proof when attending the EGM.

* For identification purpose only

NOTICE OF EGM

5. Shareholders who intend to attend the EGM shall complete and return the reply slip for attending the meeting by hand or by post (for holders of H shares of the Company) 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 or (for holders of domestic shares of the Company) to the Company's registered office at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC on or before Wednesday, 16 November 2011.
6. The EGM is not expected to last for more than half a day. Shareholders and their proxies shall be responsible for their own traveling and accommodation expenses.