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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 People's Republic of China with limited liability)

(Stock Code: 1075)

# PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS

The Board of the Company announces that the current terms of office of executive Director namely, Dr. Wang Xu; non-executive Directors namely, Mr. Xu Zhe, Ms. Zhang Kaihua, Ms. Li Zhi, Mr. Pan Jiaren, Mr. Shi Hongyin, Dr. Qi Qigong and Ms. Lu Xiaobing; independent non-executive Directors namely, Mr. Chen Jing, Dr. Wang Huacheng, Mr. Zeng Xianggao and Mr. Gong Zhiqiang; and Supervisors representing the Shareholders namely, Ms. Liu Jian and Mr. Xiao Jun will expire at the Annual General Meeting. Ms. Li Zhi, Dr. Qi Qigong, Dr. Wang Huacheng and Ms. Liu Jian will retire, and other Directors and Supervisors will offer themselves for re-election. Ms. Xu Xiangyan has been elected by the Company's employees as a Supervisor of the Company and is not required to be elected at the Annual General Meeting.

The Board of Directors (the "Board") of Capinfo Company Limited (the "Company", together with its subsidiaries, the "Group") announces that in accordance with the articles of association of the Company (the "Articles of Association"), the Company will elect and appoint directors (the "Director(s)") and supervisors (the "Supervisor(s)") to constitute the fifth session of the Board and the Supervisory Committee of the Company respectively at the annual general meeting to be held on 19 June 2012 ("Annual General Meeting"). The fifth session of the Board and the Supervisory Committee of the Company will be for a period of three years from the conclusion of the Annual General Meeting. 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 Annual General Meeting 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.

<sup>\*</sup> For identification purposes only

As recommended by the Nomination Committee of the Board of the Company, the Board nominates Mr. Lu Lei and Ms. Hu Sha as candidates for the non-executive Director of the fifth session of the Board and nominates Ms. Zhou Liye as candidate for the independent non-executive Director of the fifth session of the Board, and the Supervisory Committee proposes to appoint Mr. Di Guojun as a candidate for Supervisor representing the Shareholders of the fifth session of the Supervisory Committee.

The Board believes that the changes in Directors and Supervisors will not have any significant adverse impact in the daily operation and business of the Company.

The proposed re-election and appointment of Directors and Supervisors are subject to the approval by the Shareholders at the Annual General Meeting. Ordinary resolutions for the re-election and the appointment of Directors and Supervisors will be proposed at the Annual General Meeting.

### DIRECTORS AND SUPERVISORS OFFERED FOR RE-ELECTION AND PERSONS PROPOSED FOR ELECTION AS DIRECTORS AND SUPERVISORS

The Directors offered for re-election at the Annual General Meeting are:

#### **Executive Director**

Dr. Wang Xu

#### **Non-executive Directors**

- Mr. Xu Zhe
- Ms. Zhang Kaihua
- Mr. Pan Jiaren
- Mr. Shi Hongyin
- Ms. Lu Xiaobing

#### **Independent non-executive Directors**

- Mr. Chen Jing
- Mr. Zeng Xianggao
- Mr. Gong Zhiqiang

Persons proposed for election as Directors at the Annual General Meeting are:

#### **Non-executive Directors**

- Mr. Lu Lei
- Ms. Hu Sha

#### **Independent non-executive Directors**

Ms. Zhou Liye

The Supervisor offered for re-election at the Annual General Meeting is:

Mr. Xiao Jun

The person proposed for election as Supervisor at the Annual General Meeting is:

Mr. Di Guojun

Ms. Xu Xiangyan has been elected by the Company's employees as a Supervisor of the Company and is therefore not subject to the election at the Annual General Meeting.

## BRIEF PROFILE OF PERSONS PROPOSED FOR APPOINTMENT OR RE-ELECTION AS DIRECTORS AND SUPERVISORS

#### A. PERSON SUBJECT TO RE-ELECTION

#### **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 directorships in certain 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 any 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 date hereof, 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 Securities and Futures Ordinance ("SFO"). Other than disclosed above, Dr. Wang is not connected with any 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

#### 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 Beijing State-owned Assets Management Co., Ltd. ("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 date hereof, 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 date hereof, 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 the 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 date hereof, Mr. Pan has personal interest in share options to subscribe for 1,466,000 H Shares. Save for the aforesaid, Mr. Pan 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 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 the 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 date hereof, 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 the 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 date hereof, 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 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.

#### Independent non-executive Directors

#### 7. 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 date hereof, 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 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.

#### 8. 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 at 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 date hereof, 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 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.

#### 9. 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 Heibei 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 date hereof, 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.

#### Supervisors representing the Shareholders

#### 10. 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 北京瑞明威税務師事務所 (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 date hereof, Mr. Xiao does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than employment by BSAM, 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 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.

Supervisor representing the staff and workers of the Company (for shareholders' reference only)

#### 11. 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 date hereof, 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 the 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.

#### **B.** PERSONS TO BE APPOINTED

#### 12. Mr. Lu Lei (盧磊)

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.

Dr. 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 date hereof, Mr. Lu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than employment by BSAM, 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 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.

#### 13. Ms. Hu Sha (胡莎)

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 date hereof, 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 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.

#### 14. Mr. Di Guojun (邸國軍)

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 general 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 date hereof, Mr. Di does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Other than employment by BSAM, Mr. Di is not connected with any 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.

#### 15. Ms. Zhou Liye (周立業)

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. Mr. 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 date hereof, 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 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.

By Order of the Board of
CAPINFO COMPANY LIMITED\*

Mr. Xu Zhe

Chairman

Beijing, the People's Republic of China, 27 April 2012

As of the date hereof, 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.