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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your 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***, you should at once hand this circular and the accompanying supplementary form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or registered institution in securities 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 People's Republic of China with limited liability)
(Stock Code: 1075)

**PROPOSED APPOINTMENT OF DIRECTOR AND SUPERVISOR
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

The Supplementary Notice of the Annual General Meeting is set out on pages 6 to 7 of this circular. The Annual General Meeting will be held as scheduled at 10:00 a.m. on Friday, 20 June 2014 at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China.

This circular and the accompanying supplementary form of proxy applicable to the Annual General Meeting have been posted on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.capinfo.com.cn).

6 June 2014

* For identification purposes only

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DEFINITIONS

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

“AGM”	:	the annual general meeting of the Company to be convened on Friday, 20 June 2014, at 10:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China
“Notice of AGM”	:	the notice of convening the AGM dated 29 April 2014
“Articles of Association”	:	the Articles of Association of the Company as amended from time to time
“Board”	:	the board of Directors of the Company
“BSAM”	:	北京市國有資產經營有限責任公司 (Beijing State-owned Assets Management Co., Ltd.*), a company incorporated in the PRC with limited liability, a 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
“Directors”	:	the directors of the Company
“Domestic Shares”	:	the domestic shares with a par value of RMB0.10 each in the share capital of the Company
“Expiration Date of the Term of the Fifth Session of the Board”	:	the conclusion of the 2015 annual general meeting of the Company
“Expiration Date of the Term of the Fifth Session of the Board of Supervisors”	:	the conclusion of the 2015 annual general meeting of the Company
“Group”	:	the Company and its subsidiaries
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“H Shares”	:	overseas listed foreign shares with a par value of RMB0.10 each in the share capital of the Company

DEFINITIONS

“Latest Practicable Date”	:	31 May 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	:	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	:	the People’s Republic of China
“SFO”	:	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified otherwise from time to time
“Shares”	:	collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company
“Shareholder(s)”	:	holder(s) of the Shares
“Stock Exchange”	:	the Stock Exchange of Hong Kong Limited
“Supervisor(s)”	:	members of the Board of Supervisors
“Board of Supervisors”	:	the Board of Supervisors of the Company
“Supplementary Notice of AGM”	:	the Supplementary Notice of the Annual General Meeting dated 6 June 2014 as set out on pages 6 to 7 of this circular.
“RMB”	:	Renminbi, the lawful currency of the PRC
“%”	:	per cent

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.

LETTER FROM THE BOARD

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)

Executive Director:

Dr. Wang Xu, *Chairman*

Non-executive Directors:

Mr. Lu Lei

Mr. Pan Jiaren

Mr. Shi Hongyin

Ms. Hu Sha

Mr. Wang Zhuo

Independent non-executive Directors:

Mr. Chen Jing

Ms. Zhou Liye

Mr. Zeng Xianggao

Mr. Gong Zhiqiang

Registered office:

No. 11 Xi San Huan Zhong Road

Haidian District

Beijing 100036

The PRC

Principal place of business

in Hong Kong:

Unit B, 1st Floor

Neich Tower

128 Gloucester Road

Wanchai

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

To the Shareholders:

**PROPOSED APPOINTMENT OF DIRECTOR AND SUPERVISOR
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Please refer to the Notice of AGM which sets out the date, time and place of the AGM, the resolutions to be presented at the AGM for Shareholders' approval and the announcement published on 5 June 2014 regarding, among other things, the change of Directors and Supervisor.

* *For identification purposes only*

LETTER FROM THE BOARD

On 5 June 2014, the Company announced that due to change of work allocation, Ms. Zhang Kaihua has tendered her resignation as a non-executive Director of the Company, with effect from 5 June 2014. Moreover, Mr. Xiao Jun has tendered his resignation as a Supervisor of the Company due to change of work allocation. Such resignation will take effect when a new Supervisor is elected at the AGM. Ms. Zhang Kaihua has confirmed that she had no disagreement with the Board, and Mr. Xiao Jun has confirmed that he had no disagreement with the Board and the Board of Supervisors. There is no other matter with respect to their resignations which needs to be brought to the attention of the Shareholders.

Moreover, BSAM, the Company's controlling Shareholder (which holds approximately 63.3% of the entire issued share capital of the Company), has given written notice to the Company, nominating Mr. Wu Shengjiao and Mr. Liang Xianjun as candidates for Director and for Supervisor respectively to stand for election of Director and Supervisor of the fifth session of the Board and the Board of Supervisors of the Company, while Mr. Wu Shengjiao and Mr. Liang Xianjun have given written notice to the Company, indicating that they are willing to accept the nomination and election of non-executive Director and Supervisor.

As such, the Board proposes to present separate resolutions at the AGM to elect Mr. Wu Shengjiao and Mr. Liang Xianjun as a non-executive Director and a Supervisor representing the Shareholders of the Company respectively. Subject to approval by Shareholders at the AGM, their term of office shall commence from the conclusion of the AGM to the Expiration Date of the Term of the Fifth Session of the Board and the Expiration Date of the Term of the Fifth Session of the Board of Supervisors.

This circular aims to issue a supplementary notice of AGM to you, and provide you with details about the resolutions to be presented for consideration at the AGM.

2. PROPOSED APPOINTMENT OF DIRECTOR AND SUPERVISOR

The following resolutions will be presented at the AGM:

- (1) To elect Mr. Wu Shengjiao as a non-executive Director, with effect from the conclusion of the AGM to the Expiration Date of the Fifth Session of the Board, and to authorize the Board to fix his Director's remuneration and to enter into a service contract with him; and
- (2) To elect Mr. Liang Xianjun as a Supervisor representing the Shareholders, with effect from the conclusion of the AGM to the Expiration Date of the Fifth Session of the Board of Supervisors, and to authorize the Board to fix his Supervisor's remuneration and to enter into a service contract with him.

The biographical details of Mr. Wu Shengjiao and Mr. Liang Xianjun are set out below:

1. Mr. Wu Shengjiao, aged 36, is currently the deputy general manager of the technology and modern manufacturing industry investment division of Beijing State-owned Assets Management Co., Ltd. Mr. Wu previously worked at PricewaterhouseCoopers. Mr. Wu graduated from Renmin University of China with a bachelor's degree in social science in 2000 and obtained a master's degree in finance from the School of Finance of Renmin University of China in 2003.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Wu does not hold any position with the Company or other members of the group of the Company nor did he hold any directorship in any other listed public companies in the past three years.

Under an authorization to be given by the Shareholders at the AGM, the Company will enter into a service contract with Mr. Wu. Mr. Wu's office as Director shall remain effective up to the Expiration Date of the Term of the Fifth Session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association of the Company. Mr. Wu 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 Latest Practicable Date, Mr. Wu 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. Save as disclosed above, Mr. Wu 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 Listing Rules.

2. Mr. Liang Xianjun, aged 37, is currently the general manager of the audit division of Beijing State-owned Assets Management Co., Ltd. Mr. Liang previously served as the business manager of the finance and audit division of Beijing State-owned Assets Management Co., Ltd. from 2007 to 2008 and as the manager of the finance department, financial controller and deputy general manager of Beijing Artists Management Corp., Ltd. from 2008 to 2013. Beijing Artists Management Corp., Ltd. is an indirect subsidiary of Beijing State-owned Assets Management Co., Ltd. Mr. Liang graduated from the Accounting Department of Beijing Jiaotong University in 2006.

Save as disclosed above, Mr. Liang does not hold any position with the Company or other members of the group of the Company nor did he hold any directorship in any other listed public companies in the past three years.

Under an authorization to be given by the Shareholders at the AGM, the Company will enter into a service contract with Mr. Liang. Mr. Liang's office as Supervisor shall remain effective up to the Expiration Date of the Term of the Fifth Session of the Board of Supervisors, and is subject to retirement or re-election in accordance with the Articles of Association of the Company. Mr. Liang will not receive any emolument from the Company in respect of his office as Supervisor, if being appointed.

As at the Latest Practicable Date, Mr. Liang 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. Save as disclosed above, Mr. Liang 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 Listing Rules.

LETTER FROM THE BOARD

3. AGM

Two of the above resolutions to be presented are set out as Resolutions 8 to 9 in the Supplementary Notice of AGM, while original Resolution 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) in the Notice of AGM shall be revised as Resolution 10.

Since the form of proxy (the “Original Form of Proxy”) issued with the 2013 Annual Report does not contain the new resolutions in the Supplementary Notice of AGM, a form of proxy (the “Supplementary Form of Proxy”) will be issued with this circular.

If any Shareholder has not yet submitted the Original Form of Proxy according to the instructions in the Notice of AGM and wishes to appoint a proxy to attend the AGM on his behalf, he is required to submit the Supplementary Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

To be valid, this Supplementary Form of Proxy, 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.

For any Shareholder who has submitted the Original Form of Proxy according to the instructions in the Notice of AGM, please note that:

- (i) if the Shareholder has not submitted the Supplementary Form of Proxy, the Original Form of Proxy (if properly completed) shall be deemed as a valid form of proxy submitted by the Shareholder. The proxy appointed according to the Original Form of Proxy shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) at the AGM on the resolutions proposed in the Notice of AGM, and to vote at his discretion on the new resolutions set out in the Supplementary Notice of AGM;
- (ii) if the Shareholder has submitted the Supplementary Form of Proxy prior to the deadline set out in the Notice of AGM, then the Supplementary Form of Proxy (if properly completed) shall be deemed as a valid form of proxy submitted by the Shareholder. The Original Form of Proxy shall be deemed revoked. The proxy appointed pursuant to the Supplementary Form of Proxy shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) on any resolution (including the new resolutions set out in the Supplementary Notice of AGM) proposed in an appropriate manner at the AGM; and

LETTER FROM THE BOARD

- (iii) if the Shareholder submitted the Supplementary Form of Proxy after the designated time, or the Supplementary Form of Proxy submitted is improperly completed, the Supplementary Form of Proxy will be invalid. The Original Form of Proxy, if properly completed, will be treated as a valid form of proxy submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Supplementary Form of Proxy was submitted.

Completion and delivery of the Original Form of Proxy and/or the Supplementary Form of Proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.

Please refer to the Notice of AGM for details about other resolutions to be submitted for consideration and approval at the AGM, eligibility of Shareholders to attend the AGM, appointment of proxies, registration procedures, closure of register of members and other matters.

By Order of the Board of
CAPINFO COMPANY LIMITED*

Wang Xu
Executive Director

6 June 2014

* *For identification purposes only*

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Please refer to the notice (the "Notice") of the Annual General Meeting (the "AGM") dated 29 April 2014 of Capinfo Company Limited (the "Company") which sets out the date, time and place of the AGM as well as the resolutions to be presented at the AGM for Shareholders' consideration and approval.

A SUPPLEMENTARY NOTICE IS HEREBY GIVEN THAT the AGM will be held as scheduled at 10:00 a.m. on Friday, 20 June 2014 at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China, at which, in addition to the resolutions contained in the Notice, the following resolutions submitted to the Company by Beijing State-owned Assets Management Co., Ltd. (which holds approximately 63.3% of the entire issued share capital of the Company), the controlling Shareholder of the Company, according to the law and in compliance with the Articles of Association of the Company, will also be considered and approved at discretion:

1. To elect Mr. Wu Shengjiao as a non-executive Director of the Company, with effect from the conclusion of this meeting to the conclusion of the 2015 annual general meeting of the Company, and to authorize the Board of the Company to fix his Director's remuneration and to enter into a service contract with him;
2. To elect Mr. Liang Xianjun as a Supervisor of the Company, with effect from the conclusion of this meeting to the conclusion of the 2015 annual general meeting of the Company, and to authorize the Board of the Company to fix his Supervisor's remuneration and to enter into a service contract with him.

By Order of the Board of
CAPINFO COMPANY LIMITED*
Wang Xu
Executive Director

Beijing, the People's Republic of China, 6 June 2014

Notes:

1. Details about the above resolutions are contained in the circular (the "Circular") of the Company dated 6 June 2014. Unless the context requires otherwise, the terms used in this Supplementary Notice of AGM shall have the meanings same as those used in the Circular.

* For identification purposes only

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

2. Please be noted that original Resolution 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) in the Notice shall now be revised as Resolution 10.
3. Since the form of proxy (the “Original Form of Proxy”) issued with the 2013 Annual Report does not contain the new resolutions in the Supplementary Notice of AGM, a new form of proxy (the “Supplementary Form of Proxy”) will be issued with this Circular.
4. If any Shareholder has not yet submitted the Original Form of Proxy according to the instructions in the Notice of AGM and wishes to appoint a proxy to attend the AGM on his behalf, he is required to submit the Supplementary Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
5. To be valid, this Supplementary Form of Proxy, 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.
6. For any Shareholder who has submitted the Original Form of Proxy according to the instructions set out in the Notice of AGM, please note that:
 - (i) if the Shareholder has not submitted the Supplementary Form of Proxy, the Original Form of Proxy (if properly completed) shall be deemed as a valid form of proxy submitted by the Shareholder. The proxy appointed according to the Original Form of Proxy shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) at the AGM on the resolutions proposed in the Notice of AGM, and to vote at his discretion on the new resolutions set out in the Supplementary Notice of AGM;
 - (ii) if the Shareholder has submitted the Supplementary Form of Proxy prior to the deadline set out in the Notice of AGM, then the Supplementary Form of Proxy (if properly completed) shall be deemed as a valid form of proxy submitted by the Shareholder. The Original Form of Proxy shall be deemed revoked. The proxy appointed pursuant to the Supplementary Form of Proxy shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) on any resolution (including the new resolutions set out in the Supplementary Notice of AGM) proposed in an appropriate manner at the AGM; and
 - (iii) if the Shareholder submitted the Supplementary Form of Proxy after the designated time, or the Supplementary Form of Proxy submitted is improperly completed, the Supplementary Form of Proxy will be invalid. The Original Form of Proxy, if properly completed, will be treated as a valid form of proxy submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Supplementary Form of Proxy was submitted.
7. Completion and delivery of the Original Form of Proxy and/or the Supplementary Form of Proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.
8. Please refer to the Notice of AGM for details about other resolutions to be submitted for consideration and approval at the AGM, eligibility of Shareholders to attend the AGM, appointment of proxies, registration procedures, closure of register of members and other matters.
9. As of the date of this supplementary notice, the executive Director of the Company is Dr. Wang Xu; the non-executive Directors of the Company are 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.