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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental 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 supplemental circular and the accompanying supplemental proxy form 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 ELECTION OF NON-EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A Supplemental Notice of the Extraordinary General Meeting is set out on pages 7 to 8 of this supplemental circular. The Extraordinary General Meeting will be held as scheduled at 10:00 a.m. on Tuesday, 12 January 2016 at Conference Room, 15th Floor, Quantum Silver Plaza, No. 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China.

This supplemental circular and the accompanying supplemental proxy form applicable to the Extraordinary General Meeting have been posted on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.capinfo.com.cn](http://www.capinfo.com.cn)).

28 December 2015

\* For identification purpose only

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## DEFINITIONS

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*In this supplemental 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 as amended from time to time
“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 Co., Ltd.), a company incorporated in the PRC with limited liability, a controlling Shareholder
“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 the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of RMB0.10 each in the share capital of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 12 January 2016, at 10:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company
“Latest Practicable Date”	24 December 2015, being the latest practicable date prior to printing of this supplemental circular for the purpose of ascertaining certain information for inclusion in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	notice of convening the EGM as set out in the circular dated 27 November 2015
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice of EGM”	the supplemental notice of the EGM dated 28 December 2015 as set out on pages 7 and 8 of this supplemental circular
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

*In this supplemental 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.*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Dr. Wang Xu, *Chairman and CEO*  
Mr. Lu Lei, *Secretary of the Board*

*Non-executive Directors:*

Mr. Wu Shengjiao  
Mr. Shi Hongyin  
Mr. Zhou Weihua  
Mr. Shan Yuhu  
Ms. An Lili

*Independent Non-executive Directors:*

Ms. Zhou Liye  
Mr. Gong Zhiqiang  
Dr. Jiao Jie  
Mr. Cheung, Wai Hung Boswell

*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

28 December 2015

*To the Shareholders:*

Dear Sir or Madam,

### PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR AND SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

#### 1. INTRODUCTION

Please refer to the Notice of EGM which sets out the date, time and place of the EGM, the resolutions to be presented at the EGM for Shareholders' approval and the supplemental announcement published on 28 December 2015 regarding, among other things, the proposed election of Dr. Feng Hao Cheng as non-executive Director.

\* For identification purpose only

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## LETTER FROM THE BOARD

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On 28 December 2015, the Board announced that it has received notification from Mr. Yan Shi, one of the candidates for the non-executive Directors, that due to change of work allocation, Mr. Yan Shi will not stand for election as non-executive Director at the EGM. Mr. Yan Shi has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders.

BSAM has given written notice to the Company that it nominated Dr. Feng Hao Cheng as a candidate for the non-executive Director of the sixth session of the Board in replacement of Mr. Yan Shi. Dr. Feng Hao Cheng has given a written reply to the Company indicating his willingness to accept the nomination and stand for election.

The Board therefore proposed to present a separate resolution at the EGM to elect Mr. Feng Hao Cheng as non-executive Director at the EGM. Subject to approval by the Shareholders at the EGM, the term of office of Dr. Feng Hao Cheng will commence from the conclusion of the EGM to the expiration date of the term of the sixth session of the Board.

This supplemental circular aims to issue a Supplemental Notice of EGM to you, and provide you with details about the resolution to be presented for consideration at the EGM.

### **2. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**

An ordinary resolution will be presented at the EGM to elect Dr. Feng Hao Cheng as non-executive Director with effect from the conclusion of the EGM to the expiration date of the term of the sixth session of the Board.

The biographical details of Dr. Feng Hao Cheng are set out below:

Dr. Feng Hao Cheng, aged 29, is currently the senior project manager of the investment division in Science and Modern Technology in BSAM. He had worked for China Aerospace Investment Holdings Ltd. Dr. Feng graduated from Beihang University in 2012 and obtained a doctorate degree in flight vehicle design. Save as disclosed above, Dr. Feng 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.

Under an authorization to be given by the Shareholders at the EGM, the Company will enter into a service contract with Dr. Feng. Dr. Feng'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. Dr. Feng will not receive remuneration in respect of his office as Director, if being appointed.

As at the Latest Practicable Date, Dr. Feng does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Feng is not connected with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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## LETTER FROM THE BOARD

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Other than 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.

### 3. EXTRAORDINARY GENERAL MEETING

The above ordinary resolution to be presented is set out as Ordinary Resolution No.2 in the Supplemental Notice of EGM, while the original Ordinary Resolution No.2 (to consider and approve the election of Mr. Yan Shi as non-executive Director of the sixth session of the Board of the Company) in the Notice of EGM shall be revoked.

If any Shareholder has not yet submitted the original proxy form according to the instructions in the Notice of EGM and wishes to appoint a proxy to attend the EGM on his behalf, he is required to submit the accompanying supplemental proxy form. In this case, the Shareholder shall not submit the original proxy form.

To be valid, the supplemental proxy form, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's principal place of business in the PRC at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of holders of Domestic Shares) or to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM. Completion and return of the supplemental proxy forms will not preclude you from attending and voting in person at the EGM should you so wish.

For any Shareholder who has submitted the original proxy form according to the instructions in the Notice of EGM, please note that:

- (i) if the Shareholder has not submitted the supplemental proxy form, the original proxy form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the original proxy form 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 EGM on the resolutions proposed in the Notice of EGM, and to vote at his discretion on the new resolution set out in the Supplemental Notice of EGM;
- (ii) if the Shareholder has submitted the supplemental proxy form prior to the deadline set out in the Notice of EGM, then the supplemental proxy form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The original proxy form shall be deemed to be revoked. The proxy appointed pursuant to the supplemental proxy form 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 resolution set out in the Supplemental Notice of EGM) proposed in an appropriate manner at the EGM; and

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## LETTER FROM THE BOARD

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

Completion and delivery of the original proxy form and/or the supplemental proxy form 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 EGM for details about other resolutions to be submitted for consideration and approval at the EGM, eligibility of Shareholders to attend the EGM, appointment of proxies, registration procedures, closure of register of members and other matters.

Yours faithfully,  
By Order of the Board  
**CAPINFO COMPANY LIMITED\***  
**首都信息發展股份有限公司**  
**Mr. Lu Lei**  
*Executive Director and*  
*Secretary of the Board*

\* For identification purpose only



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## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Please refer to the notice (the "Notice") of the Extraordinary General Meeting (the "EGM") dated 27 November 2015 of Capinfo Company Limited (the "Company") which sets out the date, time and place of the EGM as well as the resolutions to be presented at the EGM for Shareholders' consideration and approval.

**A SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the EGM will be held as scheduled at 10:00 a.m. on Tuesday, 12 January 2016 at Conference Room, 15th Floor, Quantum Silver Plaza, No. 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 resolution 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:

2. To consider and approve the election of Dr. Feng Hao Cheng as non-executive Director of the sixth session of the Board of the Company.

By Order of the Board of  
**CAPINFO COMPANY LIMITED\***  
**Mr. Lu Lei**  
*Executive Director and  
Secretary of the Board*

Beijing, the People's Republic of China, 28 December 2015

*Notes:*

1. Details about the above resolution are contained in the supplemental circular (the "Supplemental Circular") of the Company dated 28 December 2015. Unless the context requires otherwise, the terms used in this Supplemental Notice of EGM shall have the meanings same as those used in the Supplemental Circular.
2. Please be noted that the original Ordinary Resolution no.2 (to consider and approve the election of Mr. Yan Shi as non-executive Director of the sixth session of the Board of the Company) in the Notice shall now be revoked.
3. Since the proxy form (the "Original Proxy Form") issued with the circular dated 27 November 2015 does not contain the new resolution in the Supplemental Notice of EGM, a new proxy form (the "Supplemental Proxy Form") is issued with this Supplemental Circular.

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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4. If any Shareholder has not yet submitted the Original Proxy Form according to the instructions in the Notice of EGM and wishes to appoint a proxy to attend the EGM on his behalf, he is required to submit the Supplemental Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.
5. To be valid, this Supplemental Proxy Form, together with any power of attorney (if any) or other authority (if any) under 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 (in the case of H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of 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 Proxy Form according to the instructions set out in the Notice of EGM, please note that:
  - (i) if the Shareholder has not submitted the Supplemental Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the Original Proxy Form 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 EGM on the resolutions proposed in the Notice of EGM, and to vote at his discretion on the new resolution set out in the Supplemental Notice of EGM;
  - (ii) if the Shareholder has submitted the Supplemental Proxy Form prior to the deadline set out in the Notice of EGM, then the Supplemental Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Supplemental Proxy Form 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 resolution set out in the Supplemental Notice of EGM) proposed in an appropriate manner at the EGM; and
  - (iii) if the Shareholder submitted the Supplemental Proxy Form after the designated time, or the Supplemental Proxy Form submitted is improperly completed, the Supplemental Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Supplemental Proxy Form was submitted.
7. Completion and delivery of the Original Proxy Form and/or the Supplemental Proxy Form 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 EGM for details about other resolutions to be submitted for consideration and approval at the EGM, eligibility of Shareholders to attend the EGM, appointment of proxies, registration procedures, closure of register of members and other matters.
9. As of the date of this supplemental notice, the executive directors of the Company are Dr. Wang Xu and Mr. Lu Lei; the non-executive directors of the Company are Mr. Wu Shengjiao, Mr. Shi Hongyin, 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, Dr. Jiao Jie and Mr. Cheung, Wai Hung Boswell.