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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 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 INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Capinfo Company Limited to be held on Tuesday, 15 November 2016 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 is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed reply slip and proxy form in accordance with the instructions printed thereon.

The reply slip shall be sent by hand or by post 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 (in the case of H shares), or to 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) on or before Wednesday, 26 October 2016. The proxy form shall be returned to the Company's H share registrar and transfer office in Hong Kong (in the case of H shares) or the office of the Company (in the case of domestic shares) at the same addresses as above as soon as possible, but in any event not less than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

29 September 2016

* For identification purpose 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:

“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 15 November 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”	29 September 2016, being the latest practicable date prior to 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
“Notice of EGM”	notice of convening the EGM dated 29 September 2016 as set out on pages 7 and 8 in this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“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
“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:

Mr. Lu Lei *(Vice President and Secretary of the Board)*

Non-executive Directors:

Mr. Xu Zhe *(Chairman)*

Dr. Feng Hao Cheng

Mr. Cao Jun

Mr. Zhou Weihua

Mr. Shan Yuhu

Ms. An Lili

Independent Non-executive Directors:

Ms. Zhou Liye

Mr. Gong Zhiqiang

Mr. Cheung, Wai Hung Boswell

Mr. Li He

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:

Dear Sir or Madam,

**PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 29 September 2016 regarding the change of independent non-executive Director, chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company. The purpose of this circular is to provide you with information

* For identification purpose only

LETTER FROM THE BOARD

regarding the proposed election of independent non-executive Director and to seek your approval of the ordinary resolution relating to this matter at the EGM.

2. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Zhou Liye has tendered her resignation as independent non-executive Director due to work arrangement. Ms. Zhou Liye has also resigned as chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company. The above resignation will take effect after the conclusion of the EGM. Ms. Zhou Liye confirmed that she did not have any disagreement with the Board and there is no other matter with respect to her resignation that needs to be brought to the attention of the Shareholders.

As recommended by the Nomination Committee of the Company, the Board nominates Mr. Yang Xiaohui as a candidate for the independent non-executive Director of the sixth session of the Board in replacement of Ms. Zhou Liye. Besides, the Board has resolved to appoint Mr. Yang Xiaohui as chairman of Audit Committee and member of Remuneration and Appraisal Committee of the Company with effect from the date of his appointment as independent non-executive Director to the expiration date of the term of the sixth session of the Board. Mr. Yang Xiaohui has given a written reply to the Company indicating his willingness to accept the nomination and stand for election.

The Board therefore proposes to present resolution at the EGM to elect Mr. Yang Xiaohui as independent non-executive Director. Subject to approval by the Shareholders at the EGM, the term of office of Mr. Yang Xiaohui will commence from the conclusion of the EGM to the expiration date of the term of the sixth session of the Board.

The biographical details of Mr. Yang Xiaohui are set out in the appendix of this circular.

3. EXTRAORDINARY GENERAL MEETING

The EGM is scheduled to be held at 10:00 a.m. on Tuesday, 15 November 2016 at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, PRC. The reply slip and proxy form for use at the EGM are enclosed with this circular.

The Articles of Association provides that Shareholders who intend to attend any general meeting of the Company shall send a written reply slip to the Company 20 days before the date of the meetings. In the event that the written reply slips received from the Shareholders indicating that those intend to attend the general meeting represent holders of not more than one half of the total number of Shares with voting rights, the Company shall within 5 days inform all the Shareholders again of the proposed matters for consideration at the meeting and the date and venue of the meetings in the form of a public notice. The general meeting may be convened after such notification has been published. In view of the above requirements in respect of the convening of EGM and the notice, whether you intend to attend the EGM or not, you are requested to complete and return the reply slip by hand or by post 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 (in the case of H Shares) or the Company's principal place of business in the PRC (in the case of Domestic Shares), on or before Wednesday, 26 October 2016.

LETTER FROM THE BOARD

Whether you intend to attend the EGM or not, you are requested to complete and return the accompanying proxy form in accordance with the instructions set out therein to 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 (applicable to 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 (applicable to 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 proxy forms will not preclude you from attending and voting in person at the EGM should you so wish.

4. VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the election of Mr. Yang Xiaohui as independent non-executive Director, to authorize the Board to fix his remuneration and to enter into a service contract with him are in the best interest of the Company and its Shareholders as a whole. Therefore, the Directors recommend all the Shareholders to vote for the relevant resolutions set out in the Notice of EGM.

Yours faithfully,
By Order of the Board
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司
Mr. Xu Zhe
Chairman

Beijing, the PRC, 29 September 2016

The biographical details of Mr. Yang Xiaohui are set out as follows:

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

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

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

Save as disclosed above, there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF EXTRAORDINARY 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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Capinfo Company Limited (the “Company”) will be held at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China on Tuesday, 15 November 2016 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Yang Xiaohui as independent non-executive Director of the sixth session of the Board of the Company, to authorize the Board to fix his remuneration and to enter into service contract with him pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

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

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

Notes:

1. The register of shareholders of the Company will be closed from Friday, 14 October 2016 to Tuesday, 15 November 2016 (both days inclusive), during which period no transfer of the Company’s shares will be registered. In order to be entitled to attend and vote at the EGM, all completed transfer documents 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (applicable for 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 (applicable for domestic shares) not later than 4:30 p.m. on Thursday, 13 October 2016.
2. Any shareholder of the Company 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. A proxy form of the EGM is enclosed. In order to be valid, the proxy form must be under the hand of the appointor or his/her/its attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of the director or attorney duly authorized.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

4. The proxy form should be delivered 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 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 appointed for holding of the EGM or any adjournment thereof.
5. Shareholders of the Company who intend to attend the EGM should complete the enclosed reply slip for the EGM and return it to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited (for holders of H shares) or the Company's office (for holders of domestic shares) at the same addresses as above, on or before Wednesday, 26 October 2016. The reply slip may be delivered by hand or by post.
6. In accordance with the requirement of the Articles of Association of the Company, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
7. The biographical details of the candidate proposed to be elected as independent non-executive director of the Company are set out in the appendix to the circular in connection with the proposed election of independent non-executive director dispatched to the shareholders of the Company on 30 September 2016.
8. As at the date of this notice, the executive director of the Company is Mr. Lu Lei; the non-executive directors of the Company are Mr. Xu Zhe, Dr. Feng Hao Cheng, Mr. Cao Jun, Mr. Zhou Weihua, Mr. Shan Yuhu and Ms. An Lili, and the independent non-executive directors of the Company are Ms. Zhou Liye, Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell and Mr. Li He.