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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)

CONTINUING CONNECTED TRANSACTIONS
THE REVISED 2017 ANNUAL CAP
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**



A letter from the Board is set out on pages 4 to 10 of this circular. A letter from the Independent Board Committee containing its recommendation is set out on pages 11 to 12 of this circular. A letter from VBG Capital Limited, the Independent Financial Adviser, containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 13 to 20 of this circular.

A notice convening the extraordinary general meeting of Capinfo Company Limited to be held on Friday, 22 December 2017 at 10:30 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 24 to 25 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 Friday, 1 December 2017. 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.

20 October 2017

* 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:

“2014 Services Agreement”	the agreement dated 27 March 2014 entered into between the Company and BJCA in relation to the renewal of the term under the Original Services Agreement
“2017 Services Agreement”	the agreement dated 7 February 2017 entered into between the Company and BJCA in relation to the renewal of the term under the Original Services Agreement (as renewed by the 2014 Services Agreement)
“2017 Supplemental Agreement”	the supplemental agreement to the Existing Framework Agreement dated 30 August 2017 entered into by the Company and BJCA in relation to the provision of service on network system establishment, system integration, network design, consultancy and related technical services and products by the Group to BJCA and its subsidiaries
“Articles of Association”	the articles of association of the Company as amended from time to time
“Beijing Anxintianxing”	北京安信天行科技有限公司(Beijing Anxintianxing Science Co., Ltd.*), a company established in the PRC and is wholly-owned by BJCA
“BJCA”	北京數字認證股份有限公司(Beijing Certificate Authority Co., Ltd.*), a company established in the PRC and listed on the Growth Enterprise Market of Shenzhen Stock Exchange in December 2016 (Stock code: 300579)
“Board”	the board of Directors
“BSAM”	北京市國有資產經營有限責任公司(Beijing State-Owned Assets Management Corporation Limited*), a company established in the PRC and is wholly-owned by the Beijing Municipal Government, being the controlling shareholder of the Company
“Capinfo Technology”	Capinfo Technology Development Co., Ltd.* (首都信息科技發展有限公司), a company established in the PRC and is controlled by the Company

DEFINITIONS

“Company”	首都信息發展股份有限公司(Capinfo Company Limited*), a joint stock limited company established in the PRC, the overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company are listed on the Main Board of the Stock Exchange (Stock code: 1075)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules and the word “connected” shall be construed accordingly
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“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 Friday, 22 December 2017, at 10:30 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC
“Existing Annual Caps”	the annual caps in respect of the transaction contemplated under the 2017 Services Agreement for each of the three years ending 31 December 2019
“Existing Framework Agreement”	the Original Services Agreement, the 2014 Services Agreement, and the 2017 Services Agreement
“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
“Independent Board Committee”	the independent board committee comprising all of the independent non-executive directors of the Company established to advise the Independent Shareholders
“Independent Financial Adviser” or “VBG Capital”	VBG Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Revised 2017 Annual Cap

DEFINITIONS

“Independent Shareholders”	shareholders of the Company other than BSAM and its associates
“Independent Third Parties”	independent third parties independent of the Company and the connected persons of the Company
“Latest Practicable Date”	17 October 2017, 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 20 October 2017 as set out on pages 24 and 25 in this circular
“Original Services Agreement”	the agreement dated 21 March 2011 entered into between the Company and BJCA for the provision of network security system development and related technical services by BJCA and its subsidiaries to the Group
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Revised 2017 Annual Cap”	the proposed revised annual cap for the year ending 31 December 2017 for the transactions contemplated under the Existing Framework Agreement as supplemented by the 2017 Supplemental Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“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
“%”	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 Directors:

Ms. Lin Yankun (*Chairman*)
Mr. Yu Donghui (*Chief Executive Officer*)

Non-executive Directors:

Dr. Feng Hao Cheng
Mr. Cao Jun
Mr. Zhou Weihua
Mr. Shan Yuhu
Ms. An Lili

Independent Non-executive Directors:

Mr. Gong Zhiqiang
Mr. Cheung, Wai Hung Boswell
Mr. Li He
Mr. Yang Xiaohui

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,

**CONTINUING CONNECTED TRANSACTIONS
THE REVISED 2017 ANNUAL CAP
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 30 August 2017 in relation to, among others, the Revised 2017 Annual Cap.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide Shareholders with, among other things, (i) further details of the Revised 2017 Annual Cap; (ii) a letter from the Independent Board Committee in respect to the Revised 2017 Annual Cap; (iii) a letter from the independent financial advisor to the Independent Board Committee and the Independent Shareholders; (iv) the notice of the EGM; and (v) other information required under the Listing Rules.

2. CONTINUING CONNECTED TRANSACTIONS – THE REVISED 2017 ANNUAL CAP

Background Information

Reference is made to the announcements (the “**Announcements**”) of the Company (i) dated 21 March 2011 in relation to the entering into of the Original Services Agreement with BJCA; (ii) dated 27 March 2014 in relation to the entering into the 2014 Services Agreement with BJCA; and (iii) dated 7 February 2017 in relation to the entering into the 2017 Services Agreement with BJCA.

Pursuant to the Existing Framework Agreement, BJCA and its subsidiaries agreed to provide network security system development and related technical services to the Group for a term commencing from 1 January 2017 to 31 December 2019 and the relevant service fees payable by the Group to BJCA and its subsidiaries will be determined on normal commercial terms with reference to the prevailing market rates. As disclosed in the Announcements, the Existing Annual Caps for the three years ending 31 December 2019 are determined based on (i) the historical service fees paid by the Group to BJCA and its subsidiaries for the network security system development and related technical services; (ii) the projected expenditure for developing and maintaining the network security system of the Group for the three years ending 31 December 2019; and (iii) the overall service standard of BJCA and its subsidiaries. The Existing Annual Caps for the three years ending 31 December 2019 are as follows:

	For the year ending 31 December 2017	For the year ending 31 December 2018	For the year ending 31 December 2019
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Existing Annual Caps	15,000	10,000	9,000

Pricing policy

The pricing and payment terms of network security system development and related technical services shall be negotiated on an arm's length basis between the Group and BJCA and its subsidiaries and be determined based on normal commercial terms with reference to prevailing market prices that are fair and reasonable and in any event shall be no less favorable to the prices offered by BJCA to its independent third parties.

The procurement department of the Company is responsible for the management of the procurement process. When the procurement department receives procurement requests from other business departments of the Company, it will invite at least three suppliers for quotation. Such quotation should include information such as details of products/services, proposed products/services

LETTER FROM THE BOARD

price, delivery terms and payment terms. After comparing the quotations submitted by suppliers, the officers of the procurement department will report and make recommendation to the officer in-charge of the procurement department. The officer in-charge of the procurement department will select the supplier based on the information gathered and recommendation made by its subordinates.

Revision of the 2017 Annual Cap

Capinfo Technology, the subsidiary of the Company and Beijing Anxintianxing, the subsidiary of BJCA will enter into a software and hardware procurement contract (the “**Procurement Contract**”) in 2017, pursuant to which Beijing Anxintianxing will provide security products listed in the Procurement Contract and related services to Capinfo Technology at a consideration of approximately RMB40 million. The consideration was determined with reference to prevailing market prices that are fair and reasonable, speciality of those security products and related services to be provided by Beijing Anxintianxing to Capinfo Technology and on normal commercial terms. The Procurement Contract shall become effective upon approval of the Revised 2017 Annual Cap by the Shareholders at the EGM. The historical transaction amount for the period from 1 January 2017 to 30 June 2017 in respect of the provision of the network security system development and related technical service by BJCA and its subsidiaries to the Group is RMB465,000.

Due to the large amount of consideration under the Procurement Contract, the Board expects that the 2017 Annual Cap will not be sufficient, and further review and revision to such annual cap will be required. In response to the expected increase in 2017 annual cap, the annual cap for the transaction contemplated under the 2017 Services Agreement for the year ending 31 December 2017 is revised as RMB55 million (the “**Revised 2017 Annual Cap**”), calculated based on the existing 2017 annual cap (RMB15 million) plus the consideration under the Procurement Contract.

Save for the Revised 2017 Annual Cap and the 2017 Supplemental Agreement, all terms and conditions under the Existing Framework Agreement (including the Existing Annual Caps for each of the two years ending 31 December 2019) remain unchanged.

Reasons for and Benefits of the Revised 2017 Annual Cap

The principal activities of the Group consist of provision of establishment of network systems, network design, consultancy and related technical services and computer, related accessories and equipment sales business and independent development of computer software.

BJCA is a leading IT security solutions provider in the PRC which is principally engaged in the provision of certificate authority services, security integration, security consultancy, and operation and maintenance services.

Capinfo Technology recently won the bid for the campus network construction of e-government in administrative office area, the city’s subsidiary center, Beijing and agreed to provide services on network design, system integration and network equipment procurement. Since security system is an essential part of the project and the Group currently does not have the relevant capability for security system development, it is necessary for the Group to procure security products from BJCA and its subsidiaries. Therefore, it plans to purchase security products from Beijing

LETTER FROM THE BOARD

Anxintianxing under the terms and conditions of Procurement Contract. Due to the large amount of the consideration under the Procurement Contract, the Board expects that the 2017 Annual Cap will not be sufficient, and further review and revision to such annual cap will be required. The Company is of the view that the 2017 Annual Cap will ensure the smooth progress of this internal network construction project.

Accordingly, the Directors (including the independent non-executive Directors but excluding Mr. Xu Zhe, the then chairman and non-executive Director of the Company and also senior management of BSAM, and Dr. Feng Hao Cheng, non-executive Director and also an employee of a subsidiary of BSAM, who had abstained from voting on the Board resolution in respect of the Revised 2017 Annual Cap) consider that the Revised 2017 Annual Cap is fair and reasonable and the Revised 2017 Annual Cap is on normal commercial terms and in the ordinary and usual course of business of the Company and is in the interests of the Group and the Shareholders as a whole.

Internal Control

The individual transaction between the Group and BJCA and its subsidiaries under the Existing Framework Agreement as supplemented by the 2017 Supplemental Agreement shall be reviewed and approved by procurement department prior to the entering into of the relevant transaction to ensure that the terms are set in compliance with the Company's pricing policy. Following the entering into of the continuing connected transactions, the finance department and Board's office will monitor the transactions to ensure that the transactions are conducted in accordance with the relevant pricing policies and the annual caps are not exceeded. The auditors and independent non-executive Directors of the Company will also conduct annual review of the continuing connected transactions entered into by the Group on whether the continuing connected transactions have been conducted in compliance of the pricing policies and whether the relevant annual caps have been exceeded.

Information on the Parties

Information on the Company

The Company is a joint stock limited company established in the PRC on 23 January 1998 with limited liability, which is principally engaged in the provision of establishment of network systems, network design, consultancy and related technical services and computer, related accessories and equipment sales business and independent development of computer software.

Information on BJCA

BJCA is a leading IT security solutions provider in the PRC which is principally engaged in the provision of certificate authority services, security integration, security consultancy, and operation and maintenance services.

LETTER FROM THE BOARD

Listing Rules Implications

BJCA is owned as to approximately 26.24% by the Company and approximately 26.24% by BSAM. Thus, BJCA is a subsidiary of BSAM. Since BJCA is a subsidiary of BSAM (the controlling shareholder of the Company), BJCA is a connected person of the Company and the transactions contemplated under the Existing Framework Agreement as supplemented by the 2017 Supplemental Agreement constitute continuing connected transaction of the Company under the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the Revised 2017 Annual Cap for the transactions involving the provision of network security system development and related technical services by BJCA and its subsidiaries to the Group are more than 5%, such transactions are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Save as and except for Mr. Xu Zhe, the then chairman and non-executive Director of the Company and senior management of BSAM, and Dr. Feng Hao Cheng, non-executive Director and also an employee of a subsidiary of BSAM, none of the Directors have any material interest in the Revised 2017 Annual Cap. Accordingly, Mr. Xu Zhe and Dr. Feng Hao Cheng had abstained from voting on the Board resolution approving the Revised 2017 Annual Cap.

The Company will seek approval from the Independent Shareholders in respect of the Revised 2017 Annual Cap at the forthcoming extraordinary general meeting. In view of BSAM's interests in the Revised 2017 Annual Cap for the transactions involving the provision of network security system development and related technical services by BJCA and its subsidiaries to the Group, BSAM (which holds 1,834,541,756 Shares representing approximately 63.31% of the Company's total issued share capital as at the Latest Practicable Date) will abstain from voting to approve the Revised 2017 Annual Cap at the extraordinary general meeting.

3. EXTRAORDINARY GENERAL MEETING AND SHAREHOLDERS' APPROVAL

The EGM is scheduled to be held at 10:30 a.m. on Friday, 22 December 2017 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 Friday, 1 December 2017.

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.

At the EGM, ordinary resolution will be proposed to approve the Revised 2017 Annual Cap.

BJCA is owned as to approximately 26.24% by the Company and approximately 26.24% by BSAM. In view of BSAM's interests in the Revised 2017 Annual Cap for the transactions involving the provision of network security system development and related technical services by BJCA and its subsidiaries to the Group, BSAM (which holds 1,834,541,756 Shares representing approximately 63.31% of the Company's total issued share capital as at the Latest Practicable Date) will abstain from voting to approve the Revised 2017 Annual Cap at the extraordinary general meeting.

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, The register of shareholders of the Company will be closed from Wednesday, 22 November 2017 to Friday, 22 December 2017 (both days inclusive), during which period no transfer of the Company's shares will be registered. Shareholders whose names appear on the register of the Shareholders of the Company on Tuesday, 21 November 2017 at 4:30 p.m. are entitled to attend and vote at the EGM.

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 consider that the Revised 2017 Annual Cap is fair and reasonable so far as the Independent Shareholders are concerned and the Revised 2017 Annual Cap is in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favor of the ordinary resolution to be proposed at the EGM to approve the Revised 2017 Annual Cap.

LETTER FROM THE BOARD

6. ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee, the letter from the independent financial advisor and the additional information set out in the appendix to this circular.

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

Beijing, the PRC, 20 October 2017

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)

20 October 2017

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS
THE REVISED 2017 ANNUAL CAP

INTRODUCTION

We refer to the circular dated 20 October 2017 (the “**Circular**”) of the Company of which this letter forms part. Terms used in this letter shall have the meanings as defined in the Circular unless the context requires otherwise.

We, being the independent non-executive Directors, have been appointed to form the Independent Board Committee to advise you as to whether the Revised 2017 Annual Cap is fair and reasonable so far as the Independent Shareholders are concerned and whether the Revised 2017 Annual Cap is in the interests of the Company and the Shareholders as a whole.

VBG Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the Revised 2017 Annual Cap.

We wish to draw your attention to the letter from the Board as set out on pages 4 to 10 of the Circular and the letter from the independent financial advisor as set out on pages 13 to 20 of the Circular which contain, among other things, their advice, recommendations to us regarding the Revised 2017 Annual Cap and the principal factors and reasons taken into consideration for their advice and recommendations.

* *For identification purpose only*

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

RECOMMENDATION

Having taken into account the principal factors and reasons, the advice and recommendations of VBG Capital and the view of the Board, we consider that the Revised 2017 Annual Cap is fair and reasonable as far as the Independent Shareholders are concerned and the Revised 2017 Annual Cap is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Revised 2017 Annual Cap.

Yours faithfully,

Mr. Gong Zhiqiang

Mr. Cheung, Wai Hung Boswell

Mr. Li He

Mr. Yang Xiaohui

Independent Board Committee

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

Set out below is the text of a letter received from VBG Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Revised 2017 Annual Cap for the purpose of inclusion in this circular.



18/F., Prosperity Tower
39 Queen's Road Central
Hong Kong

20 October 2017

*To: The independent board committee and
the independent shareholders of Capinfo Corporation Limited*

Dear Sirs,

CONTINUING CONNECTED TRANSACTION – THE REVISED 2017 ANNUAL CAP

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Revised 2017 Annual Cap, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular dated 20 October 2017 issued by the Company to the Shareholders (the “**Circular**”), of which this letter of advice forms part. Terms used in this letter of advice shall have the same meanings as ascribed to them under the section headed “Definitions” in the Circular unless the context requires otherwise.

Reference is made to the Announcements. On 7 February 2017, the Company and BJCA entered into the 2017 Services Agreement, pursuant to which the parties thereto agreed to renew the term of the Original Services Agreement (as renewed by the 2014 Services Agreement) for the period from 1 January 2017 to 31 December 2019. During the renewed term, BJCA and its subsidiaries will provide network security system development and related technical services to the Group. Capinfo Technology, a subsidiary of the Company, and Beijing Anxintianxing, a subsidiary of BJCA, will enter into the Procurement Contract in 2017, pursuant to which Beijing Anxintianxing will provide security products as listed in the Procurement Contract and related services to Capinfo Technology at a consideration of approximately RMB40 million. Due to the large amount of consideration under the Procurement Contract, the Board expected that the Existing Annual Cap for 2017 of RMB15 million under the 2017 Services Agreement will not be sufficient, and proposed to revise the cap to RMB55 million.

With reference to the Letter from the Board, the transactions contemplated under the Existing Framework Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. In addition, as the applicable percentage ratios (as defined under the Listing Rules) in respect of the Revised 2017 Annual Cap are more than 5%, such transactions are subject to the reporting, announcement, annual review and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

The Independent Board Committee comprising Messrs. Gong Zhiqiang, Cheung, Wai Hung Boswell, Li He and Yang Xiaohui (all being the independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the Revised 2017 Annual Cap is on normal commercial terms and is fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the revision of the Existing Annual Cap for 2017 is in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the resolution to approve the Revised 2017 Annual Cap at the EGM. We, VBG Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any business relationship with the Company within the past two years. Save for the normal fees payable to us in connection with this appointment, no arrangement exists whereby we shall receive any fees or benefits from the Company and its subsidiaries or the Directors, chief executive or substantial shareholders (as defined in the Listing Rules) of the Company or any of their associates (as defined in the Listing Rules). We consider ourselves independent to form our opinion in respect of the Revised 2017 Annual Cap.

BASIS OF OUR OPINION

In formulating our opinion with regard to the Revised 2017 Annual Cap, we have relied on the information and facts supplied, opinions expressed and representations made to us by the management of the Group (including but not limited to those contained or referred to in the Circular). We have assumed that the information and facts supplied, opinions expressed and representations made to us by the management of the Group were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the Circular. We have also assumed that all statements of belief, opinions, expectation and intention made by the management of the Group in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its management and/or advisers, which have been provided to us.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs or future prospects of the Group, BJCA, BSAM or their respective shareholders, subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Revised 2017 Annual Cap. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us as at the Latest

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

Practicable Date. Shareholders should note that subsequent developments (including material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Where information in this letter of advice has been extracted from published or otherwise publicly available sources, we have ensured that such information has been correctly and fairly extracted, reproduced or presented from the relevant sources while we are not obligated to conduct any independent in-depth investigation into the accuracy and completeness of such information.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Revised 2017 Annual Cap, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the Revised 2017 Annual Cap

Financial and business overview of the Group

The Company is a joint stock limited company established in the PRC on 23 January 1998 with limited liability, and is principally engaged in the provision of establishment of network systems, network design, consultancy and related technical services and computer, related accessories and equipment sales business and independent development of computer software.

Set out below is a summary of the consolidated financial information of the Group for the six months ended 30 June 2017 and the two years ended 31 December 2016 and 2015 as extracted from the Company's interim report for the six months ended 30 June 2017 (the "2017 Interim Report") and its annual report for the year ended 31 December 2016 (the "2016 Annual Report"), respectively:

	For the six months ended 30 June 2017 (unaudited) RMB'000	For the year ended 31 December 2016 (audited) RMB'000	For the year ended 31 December 2015 (audited) RMB'000
Revenue	323,540	929,651	879,473
Profit for period/year	19,811	109,944	101,544

As depicted by the above table, the Group recorded revenue of approximately RMB929.7 million for the year ended 31 December 2016, representing an increase of approximately 5.7% as compared to the prior year. The Group's profitability had also jumped by approximately 8.3% from approximately RMB101.5 million in 2015 to approximately RMB109.9 million in 2016.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

In respect of the Group's business model, its main businesses included operation and maintenance, system integration, software development, IT consultancy and sales of goods. Of which, according to the 2016 Annual Report, revenue from operation and maintenance amounted to approximately RMB526.3 million, representing an increase of approximately 6.4% as compared to the prior year and accounting for approximately 56.6% of the total revenue of the Group; revenue from system integration amounted to approximately RMB238.1 million, representing an increase of approximately 23.0% as compared to the prior year and accounting for approximately 25.6% of the total revenue of the Group; revenue from software development amounted to approximately RMB159.5 million, representing a decrease of approximately 8.0% as compared to the prior year and accounting for approximately 17.2% of the total revenue of the Group; revenue from IT consultancy and sales of goods amounted to approximately RMB5.8 million, representing a decrease of approximately 67.8% as compared to the prior year and accounting for approximately 0.6% of the total revenue of the Group. Governmental bodies contributed the largest share of the Group's revenue in terms of customer types; and geographically speaking, a majority of the Group's revenue was derived from Beijing, the PRC.

As referred to in the 2017 Interim Report, going forward, the Group will continue the leading role of smart city service provider in Beijing and fully participate in the collaborative construction of "Beijing Sub-center" and "Beijing-Tianjin-Hebei" to consolidate its position in the industry and fulfill the Company's mission. Further efforts will be exerted to develop innovative businesses in the field of smart health care field and improve the new business model for cooperation and achieving a win-win situation with hospitals and commercial insurance companies. Moreover, the Group will improve the company level business platform "Capinfo EA" to carry out technical research and application of big data to upgrade the Company's overall technical capacity.

Information on BJCA

As extracted from the Letter from the Board, BJCA is a subsidiary of BSAM, the controlling shareholder of the Company. BJCA is established in the PRC and listed on the Growth Enterprise Market of the Shenzhen Stock Exchange in December 2016 (Stock code: 300579).

Based on the information contained in the official website of BJCA (<http://www.bjca.org.cn>), BJCA is a leading IT security solutions provider in the PRC which is principally engaged in the provision of certificate authority services, security integration, security consultancy, and operation and maintenance services. BJCA has obtained the electronic certification services permit issued by the Ministry of Industry and Information Technology of the PRC. Furthermore, BJCA has been awarded, amongst other official qualifications, the health system electronic certification services qualification, the national risk assessment and emergency management qualifications, the national information security services and engineering qualifications and Beijing information security services qualification.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

Based on the published financial information of BJCA, the audited consolidated total turnover and net profit of BJCA were approximately RMB445.5 million and RMB57.6 million respectively for the year ended 31 December 2016, representing a significant increase of approximately 19.4% and 17.7% respectively as compared to the prior year. As at 30 June 2017, BJCA had total net assets of approximately RMB493.9 million, and the size of its market capitalisation reached approximately RMB4.17 billion as at 31 August 2017.

Reasons for the Revised 2017 Annual Cap

As advised by the Directors, leveraging on the advanced technology and substantial experience of BJCA in the information technology industry, it is expected that the entering into of the 2017 Services Agreement will continue to help the Group to maintain and enhance its network security system, and improve the related level of technology and services.

Recently, Capinfo Technology won the bid for the campus network construction of e-government in administrative office area, the city's subsidiary centre, Beijing, and agreed to provide services on network design, system integration and network equipment procurement. Since security system is an essential part of the project and the Group currently does not have the relevant capability for security system development, it is necessary for the Group to procure security products from BJCA and its subsidiaries. Capinfo Technology plans to purchase security products from Beijing Anxintianxing to cope with the need of the said network construction project and therefore will enter into the Procurement Contract with Beijing Anxintianxing, pursuant to which Beijing Anxintianxing will provide security products as listed in the Procurement Contract and related services to Capinfo Technology at a consideration of RMB40 million. Due to the large amount of the consideration under the Procurement Contract, the Board expected that the Existing Annual Cap for 2017 of RMB15 million will not be sufficient, and proposed to revise the cap to RMB55 million. The Directors are of the view that the Revised 2017 Annual Cap will ensure the smooth progress of the aforesaid network construction project.

In light of the aforesaid reasons for the Revised 2017 Annual Cap together with the future business strategy of the Group and the sound background of BJCA as presented in the sub-sections headed "Financial and business overview of the Group" and "Information on BJCA" of this letter of advice respectively, we concur with the Directors that the revision of the Existing Annual Cap for 2017 is conducted in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the 2017 Services Agreement

A summary of the principal terms of the 2017 Services Agreement is set out below:

Date: 7 February 2017

Parties: The Company and BJCA

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

Major terms: Three years from 1 January 2017 to 31 December 2019

BJCA and its subsidiaries will provide network security system development and related technical services to the Group for a term commencing from 1 January 2017 to 31 December 2019 and the relevant service fees payable by the Group to BJCA and its subsidiaries will be determined on normal commercial terms with reference to the prevailing market rates.

Under the 2017 Services Agreement and as further confirmed by the Directors, the pricing and payment terms of the network security system development and related technical services shall be negotiated on an arm's length basis between the Group and BJCA and its subsidiaries, and be determined based on normal commercial terms with reference to prevailing market prices that are fair and reasonable and in any event shall be no less favourable than the prices offered by BJCA or its subsidiaries to its independent third party customers.

For our due diligence purpose, we have reviewed around 15 historical individual agreements in total entered into (i) between the Group and BJCA or its subsidiaries for the provision of network security system development and related technical services; and (ii) between the Group and independent third party providers for provision of similar services. We noted that the principal terms which BJCA or its subsidiaries had previously provided to the Group are no less favourable than those offered to the Group by independent third party providers for provision of similar services.

In view of the foregoing, we consider that the terms of the 2017 Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

3. The Revised 2017 Annual Cap

The table below sets out (i) the historical amounts for the three years ended 31 December 2016 and the six months ended 30 June 2017; and (ii) the proposed annual caps for the three years ending 31 December 2019, in respect of the provision of the network security system development and related technical services by BJCA and its subsidiaries to the Group:

Historical amounts (RMB'000)				Proposed annual caps (RMB'000)		
For the year ended 31 December 2014	For the year ended 31 December 2015	For the year ended 31 December 2016	For the six months ended 30 June 2017	For the year ending 31 December 2017	For the year ending 31 December 2018	For the year ending 31 December 2019
1,880	2,768	5,749	465	55,000	10,000	9,000

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

As confirmed by the Directors, the Existing Annual Caps for the three years ending 31 December 2019 were determined based on (i) the historical service fees paid by the Group to BJCA and its subsidiaries for the network security system development and related technical services; (ii) the projected expenditure for developing and maintaining the network security system of the Group for the three years ending 31 December 2019; and (iii) the overall service standard of BJCA and its subsidiaries. Considering the entering into of the Procurement Agreement, the Existing Annual Cap for 2017 is revised to RMB55 million, calculated based on the existing cap (RMB15 million) plus the consideration under the Procurement Contract.

To assess the fairness and reasonableness of the Revised 2017 Annual Cap, we have requested and obtained from the Company a copy of the Procurement Contract. We understand from the Directors that the Procurement Contract will be entered into between Capinfo Technology and Beijing Anxintianxing in 2017. Pursuant to the Procurement Agreement, Beijing Anxintianxing will provide security products (such as computer hardware, anti-virus system and firewall system) and related services to Capinfo Technology at a consideration of approximately RMB40 million. Upon our enquiry with the Directors, we understand that the aforesaid consideration was arrived at after arm's length negotiations between the parties thereto taking into account the prevailing market price and speciality of those security products and related services to be provided by Beijing Anxintianxing to Capinfo Technology.

On the other hand, as illustrated above, the historical amounts in respect of the provision of the network security system development and related technical services by BJCA and its subsidiaries to the Group expanded by approximately 47.2% from approximately RMB1.9 million in 2014 to approximately RMB2.8 million in 2015; and it further expanded by approximately 107.7% to approximately RMB5.7 million in 2016.

Having considered (i) the entering into of the Procurement Agreement with total consideration of RMB40 million; and (ii) the robust expansion of the historical amounts in respect of the provision of the network security system development and related technical services by BJCA and its subsidiaries to the Group from 2014 to 2016 as just mentioned, we consider that the Revised 2017 Annual Cap is fair and reasonable so far as the Independent Shareholders are concerned.

Shareholders should note that as the annual caps are relating to future events and were estimated based on assumptions which may or may not remain valid for the entire period up to 31 December 2019, and they do not represent forecasts of revenues or costs to be recorded from the Existing Framework Agreement. Consequently, we express no opinion as to how closely the actual revenues and costs to be incurred under the Existing Framework Agreement will correspond with the annual caps.

4. Listing Rules implication

The Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 and 14A.55 of the Listing Rules pursuant to which (i) the values of the transactions contemplated under the Existing Framework Agreement must be restricted by the annual caps for the years concerned under the 2017 Services Agreement; (ii) the terms of the Existing Framework Agreement (together with the annual caps) must be reviewed by the independent non-executive Directors annually; and (iii) details of independent non-executive Directors' annual review on the terms of the Existing Framework Agreement (together with the annual caps) must be included in the Company's subsequent published annual reports and financial

LETTER FROM THE INDEPENDENT FINANCIAL ADVISOR

accounts. As also stipulated under Rule 14A.56 of the Listing Rules, auditors of the Company must provide a letter to the Board confirming, among other things, that the transactions contemplated thereunder are carried out in accordance with the pricing policies of the Company, and the annual caps are not being exceeded. In the event that the total amounts of the transactions contemplated under the Existing Framework Agreement exceed the annual caps, or that there is any material amendment to the terms of the Existing Framework Agreement, the Company, as confirmed by the Directors, shall comply with the applicable provisions of the Listing Rules governing continuing connected transactions.

Given the above stipulated requirements for continuing connected transactions pursuant to the Listing Rules, we are of the view that there are adequate measures in place to monitor the transactions contemplated under the Existing Framework Agreement (including the annual caps) and thus the interest of the Independent Shareholders would be safeguarded.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the Revised 2017 Annual Cap is on normal commercial terms and is fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the revision of the Existing Annual Cap for 2017 is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Revised 2017 Annual Cap, and we recommend the Independent Shareholders to vote in favour of the resolution in this regard.

Yours faithfully,
For and on behalf of
VBG Capital Limited
Doris Sing
Director

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors and chief executive of the Company

As at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or pursuant to the Model Code.

(b) Substantial Shareholders and persons having 5% or more shareholding

Save as disclosed below, the Directors are not aware of any other interests and short positions in shares and underlying shares of the Company of any person (other than a Director or chief executive of the Company) as recorded in the register required to be kept under section 336 of the SFO as at Latest Practicable Date:

Name	Number of shares	Nature of interests	Appropriate percentage of shareholding
Beijing State-owned Assets Management Co., Ltd.	1,834,541,756 domestic shares	Beneficial owner	63.31%

3. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into a service contract with any member of the Group other than contracts expiring or determinable by the relevant employer within one year without payment of compensation (except statutory compensation).

4. DIRECTORS' AND SUPERVISORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors, the Supervisors or their respective associates had any interests in any business which competed or might compete with the business of the Group.

5. MATERIAL INTERESTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in the assets which had been, since 31 December 2016, being the date to which the latest published audited consolidated accounts of the Company were made up, acquired or disposed of by or leased to any member of the Group (including any company which will become a subsidiary of the Company by reason of an acquisition which has been agreed or proposed since 31 December 2016, being the date to which the latest audited consolidated accounts of the Company have been made up), or were proposed to be acquired or disposed of by or leased to any member of the Group (including any company which will become a subsidiary of the Company by reason of an acquisition which has been agreed or proposed since 31 December 2016, being the date to which the latest audited consolidated accounts of the Company have been made up).

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement which was significant in relation to the business of the Group (including any company which will become a subsidiary of the Company by reason of an acquisition which has been agreed or proposed since 31 December 2016, being the date to which the latest audited consolidated accounts of the Company have been made up).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2016, being the date to which the latest published consolidated audited financial statements of the Group were made up.

7. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given its advice and recommendation which are included in this circular:

Name	Qualification
VBG Capital Limited	a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under SFO

VBG Capital has given and has not withdrawn its written consent to the issue of this circular with its opinion included in the form and context in which it is included and the references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, VBG Capital had no shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did VBG Capital have any direct or indirect interest in any assets which had been, since 31 December 2016, being the date to which the latest published audited consolidated accounts of the Company were made up, acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company in Hong Kong during 9:00 a.m. to 6:00 p.m. on any Business Day, from the date of this circular up to and including the date of the EGM:

- (a) the Existing Framework Agreement and the 2017 Supplemental Agreement;
- (b) the letter from the Independent Board Committee as set out on pages 11 to 12 of this circular;
- (c) the letter from VBG Capital as set out on pages 13 to 20 of this circular;
- (d) the consent letter from VBG Capital referred to in the paragraph headed “Qualification and consent of expert” in this Appendix; and
- (e) this circular.

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 Friday, 22 December 2017 at 10:30 a.m. for the following purposes. Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 20 October 2017:

ORDINARY RESOLUTION

To consider and approve the Revised 2017 Annual Cap.

By Order of the Board of Directors of
CAPINFO COMPANY LIMITED*
Lin Yankun
Chairman

Beijing, the People’s Republic of China, 20 October 2017

Notes:

1. The register of shareholders of the Company will be closed from Wednesday, 22 November 2017 to Friday, 22 December 2017 (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 Tuesday, 21 November 2017.
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.

* For identification purpose only

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 Friday, 1 December 2017. 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. As at the date of this notice, the executive director of the Company are Ms. Lin Yankun and Mr. Yu Donghui; the non-executive directors of the Company are 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 Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Li He and Mr. Yang Xiaohui.