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If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 and reply slip to the purchaser or to the transferee, or to the bank, licensed securities dealer or registered institution in securities through whom the sale was effected for transmission to the purchaser or the 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 DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Capinfo Company Limited to be held on Tuesday, 12 January 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 8 to 9 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, 23 December 2015. 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.

27 November 2015

* 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 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” | 27 November 2015, 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 set out on pages 8 to 9 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 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

27 November 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION OF NON-EXECUTIVE DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 27 November 2015 regarding the change of non-executive Directors and member of the committees under the Board. The purpose of this circular is to provide you with information regarding the proposed election of non-executive Directors and to seek your approval of the ordinary resolutions relating to these matters at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTORS

Mr. Wu Shengjiao and Mr. Shi Hongyin have tendered their resignation as non-executive Directors due to change of work allocation. Mr. Wu Shengjiao also resigned as a member of the Remuneration and Appraisal Committee of the Company. The above resignation will take effect after the conclusion of the EGM. Mr. Wu Shengjiao and Mr. Shi Hongyin confirmed that they did not have any disagreement with the Board and there is no other matter with respect to their resignation that needs to be brought to the attention of the Shareholders.

Shareholders have given written notices to the Company, of which BSAM nominated Mr. Xu Zhe as a candidate for the non-executive Director and Chairman of the sixth session of the Board, and Mr. Yan Shi as a candidate for the non-executive Director, respectively, and the resolution on the election of Mr. Xu as the Chairman of the Board is subject to the passing of the resolution to appoint him as the non-executive Director at the EGM and the election as the Chairman of the Board at the Board meeting to be convened thereafter; and Beijing All Media and Culture Investment and Development Center nominated Mr. Cao Jun as a candidate for the non-executive Director of the sixth session of the Board. Each of the above candidates has given a written reply to the Company indicating their willingness to accept their respective nomination and stand for election.

The Board therefore proposes to present resolutions at the EGM to elect Mr. Xu Zhe, Mr. Yan Shi and Mr. Cao Jun as non-executive Directors. Subject to approval by Shareholders at the EGM, the term of office of the new Directors 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 each candidate for Directors 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, 12 January 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, 23 December 2015.

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 (in the case of holder 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 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 non-executive Directors, to authorize the Board to fix the remuneration of the newly elected non-executive Directors and to enter into a service contract with each of them 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. Lu Lei
Executive Director and
Secretary of the Board

* For identification purpose only

The biographical details of each candidate for non-executive Directors are set out as follows:

1. MR. XU ZHE (徐哲先生)

Mr. Xu Zhe, aged 45, is currently the vice-president of BSAM and the Chairman of Beijing Certificate Authority Co., Ltd.. He once served at Beijing International Trust Corporation Limited. He has substantial experience in corporate management and capital operation. He was a non-executive Director of the Company during the period from July 2003 to June 2009 and the Chairman, non-executive Director, chairman of Nomination Committee and Strategy Committee of the Company during the period from May 2011 to June 2014. He has a further awareness of the Company. Mr. Xu graduated from Guanghua School of Management of Peking University with a master degree in business administration in 2005. Save as disclosed above, Mr. Xu did not hold any position with the Company or other members of the Group nor did he hold any directorship in any other listed public companies in the past three years.

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

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

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

2. MR. YAN SHI (閔實先生)

Mr. Yan Shi, aged 35, is currently the deputy general manager in Science and Modern Technology in BSAM. He had worked for Beijing Certificate Authority Co., Ltd. Mr. Yan graduated from Beijing Jiaotong University in 2003 and obtained a bachelor degree. Save as disclosed above, Mr. Yan 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 Mr. Yan. Mr. Yan'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. Yan will not receive remuneration in respect of his office as Director, if being appointed.

As at the Latest Practicable Date, Mr. Yan 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. Yan is not connected with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his 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. MR. CAO JUN (曹軍先生)

Mr. Cao Jun, aged 44, is currently the deputy director of the business management department of Beijing Television. He was a non-executive director of the Company during the period from January 2009 to December 2011. Mr. Cao graduated from University of Political Science & Law in 1992 with a bachelor degree in laws. He had worked in “Support Tibet Command in Beijing” (北京援藏指揮部) and Beijing Television. Save as disclosed above, Mr. Cao 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 Mr. Cao. Mr. Cao’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. Cao will not receive remuneration in respect of his office as Director, if being appointed.

As at the Latest Practicable Date, Mr. Cao 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. Cao is not connected with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Other than disclosed above, there are no other matters relating to his 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, 12 January 2016 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the election of Mr. Xu Zhe as non-executive Director of the sixth session of the Board of the Company;
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;
3. To consider and approve the election of Mr. Cao Jun as non-executive Director of the sixth session of the Board of the Company;
4. To authorize the Board to fix the remuneration of the newly elected non-executive Directors; and
5. To authorize the Board to enter into service contract with each of the newly elected non-executive Directors respectively 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
CAPINFO COMPANY LIMITED*

Mr. Lu Lei

*Executive Director and
Secretary of the Board*

Beijing, the People's Republic of China, 27 November 2015

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of shareholders of the Company will be closed from Friday, 11 December 2015 to Monday, 11 January 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, 10 December 2015.
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.
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, 23 December 2015. 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 candidates proposed to be elected as non-executive directors of the Company are set out in the appendix to the circular in connection with the proposed election of non-executive directors dispatched to the shareholders of the Company on 27 November 2015.
8. As at the date of this 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.