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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
PROPOSED AMENDMENTS TO THE RULES AND PROCEDURE FOR
GENERAL MEETINGS**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 22 October 2019, the State Council of the PRC promulgated the “Reply of the State Council on the Adjustments of the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies” (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), approving that the requirements on the notice period for convening general meetings, shareholders’ proposal right and convening procedures for joint stock companies incorporated in the PRC and listed overseas shall be collectively governed by the relevant provisions under the Company Law, instead of the provisions under Articles 20 to 22 of the “Special Provisions of the State Council on Overseas Offering and Listing of Shares of Joint Stock Companies” (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Also, in accordance with Article 102 of the Company Law, and in light of the actual needs of the Company’s operation and development, on 31 March 2020, the Board of the Company approved and proposed to make amendments to the Articles of Association. The Proposed Amendments to the Articles of Association are subject to the approval by way of a special resolution at the AGM of the Company.

PROPOSED AMENDMENTS TO THE RULES AND PROCEDURE FOR GENERAL MEETINGS

According to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company, on 31 March 2020, the Board of the Company approved and proposed to amend the existing Rules and Procedure for General Meetings. The Proposed Amendments to the Rules and Procedure for General Meetings are subject to the approval by way of an ordinary resolution at the AGM of the Company.

* For identification purposes only

GENERAL

An AGM will be convened to consider and, if thought fit, the approval of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedure for General Meetings. A circular containing, among others, details of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedure for General Meetings together with a notice of the AGM will be despatched to the Shareholders as soon as practicable.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 22 October 2019, the State Council of the PRC promulgated the “Reply of the State Council on the Adjustments of the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies” (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), approving that the requirements on the notice period for convening general meetings, shareholders’ proposal right and convening procedures for joint stock companies incorporated in the PRC and listed overseas shall be collectively governed by the relevant provisions under the Company Law of the People’s Republic of China (the “**Company Law**”), instead of the provisions under Articles 20 to 22 of the “Special Provisions of the State Council on Overseas Offering and Listing of Shares of Joint Stock Companies” (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Also, in accordance with Article 102 of the Company Law, and in light of the actual needs of the Company’s business development, on 31 March 2020, the Board of the Company approved and proposed certain amendments to the Articles of Association (the “**Proposed Amendments to the Articles of Association**”):

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Existing Articles	Amended Articles
<p>Article 12 The scope of business of the Company shall be in accordance with the approval issued by the registration authority of the Company. The scope of business of the Company includes the following: To provide information resources services; e-commerce services; technical development, consultancy, services and training with respect to network interconnection, computer equipment, software and hardware products as well as communication software and hardware products; information and network system integration and proxy services; sales of computers and peripheral equipment; directly trading in or acting as consignee in importation and exportation of goods and technologies (except those restricted by the State or prohibited for import and export); professional contracting.</p>	<p>Article 12 The scope of business of the Company shall be in accordance with the approval issued by the registration authority of the Company. The scope of business of the Company includes the following: To provide information resources services; e-commerce services; technical development, consultancy, services and training with respect to network interconnection, computer equipment, software and hardware products as well as communication software and hardware products; information and network system integration and proxy services; sales of computers and peripheral equipment; directly trading in or acting as consignee in importation and exportation of goods and technologies (except those restricted by the State or prohibited for import and export); professional contracting; sale agency of entrance tickets.</p>
<p>Article 41 Transfers may not be entered in the register of shareholders thirty (30) days prior to the date of a shareholders' general meeting or five (5) days ahead of the record date set for the purpose of distribution of dividends.</p>	<p>Article 41 Transfers may not be entered in the register of shareholders thirty (30) days prior to the date of a shareholders' general meeting or five (5) days ahead of the record date set for the purpose of distribution of dividends. The period of closure of the register of shareholders prior to a shareholders' general meeting or the record date set for the purpose of distribution of dividends shall be in compliance with the laws and regulations in the PRC and the Listing Rules of the Hong Kong Stock Exchange.</p>
<p>Article 56 Where the Company convenes a shareholders' general meeting, written notice to notify all shareholders whose names appear in the share register must be given not less than forty-five (45) days before the meeting of the matters to be considered and the date and venue of the meeting. Any shareholder intending to attend the shareholders' general meeting should send the Company a reply in writing stating his intention to attend the meeting twenty (20) days before the date of the meeting.</p>	<p>Article 56 Where the Company convenes an annual general meeting, written notice to notify all shareholders whose names appear in the share register must be given not less than twenty (20) business days before the meeting of the matters to be considered and the date and venue of the meeting. Where the Company convenes an extraordinary general meeting, written notice must be given not less than ten (10) business days or fifteen (15) days, whichever is longer. Any shareholder intending to attend the shareholders' general meeting should send the Company a reply in writing stating his intention to attend the meeting twenty (20) days before the date of the meeting.</p>

Existing Articles	Amended Articles
<p>Article 58 Based on the writing replies received twenty (20) days before a shareholders' general meeting, the Company shall calculate the number of shares represented by the shareholders who have intention to attend the general meeting. Where the number of voting shares represented by those shareholders reaches half of the Company's total number of such shares, the Company may convene the shareholders' general meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the motions to be considered, the date and the venue of the meeting by way of public announcement. After making the announcement, the shareholders' general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on matters which are not specified in the notice.</p>	<p>Article 58 Based on the writing replies received twenty (20) days before a shareholders' general meeting, the Company shall calculate the number of shares represented by the shareholders who have intention to attend the general meeting. Where the number of voting shares represented by those shareholders reaches half of the Company's total number of such shares, the Company may convene the shareholders' general meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the motions to be considered, the date and the venue of the meeting by way of public announcement. After making the announcement, the shareholders' general meeting may be convened.</p> <p>An extraordinary A shareholders' general meeting shall not decide on matters which are not specified in the notice.</p>

Existing Articles	Amended Articles
<p>Article 60 Notice of a shareholders' general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of shareholders' general meetings may be given by public announcement.</p> <p>The public announcement referred to in this Article shall be published in one or more newspapers with national circulation approved by the securities regulatory authority under State Council on any day from forty-five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received notice of the relevant meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>	<p>Article 60 Notice of a shareholders' general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of shareholders' general meetings may be given by public announcement.</p> <p>The public announcement referred to in this Article shall be published in one or more newspapers with national circulation approved by the securities regulatory authority under State Council on any day from forty five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received notice of the relevant meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>

Existing Articles	Amended Articles
<p>Article 85 Where the Company convenes a class meeting of shareholders, it shall, forty-five (45) days before that meeting, issue written notices to notify the respective shareholders of that class whose names appear in the share register of the items to be considered and the date and venue of the meeting. Shareholders intending to attend the class meeting should send written replies to confirm their attendance and such replies should reach the Company twenty (20) days before the meeting.</p> <p>Where the number of voting shares represented by those shareholders intending to attend the meeting reaches not less than half of the total number of voting shares of that class, the Company may convene the class meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the items to be considered and the date and venue of the meeting by way of a public announcement. After making the announcement, the class meeting may be convened.</p>	<p>Article 85 Where the Company convenes a class meeting of shareholders, it shall, forty five (45) days before that meeting, issue written notices to notify the respective shareholders of that class whose names appear in the share register of the items to be considered and the date and venue of the meeting with reference to the period for notice of annual or extraordinary general meetings set out in Article 56 of the Articles of Association. Shareholders intending to attend the class meeting should send written replies to confirm their attendance and such replies should reach the Company twenty (20) days before the meeting.</p> <p>Where the number of voting shares represented by those shareholders intending to attend the meeting reaches not less than half of the total number of voting shares of that class, the Company may convene the class meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the items to be considered and the date and venue of the meeting by way of a public announcement. After making the announcement, the class meeting may be convened.</p>

The above-mentioned Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolutions at the AGM.

PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR GENERAL MEETINGS

According to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company, on 31 March 2020, the Board of the Company approved and proposed certain amendments to the existing Rules and Procedures for General Meetings (the “**Proposed Amendments to the Rules and Procedures for General Meetings**”) as follows.

Existing Articles	Amended Articles
<p>7.3 Shareholders individually or collectively holding 3% or more of the Company’s shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. Within 2 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. If this notice is received less than 25 days prior to the date of the general meeting of the Company, the Company shall consider adjourning the general meeting to comply with the period of 14 days notice of resolution as required by the Rules Governing the Listing of Securities.</p> <p>Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add any new proposals subsequent to the announcement on the notice of the general meeting.</p>	<p>7.3 Shareholders individually or collectively holding 3% or more of the Company’s shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. Within 2 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. If this notice is received less than 25 days prior to the date of the general meeting of the Company, the Company shall consider adjourning the general meeting to comply with the period of 14 days notice of resolution as required by the Rules Governing the Listing of Securities.</p> <p>Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add any new proposals subsequent to the announcement on the notice of the general meeting.</p>

Existing Articles	Amended Articles
<p>8.1 Where the Company convenes a general meeting, a written notice shall be given by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members 45 days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting. In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly.</p> <p>Unless otherwise required by applicable laws, the duration of the 45 days notice aforesaid is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>	<p>8.1 Where the Company convenes an annual general meeting, a written notice shall be given by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members 20 business days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>Where the Company convenes an extraordinary general meeting, a written notice shall be delivered by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members ten business days or 15 days (whichever is longer) prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly.</p> <p>Unless otherwise required by applicable laws, the aforesaid period for notice of annual and extraordinary general meetings is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>

Existing Articles	Amended Articles
<p>8.3 The Board or any other convener shall request in the notice of general meeting issued to shareholders that shareholders and proxies intending to attend the general meeting shall at such meeting 20 days prior to the date of the meeting.</p> <p>The Company shall, based on such written replies received 20 days prior to the date of general meeting, calculate the number of voting shares represented by the shareholders intending to attend the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting amounts to be one-half or more of the total number of the Company's voting shares, the Company may convene such general meeting; if not, the Company shall, within 5 days, notify shareholders again of the matters to be considered, the date and venue of the meeting in the form of announcement. The Company may then convene the general meeting after the publication of such notice by announcement.</p>	Deleted

Existing Articles	Amended Articles
<p>13 Convening class shareholders' meetings</p> <p>Written notice of convening a class shareholders' meeting (the "class meeting") by the Company shall be dispatched 45 days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall deliver to the Company written replies concerning their attendance at such meeting 20 days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting represented by shareholders who intend to attend such meeting reaches one-half or more of the total number of voting shares at such meeting, the Company may convene such class meeting; if not, the Company shall, within 5 days, notify shareholders again of the matters to be considered, the date and venue of the meeting in the form of an announcement. The Company may then convene the class meeting after the publication of such notice by announcement.</p> <p>Notice of the class meeting shall only be served on the shareholders entitled to vote thereat. The procedures of the class meeting shall be held in a manner as similar as possible to those of a general meeting, and the provisions in the Articles of Association relating the procedures of convening a general meeting shall apply to the class meeting.</p>	<p>13 Convening class shareholders' meetings</p> <p>Written notice of convening a class shareholders' meeting (the "class meeting") by the Company shall be dispatched 45 days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and venue of the meeting with reference to the period for notice of annual or extraordinary general meetings set out in Articles 8.1 of the Rules and Procedures for General Meetings. Shareholders who intend to attend the meeting shall deliver to the Company written replies concerning their attendance at such meeting 20 days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting represented by shareholders who intend to attend such meeting reaches one-half or more of the total number of voting shares at such meeting, the Company may convene such class meeting; if not, the Company shall, within 5 days, notify shareholders again of the matters to be considered, the date and venue of the meeting in the form of an announcement. The Company may then convene the class meeting after the publication of such notice by announcement.</p> <p>Notice of the class meeting shall only be served on the shareholders entitled to vote thereat. The procedures of the class meeting shall be held in a manner as similar as possible to those of a general meeting, and the provisions in the Articles of Association relating the procedures of convening a general meeting shall apply to the class meeting.</p>

The above-mentioned Proposed Amendments to the Rules and Procedures for General Meetings are subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

The existing articles will be renumbered accordingly upon the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedure for General Meetings and other provisions in the Articles of Association and the Rules and Procedure for General Meetings

remain unchanged. The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedure for General Meetings are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 19 June 2020, at 10:00 a.m. to, among others, consider and, if thought fit, approve the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedures for General Meetings
“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors
“Company”	首都信息發展股份有限公司 (Capinfo Company Limited*), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Rules and Procedures for General Meetings”	the rules and procedures governing the general meetings of the Company (股東大會議事規則)
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
CAPINFO COMPANY LIMITED*
LIN Yankun
Chairman

Beijing, the People’s Republic of China, 31 March 2020

As at the date of this announcement, the executive directors of the Company are Ms. Lin Yankun, Mr. Yu Donghui and Mr. Zong Zhaoxing; the non-executive directors of the Company are Mr. Zhou Weihua, Mr. Shan Yuhu, Mr. Cao Huaizhi, Mr. Ma Linxiang and Mr. Feng Jianxun; 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.

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