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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)

**CHANGE OF NON-EXECUTIVE DIRECTORS
AND MEMBER OF THE COMMITTEE UNDER THE BOARD**

The Board announces that:

- (1) Mr. Wu Shengjiao and Mr. Shi Hongyin have tendered their resignation as non-executive directors of the Company 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;
- (2) Pursuant to the nomination by the shareholders of the Company, the Board proposes to present resolutions to elect Mr. Xu Zhe, Mr. Yan Shi and Mr. Cao Jun as non-executive directors of the Company in replacement of Dr. Wang Xu, Mr. Wu Shengjiao and Mr. Shi Hongyin respectively;
- (3) BSAM, a shareholder of the Company, has nominated Mr. Xu Zhe as a candidate for the Chairman of the sixth session of the Board in writing, which is subject to the passing of the resolution to appoint Mr. Xu Zhe as a non-executive director of the Company at the EGM and the election as the Chairman at the Board meeting to be convened thereafter;
- (4) 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.

Reference is made to the announcement of Capinfo Company Limited (the “**Company**”) dated 11 November 2015 in relation to the resignation of Dr. Wang Xu as the Chairman, executive director, Chief Executive Officer and chairman of Nomination Committee and Strategy Committee of the Company.

* For identification purpose only

The board of directors (the “**Board**”) of the Company announces that Mr. Wu Shengjiao and Mr. Shi Hongyin have tendered their resignation as non-executive directors of the Company 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 extraordinary general meeting of the Company to be held on 12 January 2016 (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 of the Company.

Shareholders have given written notices to the Company, of which Beijing State-owned Assets Management Co., Ltd. (“**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 of the Company 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 of the Company. 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 Mr. Xu Zhe, Mr. Yan Shi and Mr. Cao Jun are set out below:

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 Guanghai 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 of the Company. Mr. Xu will not receive remuneration in respect of his office as director of the Company, if being appointed.

As at the date hereof, Mr. Xu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

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 of the Company. Mr. Yan will not receive remuneration in respect of his office as director of the Company, if being appointed.

As at the date hereof, Mr. Yan does not have any interest in the shares or underlying shares of the Company 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.

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. Mr. Cao had worked for “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 of the Company. Mr. Cao will not receive remuneration in respect of his office as director of the Company, if being appointed.

As at the date hereof, Mr. Cao does not have any interest in the shares or underlying shares of the Company 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.

A circular containing the details of the above changes and the notice of the EGM will be dispatched to the shareholders on 27 November 2015.

The Board hereby wishes to express its gratitude to Dr. Wang Xu, Mr. Wu Shengjiao and Mr. Shi Hongyin for their valuable contributions during their term of office.

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

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

As of the date hereof, the executive directors of the Company are Dr. Wang Xu, 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.

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