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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 all 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 GENERAL MANDATE TO ISSUE H SHARES**  
**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**  
**PROPOSED AMENDMENTS TO RULES AND**  
**PROCEDURES FOR GENERAL MEETINGS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on page 3 to 6 of this circular.

A notice convening the annual general meeting of Capinfo Company Limited to be held on Friday, 19 June 2020 at 10:00 a.m. at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China is set out on pages 15 to 18 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 5th Floor, Longfu Mansion, No.95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of domestic shares) on or before Saturday, 30 May 2020. 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 (i.e. not later than 18 June 2020 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.

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

29 April 2020

\* For identification purposes only

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## DEFINITIONS

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*In this circular, 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. at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC
“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
“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”	23 April 2020, 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
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“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)
“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
“Supervisors”	the members of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“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.*

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Zhou Weihua  
Mr. Shan Yuhu  
Mr. Cao Huazhi  
Mr. Ma Linxiang  
Mr. Feng Jianxun

*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:*

5th Floor  
Longfu Mansion  
No.95 Longfusi Street  
Dongcheng District  
Beijing 100010  
The PRC

29 April 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE TO ISSUE H SHARES**  
**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**  
**PROPOSED AMENDMENTS TO RULES AND**  
**PROCEDURES FOR GENERAL MEETINGS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed amendments to the Rules and Procedures for General Meetings of the Company and to seek your approval by way of the ordinary resolution relating to these matters at the AGM and the information regarding the proposed grant of general mandate to Directors to issue H Shares, and the proposed amendments to the Articles of Association and to seek your approval by way of special resolutions at the AGM.

### 2. PROPOSED GENERAL MANDATE TO ISSUE H SHARES

To ensure that flexibility and discretion are given to the Board to issue new Shares when they think desirable, the Company proposed to grant a general mandate to the Directors to allot, issue and otherwise deal with additional H Shares representing up to the limit of 20% of the aggregate nominal values of H Shares in issue on the date of passing the resolution to grant the general mandate. Any exercise of the power by the Directors under the general mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC.

### 3. AMENDMENT TO ARTICLES OF ASSOCIATION AND AMENDMENT TO RULES AND PROCEDURES FOR GENERAL MEETINGS

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, the Board of the Company approved certain amendments to the Articles of Association (the “**Proposed Amendments to the Articles of Association**”).

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

The details of The Proposed Amendments to Articles of Association and the Proposed Amendments to the Rules and Procedures for General Meetings are set out in Appendix I and II respectively in this circular.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 15 to 18 in this circular for you to consider the resolutions regarding, among other things, the following matters:

1. To grant a general mandate to Directors to issue H Shares;
2. To approve the Proposed Amendments to Rules and Procedures for General Meeting; and
3. To approve the Proposed Amendments to the Articles of Associations.

The AGM is scheduled to be held at 10:00 a.m. on Friday, 19 June 2020 at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC.

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 announcement. The general meeting may be convened after such announcement has been published. In view of the above requirements in respect of the convening of AGM and the notice, whether you intend to attend the AGM 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 Saturday, 30 May 2020.

Whether you intend to attend the AGM 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 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC (in the case of proxy form 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 proxy form 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 AGM (i.e. not later than 18 June 2020 at 10:00 a.m. (Hong Kong time)). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM should you so wish.

### 5. VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, all votes at the AGM 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.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors believe that the grant of general mandate to Directors to issue H Shares, the Proposed Amendments to Rules and Procedures for General Meetings and the Proposed Amendments to the Articles of Associations 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 AGM on pages 15 to 18 of 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, 29 April 2020

\* *For identification purpose only*



## APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS

### 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**”):

Existing Articles	Amended Articles
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.	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; <b>sale agency of entrance tickets.</b>
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.	Article 41 <del>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.</del> <b>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.</b>

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## APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS

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Existing Articles	Amended Articles
<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 <b>an annual</b> general meeting, written notice to notify all shareholders whose names appear in the share register must be given not less than <b>twenty (20) business</b> days before the meeting of the matters to be considered and the date and venue of the meeting. <b>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.</b> <del>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.</del></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 general meeting shall not decide on matters which are not specified in the notice.</p>	<p>Article 58 <del>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.</del></p> <p><del>An extraordinary</del> <b>A shareholders'</b> general meeting shall not decide on matters which are not specified in the notice.</p>

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## APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS

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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 <del>on any day from forty five (45) to fifty (50) days prior to the meeting.</del> 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>

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## APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS

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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>Article 85 Where the Company convenes a class meeting of shareholders, it shall, <del>forty five (45) days before that meeting,</del> 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 <b>with reference to the period for notice of annual or extraordinary general meetings set out in Article 56 of the Articles of Association.</b> <del>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.</del></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><del>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.</del></p>

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

The existing articles will be renumbered accordingly upon the Proposed Amendments to the Articles of Association and other provisions in the Articles of Association remain unchanged. The Proposed Amendments to the Articles of Association are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

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. <del>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.</del></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 <b>an annual</b> 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 <b>20 business</b> 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><b>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.</b></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 <b>aforesaid period for notice of annual and extraordinary general meetings</b> 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 <del>45 days prior to the date of the class meeting</del> 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 <b>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.</b> <del>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.</del></p> <p><del>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.</del></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 Rules and Procedure for General Meetings and other provisions in the Procedure for General Meetings remain unchanged. The Proposed Amendments to the Rules and Procedures for General Meetings are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“AGM”) of Capinfo Company Limited\* (the “Company”) will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on Friday, 19 June 2020 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Directors' report and auditor's report for the year ended 31 December 2019.
2. To consider and approve the Supervisors' report of the Company for the year 2019.
3. To consider and approve the independent non-executive Director's report of the Company for the year 2019.
4. To consider and approve the re-appointment of Grant Thornton (Special General Partnership) as auditor and to authorize the Board of the Company to fix their remuneration.
5. To declare the final dividend of RMB1.98 cents (i.e. HK2.17 cents) per share for the year ended 31 December 2019.
6. To consider and approve the amendments to the rules and procedures governing the general meetings of the Company (股東大會議事規則).
7. To consider and approve any motion proposed by any Shareholders of the Company holding 3% or more of the Shares of the Company with voting rights at such meeting, if any.

### SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as special resolutions:

8. “**THAT**

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (1) the Board of the Company be hereby granted an unconditional and general mandate during the Relevant Period (as defined below) to determine if the Company shall allot, issue and deal with additional H Shares in the share capital of the H Shares of the Company after taking into account the market conditions and the needs of the Company.
- (2) The aggregate nominal value of the H Shares to be issued, allotted and dealt with (whether pursuant to a share option or otherwise) approved by the Board of the Company conditionally and unconditionally shall not exceed 20% of the total nominal value of the H Shares of the Company in issue as at the date of passing of this resolution at the general meeting of the Company.
- (3) the Board of the Company be authorized to formulate and implement the specific issuance proposal, including but not limited to the class of the new shares to be issued, the pricing method and/or the issue price (including the price range), the number of the new shares to be issued, the target of the issuance, the use of proceeds, time of the issuance, period of the issuance, the specific subscription method, whether to issue shares to the existing shareholders, the ratio for privileged subscription by the existing shareholders and other matters in relation to the issuance.
- (4) the Board of the Company be authorized to engage the services of professional intermediaries for share issuance-related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance; to consider, approve and execute on behalf of the Company agreements in relation to the issuance, including but not limited to the underwriting agreement and engagement letters of intermediaries.
- (5) the Board of the Company be authorized to consider, approve and execute on behalf of the Company legal documents in relation to the issuance which shall be submitted to the relevant regulatory authorities, and to fulfill the relevant approval processes according to the requirements of the regulatory authorities and the jurisdictions in which the shares of the Company are listed; and to carry out all necessary relevant reporting, registration and filing procedures with relevant competent authorities in Hong Kong and/or any other region or jurisdiction (if applicable).
- (6) the Board of the Company be authorized to amend the relevant agreements and legal documents mentioned in (4) and (5) above in accordance with the domestic and foreign regulatory authorities.
- (7) the Board of the Company be authorized to approve the increase in the registered capital after issuance of the new shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings and delegate the power to the management of the Company to carry out relevant procedures.
- (8) for the purposes of this resolution:

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## NOTICE OF ANNUAL GENERAL MEETING

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Except where the Board has entered into or granted offering proposals, agreements and share options in relation to issuance of H Shares during the Relevant Period and such offering proposals, agreements and share options are to be continued or implemented after the Relevant Period, the aforesaid mandate shall expire after the Relevant Period.

“**Relevant Period**” means the period from the passing of this resolution at the general meeting until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the shareholders at any general meeting.”

9. To consider and approve the amendments to the articles of association of the Company.

By order of the Board of Directors  
**CAPINFO COMPANY LIMITED\***  
**LIN Yankun**  
*Chairman*

Beijing, the People’s Republic of China, 29 April 2020

\* *For identification purpose only*

*Notes:*

1. The register of shareholders of the Company will be closed from Wednesday, 20 May 2020 to Friday, 19 June 2020 (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 AGM, 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 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People’s Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Tuesday, 19 May 2020.
2. Upon approval by shareholders at the AGM, the proposed final dividend will be distributed to shareholders whose names appear on the register of shareholders of the Company on Monday, 6 July 2020 and the register of shareholders of the Company will be closed from Friday, 26 June 2020 to Monday, 6 July 2020 (both days inclusive), during which period no transfer of the Company’s shares will be registered. In order to be qualified for the proposed final dividend, 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 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People’s Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Wednesday, 24 June 2020.
3. Any shareholder of the Company entitled to attend and vote at the AGM mentioned above is entitled to appoint one or more proxies to attend and vote at the AGM on his/her/its behalf. A proxy need not be a shareholder of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. A proxy form of the AGM 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.
5. 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 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng 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 AGM (i.e. not later than 18 June 2020 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
6. Shareholders of the Company who intend to attend the AGM should complete the enclosed reply slip for the AGM 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 Saturday, 30 May 2020. The reply slip may be delivered by hand or by post.
7. In accordance with the requirement of the Articles of Association of the Company, all votes at the AGM 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.
8. As at the date of this notice, 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.