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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 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 DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Capinfo Company Limited to be held on Friday, 16 June 2023 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 7 to 8 of this circular.

Whether you intend to attend the meeting 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 People's Republic of China at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (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 meeting (i.e. not later than 15 June 2023 at 10:00 a.m. (Hong Kong time)). Completion and return of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

17 May 2023

* 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:

“AGM”	the annual general meeting of the Company to be held on 16 June 2023, at 10:00 a.m. at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC
“Notice of AGM”	notice of convening the AGM dated 17 May 2023 as set out on pages 7 to 8 in this circular
“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”	16 May 2023, 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

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:

Mr. Yu Donghui (*Chairman*)
Mr. Zhang Yiqian (*General Manager*)
Mr. Zong Zhaoxing

Non-executive Directors:

Mr. Zhou Weihua
Mr. Shan Yuhu
Mr. Feng Jianxun
Ms. Yan Yi
Ms. Liang Yi

Independent Non-executive Directors:

Mr. Gong Zhiqiang
Mr. Cheung, Wai Hung Boswell
Mr. Yang Xiaohui
Mr. Su Zhongxing

Registered office:

No.11 Xi San Huan Zhong Road
Haidian District,
Beijing 100036
The PRC

Principal place of business in Hong Kong:

25th 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

17 May 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 16 May 2023 regarding, among others, the proposed election of Directors. The purpose of this circular is to provide you with information regarding the proposed election of Directors and to seek your approval of the resolutions relating to these matters at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF DIRECTORS

As recommended by the nomination committee of the Company, the Board has nominated Mr. Yang Yongxin (“**Mr. Yang**”) and Mr. Xin Shuangbai (“**Mr. Xin**”) as candidates for executive Director and non-executive Director respectively. Both Mr. Yang and Mr. Xin have given written notice to the Company indicating that they are willing to accept the nomination and election. Therefore, the Board proposes to present resolutions at the AGM to elect Mr. Yang and Mr. Xin as the executive Director and the non-executive Director respectively. The term of office of Mr. Yang and Mr. Xin shall commence from the conclusion of the AGM up to the expiration date of the term of the eighth session of the Board.

The biographical details of Mr. Yang and Mr. Xin are set out below:

Mr. Yang, aged 44, graduated from the School of Marxism, Renmin University of China with a bachelor degree in Chinese Revolutionary History and Chinese Communist Party History in 2003. He currently serves as the Deputy Party Secretary and a party committee member of Capinfo Company Limited. He previously served as the clerk, deputy clerk officer in united front work department of Haidian Committee in Beijing, deputy clerk officer, clerk officer and deputy researcher of non-party cadre bureau in united front work department of Beijing Committee of the Communist Party, deputy director in Party-masses Work Department of Beijing SME Guarantee Corporation, senior commissioner of Party-masses Work Department, senior commissioner and deputy director in Party Committee Organisation Department of Beijing State-owned Assets Management Co., Ltd., Party Secretary of Capinfo Company Limited. As at the Latest Practicable Date, save as disclosed above, Mr. Yang does not hold any position with the Company or other members of the Group and he does not hold any directorship in any other listed public companies in the past three years.

Subject to the approval by the Shareholders at the AGM, the Company will enter into a service contract with Mr. Yang. Mr. Yang’s office as Director shall remain effective up to the expiration date of the term of the eighth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association. Mr. Yang will not receive any remuneration in respect of his office as Director, if being appointed. As at the Latest Practicable Date, Mr. Yang does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Yang is not connected with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

LETTER FROM THE BOARD

Mr. Xin, aged 44, graduated from Beihang University with major in international finance and obtained a bachelor degree in economics in 1988 and graduated from Communication University of China with major in electromagnetic field and microwave technology and obtained a master's degree in industrial engineering in 2003. He currently serves as deputy officer in strategy planning and development department of Beijing Gehua Media Group and is responsible for strategy planning of the group, operation management, performance appraisal etc. In 2007, he joined Beijing All Media Television Company and served as the deputy director of technology department, director of operation management department, assistant to general manager etc. In 2020, he joined the strategy planning and development department of Beijing Gehua Media Group, with comprehensive experience in corporate operation and management. As at the Latest Practicable Date, save as disclosed above, Mr. Xin does not hold any position with the Company or other members of the Group and he does not hold any directorship in any other listed public companies in the past three years.

Subject to the approval by the Shareholders at the AGM, the Company will enter into a service contract with Mr. Xin. Mr. Xin's office as Director shall remain effective up to the expiration date of the term of the eighth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association. Mr. Xin will not receive any remuneration in respect of his office as Director, if being appointed. As at the Latest Practicable Date, Mr. Xin does not have any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Xin 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 the election of Mr. Yang and Mr. Xin as Directors 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.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 7 to 8 in this circular for you to consider the resolutions regarding, among other things, the following matters:

1. To elect the Directors; and
2. To authorize the Board to enter into service contract or appointment letter with each of the newly elected executive Director and non-executive Director.

The AGM is scheduled to be held at 10:00 a.m. on Friday, 16 June 2023 at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC. The proxy form for use at the AGM is enclosed with this circular.

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 15 June 2023 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.

4. 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.

5. RECOMMENDATION

The Directors believe that the election of the Directors, to authorize the Board to enter into service contract or appointment letter with each of the newly elected executive Director and non-executive Director 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.

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

Beijing, the PRC, 17 May 2023

* For identification purpose only

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “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, 16 June 2023 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 auditor’s report for the year ended 31 December 2022.
2. To consider and approve the Directors’ report of the Company for the year 2022.
3. To consider and approve the Supervisors’ report of the Company for the year 2022.
4. To consider and approve the independent non-executive Director’s report of the Company for the year 2022.
5. 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.
6. To declare the final dividend of RMB1.75 cents (i.e. HK2.00 cents) per share for the year ended 31 December 2022.
7. To consider and approve the election of the Directors of the Company, including:
 - (1) To elect Mr. Yang Yong Xin as executive Director of the eighth session of the Board of the Company;
 - (2) To elect Mr. Xin Shuangbai as non-executive Director of the eighth session of the Board of the Company.
8. To authorize the Board to enter into service contract or appointment letter with each of the newly elected executive Director and non-executive Director 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.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

9. 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.

By order of the Board of Directors
CAPINFO COMPANY LIMITED*
Yu Donghui
Chairman

Beijing, the People's Republic of China, 17 May 2023

* *For identification purpose only*

Notes:

1. The register of shareholders of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (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 Monday, 12 June 2023.
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 Friday, 23 June 2023 and the register of shareholders of the Company will be closed on 23 June 2023, during which 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, 21 June 2023.
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.
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 15 June 2023 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
6. 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.
7. The biographical details of the candidates proposed to be elected as directors are set out in the circular in connection with the proposed election of directors dispatched to the shareholders of the Company on 17 May 2023.
8. As at the date of this notice, the executive directors of the Company are Mr. Yu Donghui, Mr. Zhang Yiqian and Mr. Zong Zhaoxing; the non-executive directors of the Company are Mr. Zhou Weihua, Mr. Shan Yuhu, Mr. Feng Jianxun, Ms. Yan Yi and Ms. Liang Yi; and the independent non-executive directors of the Company are Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Yang Xiaohui and Mr. Su Zhongxing.