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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)

**APPOINTMENT OF JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

APPOINTMENT OF JOINT COMPANY SECRETARY

The board of directors (“**Directors**”) of the Company (the “**Board**”) is pleased to announce that Mr. Lu Lei (盧磊) (“**Mr. Lu**”) has been appointed as a joint company secretary of the Company (the “**Joint Company Secretary**”) with effect from 29 December 2017.

Mr. Lu currently does not possess the requisite qualifications and relevant experience as stipulated under Rule 3.28 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Miss Koo Ching Fan (“**Ms. Koo**”), who possesses the qualification required under Note 1 to Rule 3.28 of the Listing Rules, will continue to act as the other Joint Company Secretary, to provide assistance to Mr. Lu in discharging his duties as one of the Joint Company Secretaries.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rule, a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules stipulates that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

* *For identification purposes only*

Biographical details of Mr. Lu

Mr. Lu Lei (盧磊), aged 37, is currently the vice president, the secretary to the Board and the general legal counsel of the Company. Mr. Lu was a non-executive director of the Company from June 2012 to June 2015 and an executive director of the Company from June 2015 to January 2017. Mr. Lu was a project manager in financial asset management department and senior project manager in investment in technology and modern manufacturing industry department of Beijing State-Owned Assets Management Corporation Limited* (北京市國有資產經營有限責任公司), the controlling shareholder of the Company, from June 2011 to June 2014. Since September 2014, Mr. Lu has been serving as a non-executive director of 北京數字認證股份有限公司 (Beijing Certificate Authority Co. Ltd.*) (“**BJCA**”), which was listed on the ChiNext market of Shenzhen Stock Exchange (stock code: 300579.SZ) on 23 December 2016. As a director of BJCA, Mr. Lu got familiar with the rules and regulations relevant to the PRC listed issuers and participated in significant decisions making of BJCA.

Mr. Lu is mainly responsible for the Company’s internal audit, corporate governance, legal compliance, investment and equity management, information disclosure, investor relations, etc. As secretary to the Board during the last few years, Mr. Lu has been responsible for organizing board meetings, meetings of the supervisory committee and general meetings of the Company. He is also responsible for the preparation of all the announcements and the annual and interim reports of the Company. As general legal counsel of the Company, Mr. Lu advises on major transactions and operational decisions from legal perspective.

Mr. Lu graduated from Fudan University (復旦大學) with a bachelor’s degree in mathematics and applied mathematics (數學與應用數學) in July 2003 and graduated from Nankai University (南開大學) with a master degree in June 2016.

Trainings attended and planned to be attended by Mr. Lu

Mr. Lu has received various trainings covering different aspects of company secretarial matters, including trainings regarding updates on Hong Kong listing rules and compliance, environment, social and corporate governance and inside information held by The Hong Kong Institute of Chartered Secretaries in November 2017 and trainings for directors, supervisors and senior management on internal control of listed issuers held by China Securities Regulatory Commission, Beijing Bureau in October 2017 and trainings on senior management integrity held by the Shenzhen Stock Exchange in December 2016. Mr. Lu has also attended trainings organized by the legal counsels of the Company in relation to the compliance with the laws and relevant rules (including the Listing Rules) of the PRC and Hong Kong.

Mr. Lu will continue to further extend his knowledge base of the relevant legal and regulatory requirements and undertakes to take no less than 15 hours of relevant professional training in each financial year required by Rule 3.29 of the Listing Rules.

Grounds for waiver

Given Mr. Lu does not hold the professional qualifications as required under Rule 3.28 of the Listing Rules, the Company seeks a waiver from strict compliance with Rule 3.28 or Rule 8.17 of the Listing Rules, on the following grounds:

- (1) The Company conducts substantially all of its business operations in the PRC. The Directors believe that its company secretary should, apart from being able to meet the professional qualification or relevant experience requirements under the Listing Rules, have sufficient knowledge about the industry, operation and business of the Company and the Company's corporate culture which may be very different from other companies in Hong Kong. The Company is of the view that Mr. Lu will be in a much better position to communicate with Ms. Koo, who possesses the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, to oversee the Company's daily compliance matters and to support the Board by ensuring better information flow within the Board and to ensure compliance with the applicable rules, regulations and the Company's internal policy and procedures.
- (2) As the vice president, the secretary to the Board and the general legal counsel of the Company, Mr. Lu has sufficient knowledge of the Company's business and operations. In addition, having knowledge and experience in the legal industry, he will be well equipped to ensure the Company's compliance with the Listing Rules and other relevant laws and regulations.
- (3) Mr. Lu has obtained basic knowledge of the relevant requirements under the Listing Rules and other applicable securities laws and regulations through his work experience in the Group. In addition, Mr. Lu has been attending training sessions in relation to the Listing Rules and other applicable Hong Kong legal and regulatory requirements since 2016.
- (4) Taking into account the increasing amount and complexity of the compliance work (in particular, the increasing number of the connected transactions) of the Company, the Directors consider it be an urgent need for the Company to further strengthen its internal control in this regard. The Directors are of the view that a company secretary who is an employee of the Company will also be much more committed to the compliance work of the Company, which is an integral part of the internal control system of the Company.
- (5) It has been a long-established requirement and common practice of the state-owned company to appoint a company secretary or joint company secretary who is an employee of the Company with sufficient experiences.

Based on the above, the Company is of the view that, it is in the best interest of the Company to appoint Mr. Lu as the Joint Company Secretary.

Notwithstanding that Mr. Lu does not currently possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, he has extensive knowledge of the Company's business and operation. In addition, having knowledge and experience in the legal industry, he will be well

equipped to ensure the Company's compliance with the Listing Rules and other relevant laws and regulations. As such, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Mr. Lu's appointment as the Joint Company Secretary (the "**Waiver Period**"), on the conditions that:

- (i) Mr. Lu will be assisted by Ms. Koo, who possesses the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, during the Waiver Period;
- (ii) The Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Lu satisfies Rule 3.28 of the Listing Rules, having had the benefit of Ms. Koo's assistance such that a further waiver will not be necessary; and
- (iii) The Company will announce details of the waiver, including its reasons and conditions.

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

Beijing, the People's Republic of China
29 December 2017

As at the date of this announcement, the executive directors of the Company are Ms. Lin Yankun and Mr. Yu Donghui; the non-executive directors of the Company are Dr. Feng Hao Cheng, Mr. Cao Jun, Mr. Zhou Weihua, Mr. Shan Yuhu and Ms. An Lili, 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.