THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1075)

PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Capinfo Company Limited to be held on Thursday, 28 August 2025 at 10:30 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 EGM-1 to EGM-2 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, Computershare Hong Kong Investor Services 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 27 August 2025 at 10:30 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.

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DEFINITIONS

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

"Articles of Association" the articles of association of the Company as amended from time to

time

"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 the Main Board of the Stock Exchange

"Director(s)" the director(s) of the Company

"Domestic Share(s)" domestic share(s) of RMB1.00 each in the share capital of the

Company

"EGM" the extraordinary general meeting of the Company to be held on

Thursday, 28 August 2025, at 10:30 a.m. at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng

District, Beijing, the PRC

"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 RMB1.00 each in the share

capital of the Company

"Latest Practicable Date" 31 July 2025, 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

"Notice of EGM" notice of convening the EGM dated 8 August 2025 as set out on

pages EGM-1 to EGM-2 in this circular

"PRC" the People's Republic of China

"SFO" the Securities and Futures Ordinance (Chapter 571 of the laws of

Hong Kong), as amended, supplemented or modified from time to

time

DEFINITIONS

"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.



(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)

Non-executive Directors:

Ms. Yan Yi

Mr. Xin Shuangbai Ms. Zhao Shujie Mr. Jiang Wei

Mr. Wang Yuzheng

Independent Non-executive Directors:

Mr. Gong Zhiqiang

Mr. Cheung, Wai Hung Boswell

Mr. Dong Jin

Mr. Li Jianqiang

Registered office:

No.11 Xi San Huan Zhong Road

Haidian District Beijing 100036

The PRC

Principal place of business in the PRC:

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

The PRC

Principal place of business in Hong Kong:

25th Floor Neich Tower

128 Gloucester Road

Wanchai Hong Kong

Beijing, the PRC, 8 August 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 31 July 2025 regarding the proposed election of independent non-executive Director.

^{*} For identification purpose only

The purpose of this circular is to provide you with information regarding the proposed election of independent non-executive Director and to seek your approval of the resolutions relating to these matters at the EGM.

2. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Having regard to the nomination policy and the board diversity policy adopted by the Company, the nomination committee of the Company recommended the Board to nominate Mr. Zhou Jinglin ("Mr. Zhou") as candidate for independent non-executive Director. Mr. Zhou has given written notice to the Company indicating that he is willing to accept the nomination and election. The nomination committee of the Company and the Board considered that the experience, knowledge and expertise of Mr. Zhou are beneficial to the diversity of the Board. Therefore, the Board proposes to present resolutions at the EGM to elect Mr. Zhou as independent non-executive Director. The term of office of Mr. Zhou shall commence after approval at the EGM up to the expiration date of the term of the ninth session of the Board. Simultaneously, the Board proposes to appoint Mr. Zhou as a member of the remuneration and appraisal committee and the audit committee of the Company after the appointment of independent non-executive Director becoming effective, subject to the same term of office as Director.

The biographical details of Mr. Zhou are set out below:

Mr. Zhou, aged 43, certified public accountant, certified asset valuer (non-practicing member), engineer, is currently a senior manager of Zhongshen Zhonghuan Certified Public Accountants LLP. He previously worked for Dongbei Special Steel Group Co., Ltd., Shanghai CPA LLP (SCPA) and Zhongzhun Certified Public Accountants. He has extensive experience in auditing and financial management. He graduated from Chongqing University with a bachelor's degree in metallurgical engineering in 2004. Mr. Zhou does not hold any position with nor provide any professional services to the Company or other members of the Company's group. 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 EGM, the Company will enter into a service contract with Mr. Zhou. Mr. Zhou's office as independent non-executive Director shall remain effective up to the expiration date of the term of the ninth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association. His emolument will be determined in accordance with the Remuneration Policy for Directors and Supervisors of the Company. He will be entitled to a fixed emolument of RMB80,000 per annum for his office as independent non-executive Director, if being appointed. As at the Latest Practicable Date, Mr. Zhou does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Zhou is not connected with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhou has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his nomination.

Other than disclosed above, there are no other matters relating to the election of Mr. Zhou as independent non-executive Director 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.

3. EXTRAORDINARY GENERAL MEETING

The Notice of EGM is set out on pages EGM-1 to EGM-2 in this circular for you to consider the resolutions regarding the election of independent non-executive Director and to authorize the Board to enter into a service contract with the newly elected independent non-executive Director.

The EGM is scheduled to be held at 10:30 a.m. on Thursday, 28 August 2025 at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC. The proxy form for use at the EGM is enclosed with this circular.

Whether you intend to attend the EGM 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, Computershare Hong Kong Investor Services 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 EGM (i.e. not later than 27 August 2025 at 10:30 a.m. (Hong Kong time)). Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM 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 EGM 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the election of Director and authorization for the Board to enter into a service contract with the newly elected independent non-executive Director is 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 EGM.

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

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING



(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1075)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") 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 Thursday, 28 August 2025 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

- 1. To elect Mr. Zhou Jinglin as independent non-executive Director of the ninth session of the Board of the Company.
- To authorize the Board to enter into a service contract with the newly elected independent nonexecutive 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.

By order of the Board of Directors

CAPINFO COMPANY LIMITED*

Yu Donghui

Chairman

Beijing, the People's Republic of China, 8 August 2025

Notes:

- 1. The register of shareholders of the Company will be closed from Friday, 22 August 2025 to Thursday, 28 August 2025 (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 EGM, 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, Computershare Hong Kong Investor Services 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 Thursday, 21 August 2025. The holder of shares whose names appear on the register of shareholders of the Company on Friday, 22 August 2025 will be entitled to attend and vote at the EGM.
- 2. Any shareholder of the Company entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
- For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 3. A proxy form of the EGM 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.
- 4. The proxy form should be delivered to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services 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 EGM (i.e. not later than 27 August 2025 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
- 5. Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the EGM or any adjournment thereof (as the case may be) should they so wish and, in such event, the form of proxy will be deemed to have been revoked.
- 6. In accordance with the requirement of the Articles of Association of the Company, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
- 7. The biographical details of the candidate proposed to be elected as independent non-executive director of the Company are set out in the circular in connection with the proposed election of independent non-executive director dispatched to the shareholders of the Company on 8 August 2025.
- 8. As at the date of this notice, the executive directors of the Company are Mr. Yu Donghui and Mr. Zhang Yiqian; the non-executive directors of the Company are Ms. Yan Yi, Mr. Xin Shuangbai, Ms. Zhao Shujie, Mr. Jiang Wei and Mr. Wang Yuzheng; and the independent non-executive directors of the Company are Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Dong Jin and Mr. Li Jianqiang.