
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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The logo for Capinfo Company Limited, featuring the word "CAPINFO" in a bold, red, sans-serif font. The letter "A" is stylized with a white triangle cutout.

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 AMENDMENTS TO THE RULES AND PROCEDURES
FOR MEETINGS OF THE BOARD
PROPOSED ELECTION OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of the circular.

A notice convening the extraordinary general meeting of Capinfo Company Limited to be held on Friday, 29 December 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 16 to 17 of 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 People's Republic of China 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 EGM (i.e. not later than 28 December 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.

7 December 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:

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| “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 RMB0.10 each in the share capital of the Company |
| “EGM” | the extraordinary general meeting of the Company to be held on 29 December 2023, at 10:00 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 RMB0.10 each in the share capital of the Company |
| “Latest Practicable Date” | 30 November 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 |
| “Notice of EGM” | notice of convening the EGM dated 7 December 2023 as set out on pages 16 to 17 in this circular |
| “PRC” | the People’s Republic of China |
| “Rules and Procedures for Meetings of the Board” | the rules and procedures governing the Board meetings (董事會議事規則) of the Company |

DEFINITIONS

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| “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. Yang Yongxin

Non-executive Directors:

Mr. Zhou Weihua
Mr. Feng Jianxun
Ms. Yan Yi
Mr. Xin Shuangbai
Mr. Shan Yuhu

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

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES
FOR MEETINGS OF THE BOARD
PROPOSED ELECTION OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 30 November 2023 in relation to, among others, the proposed amendments to the Rules and Procedures for Meetings of the Board and the proposed election of Director. The purpose of this circular is to provide you with information

* *For identification purpose only*

LETTER FROM THE BOARD

regarding the Rules and Procedures for Meetings of the Board of the Company and the proposed election of Director and to seek your approval of the ordinary resolutions relation to these matters at the EGM.

2. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD

To further standardize the Board's behavior, improve the standardization and effectiveness of the Board's operations, continuously improve the operational efficiency and level of the Board, prevent decision-making risks, and promote the sustainable and healthy development of the Company. According to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company, the Board approved and proposed certain amendments to the existing Rules and Procedures for Meetings of the Board on 30 November 2023 ("**Proposed Amendments to the Rules and Procedures for Meetings of the Board**").

The details of the Proposed Amendments to the Rules and Procedures for Meetings of the Board are set out in Appendix I in this circular.

3. PROPOSED ELECTION OF DIRECTOR

Having regard to the board diversity policy and the nomination policy adopted by the Company, the nomination committee of the Company recommended the Board to nominate Ms. Zhao Shujie ("**Ms. Zhao**") as candidate for non-executive Director. Ms. Zhao has given written notice to the Company indicating that she is willing to accept the nomination and election. The nomination committee of the Company and the Board considered that the knowledge, experience and expertise of Ms. Zhao are beneficial to the diversity of the Board. Therefore, the Board proposes to present resolution at the EGM to elect Ms. Zhao as non-executive Director. The term of office of Ms. Zhao shall commence after approval at the EGM up to the expiration date of the term of the eighth session of the Board.

The biographical details of the proposed Director for election are set out in Appendix II in this circular.

4. EXTRAORDINARY GENERAL MEETING

The Notice of EGM is set out on pages 16 to 17 in this circular for you to consider the resolutions regarding the following matters:

1. To approve the Proposed Amendments to the Rules and Procedures for Meetings of the Board;
2. To approve the proposed election of Director; and
3. To authorize the Board to enter into service contract with the newly elected non-executive Director.

LETTER FROM THE BOARD

The EGM is scheduled to be held at 10:00 a.m. on Friday, 29 December 2023 at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC. The proxy form for use at the EGM are 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, 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 EGM (i.e. not later than 28 December 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 EGM 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 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 Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

6. RECOMMENDATION

The Directors believe that the Proposed Amendments to the Rules and Procedures for Meetings of the Board, election of Director and authorization for the Board to enter into service contract with the newly elected 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 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

Beijing, the People's Republic of China, 7 December 2023

In case of any discrepancy between the Chinese and English versions of this Appendix, the Chinese version shall prevail.

PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD

To further standardize the Board’s behavior, improve the standardization and effectiveness of the Board’s operations, continuously improve the operational efficiency and level of the Board, prevent decision-making risks, and promote the sustainable and healthy development of the Company. According to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company, the Board approved and proposed certain amendments to the existing Rules and Procedures for Meetings of the Board on 30 November 2023 (“**Proposed Amendments to the Rules and Procedures for Meetings of the Board**”).

| Original Articles | Amended Articles |
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| <p>Article 1</p> <p>In order to further standardize the work of the Board of Directors of Capinfo Company Limited (hereinafter referred to as the “Company”), to improve the standardization and effectiveness of the Board of Directors’ operation, continuously improve the operational efficiency and standard of the Board of Directors, prevent decision-making risks, and promote the sustainable and healthy corporate development, these Rules are formulated in accordance with laws and regulations and regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Law of the People’s Republic of China on the State-owned Assets of Enterprises, the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises as well as the relevant requirements set out in the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”) and the Implementation Methods of Capinfo Company Limited to adhere to implement the “Three Importance and One Large”</p> | <p>Article 1</p> <p>In order to further standardize the work of the Board of Directors of Capinfo Company Limited (hereinafter referred to as the “Company”), to improve the standardization and effectiveness of the Board of Directors’ operation, continuously improve the operational efficiency and standard of the Board of Directors, prevent decision-making risks, and promote the sustainable and healthy corporate development, these Rules are formulated in accordance with laws and regulations and regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Law of the People’s Republic of China on the State-owned Assets of Enterprises, the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises as well as the relevant requirements set out in the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”) and the Implementation Methods of Capinfo Company Limited to adhere to implement the “Three Importance and One Large” Decision-making</p> |

| Original Articles | Amended Articles |
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| <p>Decision-making System (hereinafter referred to as the “Implementation Methods of Three Importance and One Large”).</p> | <p>System (hereinafter referred to as the “Implementation Methods of Three Importance and One Large”).</p> |
| <p>Article 3 The Company shall establish a Board of Directors. The Board of Director shall comprise twelve Directors, at least one-third of which shall be independent non-executive Directors, at least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with the Listing Rules. Independent non-executive Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven Directors. The external Directors (namely, who do not hold a position in the Company, including independent non-executive Directors) shall comprise one half or more of the Board of Directors. The composition of Board of Directors shall be in accordance with the Articles of Association. Directors shall be elected or replaced at the general meeting each with a term of three years. The term of a Director is renewable by re-election upon expiry. A Director, before his term of office is expired, shall not be removed by the general meeting without cause. The term of a Director shall last from the date of his appointment till the date of expiration of the current session of the Board.</p> | <p>Article 3 The Company shall establish a Board of Directors. The Board of Director shall comprise twelve Directors, at least one-third of which shall be independent non executive Directors, at of which two shall be executive Directors, five shall be non-executive Directors appointed by the shareholders, and five shall independent non-executive Directors. At least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with the Listing Rules; and at least one of the independent non-executive Directors shall be an expert with influence in information technology or digital economy industries (hereinafter referred to as the “Industry Expert Director”). Independent non-executive Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven Directors. The external Directors (namely, who do not hold a position in the Company, including independent non-executive Directors) shall comprise one half or more of the Board of Directors. The composition of Board of Directors shall be in accordance with the Articles of Association. Directors shall be elected or replaced at the general meeting each with a term of three years. The term of a Director is renewable by re-election upon expiry. A Director, before his term of office is expired, shall not be removed by the general meeting without cause. The term of a Director shall last from the date of his appointment till the date of expiration of the current session of the Board.</p> |
| <p>Article 7 The statutory authorities of the Board of Directors and the authority to make decisions on the “Three Importance and One Large” matters that fall within the scope of decision-making of the Board of</p> | <p>Article 7 The statutory authorities of the Board of Directors and the authority to make decisions on the “Three Importance and One Large” matters that fall within the scope of decision making of the Board of</p> |

| Original Articles | Amended Articles |
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| <p>Directors shall not be delegated to the chairman of the Board, any Director or other individual. In order to improve the efficiency of business decision making, the Board of Directors may, within the scope of its authority, delegate to the chairman of the Board and the general managers of the Company the authority to make decisions on non-”Three Importance and One Large” matters that are not within the statutory authorities of the Board of Directors and do not require collective decision-making. After the delegation, the Board of Directors still assumes responsibility for the matters delegated. Delegation of authority for specific types of matters shall be done by giving a written authorization that specifies the matter to be authorized, the authorization, and the duration of the authorization, etc., and the duration of authorization shall not exceed the term of the Board of Directors (in principle, not more than 3 years). In addition, the Board office shall take the lead in establishing a mechanism for monitoring and tracking the matter authorized. Delegation of authority for specific decision-making shall be done by means of a resolution of the Board of Directors in accordance with law. Authorization for decision making shall be granted on a case-by-case basis and shall not be granted to other organizations or individuals in general or on a long-term basis.</p> | <p>Directors shall not be delegated to the chairman of the Board, any Director or other individual. In order to improve the efficiency of business decision making, the Board of Directors may, within the scope of its authority, delegate to the chairman of the Board and the general managers of the Company the authority to make decisions on non-”Three Importance and One Large” matters that are not within the statutory authorities of the Board of Directors and do not require collective decision-making certain types of matters. After the delegation, the Board of Directors still assumes responsibility for the matters delegated. Delegation of authority for specific types of matters shall be done by giving a written authorization that specifies the matter to be authorized, the authorization, and the duration of the authorization, etc., and the duration of authorization shall not exceed the term of the Board of Directors (in principle, not more than 3 years). In addition, the Board office shall take the lead in establishing a mechanism for monitoring and tracking the matter authorized. Delegation of authority for specific decision-making shall be done by means of a resolution of the Board of Directors in accordance with law. Authorization for decision making shall be granted on a case-by-case basis and shall not be granted to other organizations or individuals in general or on a long-term basis.</p> |
| <p>Article 8 The Directors shall make decisions on matters within the scope of authority of the Board of Directors and supervise the senior management through Board meetings and by other lawful means, thus earnestly safeguarding the legitimate rights and interests of shareholders and the Company. The Directors shall bear fiduciary and diligent duties to the shareholders and the Company, and shall not abuse their power and convenience in the Company to seek improper benefits. The specific rights and obligations of the Directors shall be governed by laws, regulations, regulatory documents and the Articles of Association.</p> | <p>Article 8 The Directors shall make decisions on matters within the scope of authority of the Board of Directors and supervise the senior management through Board meetings and by other lawful means, thus earnestly safeguarding the legitimate rights and interests of shareholders and the Company. The Directors shall bear fiduciary and diligent duties to the shareholders and the Company, and shall not abuse their power and convenience in the Company to seek improper benefits. In accordance with the relevant regulations on state-owned assets supervision, for matters that indeed require advance decision by state-owned shareholders, the Directors nominated and recommended by them must complete the</p> |

| Original Articles | Amended Articles |
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| | <p>internal decision-making process of state-owned shareholders within five working days after receiving the proposal of the Board of Directors, and exercise voting rights at the meeting of the Board of Directors. The specific rights and obligations of the Directors shall be governed by laws, regulations, regulatory documents and the Articles of Association.</p> |
| <p>Article 11 The chairman of the Board is the primary responsible person for the effective operation of the Board, and is responsible for establishing and continuously improving the working system and working organization of the Board to promote the standardized and effective operation of the Board. The chairman of the Board shall be elected and removed by a simple majority of Directors. The chairman of the Board is the legal representative of the Company, who shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over the general meetings and to convene and preside over meetings of the Board; (2) to examine the implementation of resolutions passed by the Board; (3) to sign the share certificates issued by the Company; (4) to exercise other functions and powers conferred by the Board of Directors. | <p>Article 11 The chairman of the Board is the primary responsible person for the effective operation of the Board, and is responsible for establishing and continuously improving the working system and working organization of the Board to promote the standardized and effective operation of the Board. The chairman of the Board shall be elected and removed by a simple majority of Directors. The chairman of the Board is the legal representative of the Company, who shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over the general meetings and to convene and preside over meetings of the Board; (2) to examine the implementation of resolutions passed by the Board; (3) to sign the share certificates issued by the Company; (4) to exercise other functions and powers conferred by the Board of Directors and the Articles of Association. |
| <p>Article 24 The Board meetings may be held on-site or by way of teleconference. An on-site meeting is a Board meeting at which more than a half (inclusive) of the Directors are present in person; a teleconference is a meeting at which more than a half (inclusive) of the Directors participate via telephone, audio, video and other means of communication, through which real-time communication and exchange among the attendees of the meeting should be available.</p> | <p>Article 24 The Board meetings may be held on-site or by way of teleconference. An on-site meeting is a Board meeting at which more than a half (inclusive) of the Directors are present in person; a teleconference is a meeting at which more than a half (inclusive) of the Directors participate via telephone, audio, video and other means of communication, through which real-time communication and exchange among the attendees of the meeting should be available. shall be held on-site or via video conference in principle. When necessary, as long as the Directors are able to</p> |

| Original Articles | Amended Articles |
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| | <p>fully express their opinion, and with the consent of the convener (chairperson of the meeting) and proposer, meetings may also be held by telephone, facsimile or email. In addition, on-site meeting and other means of meeting can be simultaneously adopted for the meeting of the Board.</p> <p>The number of the attending directors shall be counted based on the directors present at the Board meeting in person, in the live video, expressing opinions on the phone, as well as on the valid votes delivered via fax, email or other means within the prescribed period or the written confirmation letters submitted by the Directors afterwards in confirmation of their attendance of the meeting.</p> <p>In principle, Board meetings for the purpose of consideration of the decisions on the “Major Matters” shall be held in the form of physical meetings.</p> |
| <p>Article 25 In principle, Board meetings for the purpose of consideration of the decisions on the “Three Importance and One Large” matters shall be held in the form of onsite meetings; in special or emergency situations, the meetings may also be held by way of teleconference upon the proposal of the chairman of the Board and the approval of at least a half (inclusive) of the external Directors. Board resolutions shall be made in written form. When a Board meeting is held by way of teleconference, the Directors may not appoint a proxy to attend the meeting. If a Director is unable to sign on a resolution at a meeting, he/she shall cast votes verbally and responsively affix the written signature. The verbal vote by a Director shall have the same effect as the written signature, provided that there is no discrepancy between the vote expressed by such Director in completing the written signature and the vote verbally expressed by him/her during the</p> | <p>Article 25 In principle, Board meetings for the purpose of consideration of the decisions on the “Three Importance and One Large” matters shall be held in the form of on site meetings; in special or emergency situations, the meetings may also be held by way of teleconference upon the proposal of the chairman of the Board and the approval of at least a half (inclusive) of the external Directors. Board resolutions shall be made in written form. When a Board meeting is held by way of teleconference, the Directors may not appoint a proxy to attend the meeting. If a Director is unable to sign on a resolution at a meeting, he/she shall cast votes verbally and responsively affix the written signature. The verbal vote by a Director shall have the same effect as the written signature, provided that there is no discrepancy between the vote expressed by such Director in completing the written signature and the vote verbally expressed by him/her during the</p> |

| Original Articles | Amended Articles |
|--|--|
| <p>meeting. Board meetings held by way of teleconference, shall be recorded in audio or video form, in addition to minutes and resolutions.</p> | <p>meeting. Board meetings held by way of teleconference, shall be recorded in audio or video form, in addition to minutes and resolutions.</p> |
| <p>Article 29 The Board office shall serve notice of the meeting to all Directors at least fourteen days before a Board meeting. Such notice shall be copied to all supervisors attending the Board meeting and other attendees. Directors shall inform the Company by telephone, facsimile, email, etc. whether he will attend the meeting three days before the meeting is convened. Notice of meetings are generally delivered via the Company’s meeting management information system, email, and telephone. Notice of meetings shall be issued by the chairman of the Board and generally include the following:</p> <ol style="list-style-type: none"> (1) the time, place and date of the meeting; (2) the manner of convening the meeting (on-site meeting or teleconference); (3) the reasons and subject matters; (4) the date of the notice; (5) the contact person and contact information. <p>The notice of Board meetings may be given by hand, facsimile, courier, email, etc. Where three or more Directors or the general managers of the Company propose(s) resolutions in respect of urgent matters after the notice of Board meeting is served but three days before the Board meeting is convened, such proposals may be treated as the supplemental or amended documents of the meeting materials, and be served to the Directors of the Company in writing by post or email, and be discussed, considered and resolved at the Board meeting. With consent by a simple majority of all Directors, the fourteen-day advance notice requirement of a Board meeting may be waived, and such Board meeting can be convened promptly as necessary.</p> | <p>Article 29 The Board office shall serve notice of the meeting to all Directors at least fourteen days before a Board meeting at least fourteen days before a regular meeting and at least five days before an extraordinary meeting. Such notice shall be copied to all supervisors attending the Board meeting and other attendees. Directors shall inform the Company by telephone, facsimile, email, etc. whether he will attend the meeting three days before the meeting is convened. Notice of meetings are generally delivered via the Company’s meeting management information system, email, and telephone. Notice of meetings shall be issued by the chairman of the Board and generally include the following:</p> <ol style="list-style-type: none"> (1) the time, place and date of the meeting; (2) the manner of convening the meeting (on-site meeting or teleconference); (3) the reasons and subject matters; (4) the date of the notice; (5) the contact person and contact information. <p>The notice of Board meetings may be given by hand, facsimile, courier, email, etc. Where three or more Directors or the general managers of the Company propose(s) resolutions in respect of urgent matters after the notice of Board meeting is served but three days before the Board meeting is convened, such proposals may be treated as the supplemental or amended documents of the meeting materials, and be served to the Directors of the Company in writing by post or email, and be discussed, considered and resolved at the Board meeting. With consent by a simple majority of all Directors, the fourteen-day advance notice requirement of a Board meeting the advance notice requirement may be waived, and such Board meeting can be convened promptly as necessary.</p> |

| Original Articles | Amended Articles |
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| <p>Article 32 More than half of the Directors, including authorised Directors, shall form the quorum of Board meetings. A Director who attends a teleconference in person is deemed to be present at a Board meeting. Where a Director is unable to attend a meeting for any reason, he/she shall take leave of absence from the chairperson of the meeting and review the meeting materials in advance so as to submit a written proxy form indicating his/her voting preference to the proxy Director and the Board secretary prior to the meeting. Where a Director appoints another Director to attend the meeting, he shall indicate expressly on the written authorization the subject proposals for authorization and his own opinions therefor. The attorney shall produce the signed or sealed authorisation when attending the meeting and exercise his rights within the scope of authorisation. Any comment that the proxy wishes to make at the meeting should be provided in writing together with the proxy form. It is inappropriate for a Director to give a blank form of proxy, nor is a Director to delegate full power to the proxy. Authorisation shall be for one particular issue only. As a matter of principle, a Director may not accept proxies from more than two Directors are present at the meeting at any one time. A Director who attends a meeting in place of another Director shall exercise his/her powers within the scope of the authority delegated to him.</p> | <p>Article 32 More than half of the Directors, including authorised Directors, shall form the quorum of Board meetings. A Director who attends a teleconference in person is deemed to be present at a Board meeting. Where a Director is unable to attend a meeting for any reason, he/she shall take leave of absence from the chairperson of the meeting and review the meeting materials in advance so as to submit a written proxy form indicating his/her voting preference to the proxy Director and the Board secretary prior to the meeting. Where a Director appoints another Director to attend the meeting, he shall indicate expressly on the written authorization the subject proposals for authorization and his own opinions therefor. The attorney shall produce the signed or sealed authorisation when attending the meeting and exercise his rights within the scope of authorisation. Any comment that the proxy wishes to make at the meeting should be provided in writing together with the proxy form. It is inappropriate for a Director to give a blank form of proxy, nor is a Director to delegate full power to the proxy. Authorisation shall be for one particular issue only. As a matter of principle, a Director may not accept proxies from more than two Directors are present at the meeting at any one time. A Director who attends a meeting in place of another Director shall exercise his/her powers within the scope of the authority delegated to him.</p> |
| <p>Article 33 The general managers (if not a director), members of the Board of Supervisors (Supervisors) and secretary to the Board shall attend the Board meetings. The secretary of the discipline committee, the financial controller and the general legal adviser attend Board meetings in accordance with relevant regulations. In case of special circumstances, with the consent of the chairman of the Board of Directors, the attendance via teleconference in person is deemed to be attendance at the Board meeting. Depending on the circumstances of the subject matter, and with the consent of the chairman of the Board, the secretary to the Board may notify other relevant persons to attend</p> | <p>Article 33 The general managers (if not a director), members of the Board of Supervisors (Supervisors) and secretary to the Board shall attend the Board meetings. The secretary of the discipline committee, the financial controller and the general legal adviser attend Board meetings in accordance with relevant regulations. In case of special circumstances, with the consent of the chairman of the Board of Directors, the attendance via teleconference in person is deemed to be attendance at the Board meeting. Depending on the circumstances of the subject matter, and with the consent of the chairman of the Board, the secretary to the Board may notify other relevant persons to attend the Board</p> |

| Original Articles | Amended Articles |
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| <p>the Board meeting. Members of the Board of Directors of the Company and attendees shall not divulge the contents of Board meetings to any outsiders.</p> | <p>meeting. Members of the Board of Directors of the Company and attendees shall not divulge the contents of Board meetings to any outsiders.</p> |
| <p>(No existing article)</p> | <p>Article 40 The Industry Expert Director shall be entitled to one-vote veto power on the following matters that require resolution by the Board of Directors: strategic planning, business plans and investment plans of the Company.</p> <p>If the above matters are not approved when first considered, the matters, after revision, may be resubmitted to the Board of Directors for consideration. The Industry Expert Director shall not be entitled to one-vote veto power in the case of re-consideration.</p> |
| <p>(No existing article)</p> | <p>Article 42 When exercising his/her one-vote veto power, the Industry Expert Director should also state the reasons for their veto and propose changes to the subject. The one-vote veto power shall not be exercised without justifiable reasons to the detriment of the interests of the Company and all shareholders.</p> |
| <p>Article 46 The Company shall keep archives of Board meetings. The archives shall include notices of meetings, proxies for Directors to appoint proxies to vote, meeting materials, minutes and resolutions confirmed by Directors’ signatures, and audio and video recordings of meetings held by teleconference. The minutes and resolutions of Board meetings shall be kept permanently. (Original Article 46)</p> | <p>Article 46 Article 48 The Company shall keep archives of Board meetings. The archives shall include notices of meetings, proxies for Directors to appoint proxies to vote, meeting materials, minutes and resolutions confirmed by Directors’ signatures, and audio and video recordings of meetings held by teleconference video conference or teleconference, and original facsimile copies and emails of voting. The minutes and resolutions of Board meetings shall be kept permanently.</p> |
| <p>Article 53 The Board of Directors shall formulate these Rules, which shall be appended to the Articles of Association and, effective after approved at a general meeting. Any amendment hereto shall be</p> | <p>Article 53 Article 55 The Board of Directors shall formulate these Rules and Procedures, which shall become effective and be implemented upon approval at a general meeting- Any amendment hereto shall be proposed by the</p> |

APPENDIX I**PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD**

| Original Articles | Amended Articles |
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| proposed by the Board of Directors and approved at a general meeting before taking effect. (Original Article 53) | Board of Directors and shall become effective upon approval at a general meeting. <u>from the date of the approval of the corresponding amendments to the Articles of Association.</u> |

The above-mentioned Proposed Amendments to the Rules and Procedures for Meetings of the Board are subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

The existing rules will be renumbered accordingly upon the Proposed Amendments to the Rules and Procedures for Meetings of the Board and other provisions in the Rules and Procedures for Meetings of the Board remain unchanged. The Proposed Amendments to the Rules and Procedures for Meetings of the Board are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

Ms. Zhao Shujie, aged 49, senior engineer, is currently the general manager and director of Beijing Telecom Investment Co., Ltd., the sponsor shareholder of the Company, and is responsible for the company's operation management, rules and regulations, development plan and investment proposal etc. Ms. Zhao graduated from Beijing University of Posts and Telecommunications with a master degree in management engineering in 1999. Ms. Zhao previously served as deputy general manager of audit department, deputy general manager of product support centre, deputy general manager of material procurement and management department of China Unicom Group, Beijing branch. Ms. Zhao joined Beijing Telecom Investment Co., Ltd. in 2023, with extensive experience in enterprise operation management. Save as disclosed above, Ms. Zhao does not hold any position with the Company or other members of the Company's group and she 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 Ms. Zhao. Ms. Zhao'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. Ms. Zhao will not receive any remuneration from the Company in respect of her office as non-executive Director, if being appointed. As at the Latest Practicable Date, Ms. Zhao does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Zhao 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 Ms. Zhao as 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 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 Friday, 29 December 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To propose amendments to the Rules and Procedures for Meetings of the Board.
2. To elect Ms. Zhao Shujie as non-executive Director of the eighth session of the Board of the Company.
3. To authorize the Board to enter into service contract with the newly elected 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.

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

Beijing, the People’s Republic of China, 7 December 2023

Notes:

1. The register of shareholders of the Company will be closed from Friday, 22 December 2023 to Friday, 29 December 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 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, 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 Thursday, 21 December 2023.
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, 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 EGM (i.e. not later than 28 December 2023 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
5. In accordance with the requirement of the Articles of Association of the Company and Rule 13.39(4) of the Listing Rules, 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 Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

As of the date of this notice, the executive directors of the Company are Mr. Yu Donghui, Mr. Zhang Yiqian and Mr. Yang Yongxin; the non-executive directors of the Company are Mr. Zhou Weihua, Mr. Shan Yuhu, Mr. Feng Jianxun, Ms. Yan Yi and Mr. Xin Shuangbai; 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.