
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 or transferred all your shares in **Capinfo Company Limited***, you should at once hand this supplemental circular and the accompanying supplemental proxy form to the purchaser or transferee, or to the bank, licensed securities dealer or registered institution in securities through whom the sale or transfer was effected for transmission to the purchaser or 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 DIRECTOR
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

A supplemental notice of the extraordinary general meeting (the “EGM”) of Capinfo Company Limited is set out on pages 8 to 9 of this supplemental circular. The EGM will be held as scheduled 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.

This supplemental circular and the accompanying supplemental proxy form applicable to the EGM have been posted on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.capinfo.com.cn).

* *For identification purpose only*

12 December 2023

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DEFINITIONS

In this supplemental 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 RMB0.10 each in the share capital of the Company
“EGM”	the extraordinary general meeting of the Company 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 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”	8 December 2023, being the latest practicable date prior to printing of this supplemental circular for the purpose of ascertaining certain information for inclusion in this supplemental 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 in the circular dated 7 December 2023
“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
“Supplemental Notice of EGM”	the supplemental notice of the EGM dated 12 December 2023 as set out on pages 8 and 9 of this supplemental circular
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

In this supplemental 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

12 December 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Please refer to the Notice of EGM which sets out the date, time and place of the EGM, the resolutions to be presented at the EGM for Shareholders' approval and the supplemental announcement published on 8 December 2023 regarding the proposed election of Dr. Dong Jin ("**Dr. Dong**") as independent non-executive Director.

* *For identification purpose only*

LETTER FROM THE BOARD

On 8 December 2023, the Board announced that, due to other work arrangements, Mr. Yang Yongxin (“**Mr. Yang**”) will resign as an executive Director and the member of rule of law and compliance committee of the Company with effect from the conclusion of the EGM. Mr. Yang has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders. The Board hereby wishes to express its gratitude to Mr. Yang for his valuable contributions to the Company during his term of office.

This supplemental circular aims to issue a Supplemental Notice of EGM to you, and provide you with details about the resolutions to be presented for consideration at the EGM.

2. PROPOSED ELECTION OF DIRECTOR

In order to strengthen the Board’s capability in strategic leadership, comprehensively enhance the industrialization and professionalism of independent non-executive director, the nomination committee of the Company proposed the addition of one or two independent non-executive Director(s) who is/are expert with influence in information technology or digital economy industries. Therefore, the nomination committee of the Company recommended the Board to nominate Dr. Dong Jin (“**Dr. Dong**”) as candidate for an independent non-executive Director of the eighth session of the Board of the Company. Simultaneously, the Chairman of the Company has nominated Dr. Dong as a member of the strategy committee of the Company after the appointment of independent non-executive Director becoming effective, subject to the same term of office as Director.

Dr. Dong has given written notice to the Company indicating that he is willing to accept the nomination and election. Besides, Dr. Dong has given written confirmation of independence to the Company. The nomination committee of the Company and the Board considered that Dr. Dong satisfies all the independence criteria as set out in Rule 3.13 of the Listing Rules. The experience, knowledge and expertise of Dr. Dong are beneficial to the diversity of the Board. Therefore, the Board proposes to present resolutions at the EGM to elect Dr. Dong as the independent non-executive Director. The term of office of Dr. Dong 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 Dr. Dong are set out below:

Dr. Dong, aged 52, is currently an officer of National Blockchain Technology Innovation Centre, a Director of Beijing Microchip Edge Computing Research Institute and a Deputy to the 14th National People’s Congress of the PRC. Dr. Dong graduated in Tsinghua University with a doctor’s degree. He has issued over 100 research papers in international academic conference and journals and has obtained over 40 invention patents in United States. Simultaneously, he has served as a member of Advisory Committee for Policy Decision in Technology Strategy in Beijing and a member of Natural Science Foundation in Beijing. Dr. Dong has engaged in the research on core technology in the fields of blockchain, privacy computing and microchip design for a long time and led the development of the first self-controllable blockchain software and hardware technology system – “ChainMaker” in the Mainland, which was applied in more than 100 critical scenarios for the Mainland ministries, State-owned enterprises and in the areas of economy, people’s livelihood and social governance in Beijing

LETTER FROM THE BOARD

region etc., generating significant social and economic values. Save as disclosed above, Dr. Dong does not hold any position with the Company or other members of the Company's group and he does not hold any directorship in any other listed public companies in the past three years.

Subject to approval by the Shareholders at the EGM, the Company will enter into a service contract with Dr. Dong. Dr. Dong's office as a 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. His emolument will be determined in accordance with the Remuneration System of Directors and Supervisors of the Company. He will be entitled to a fixed emolument of RMB80,000 per annum for his office as an independent non-executive Director, if being appointed.

As at the Latest Practicable Date, Dr. Dong does not have any interest in the Shares within the meaning of Part XV of the SFO. Dr. Dong 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 Dr. Dong as a 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 above ordinary resolutions to be presented are set out as Ordinary Resolutions No. 4 and No. 5 in the Supplemental Notice of EGM on pages 8 and 9 of this supplemental circular.

Since the proxy form (the "**Original Proxy Form**") issued with the circular dated 7 December 2023 does not contain the new resolutions in the Supplemental Notice of EGM, a supplemental proxy form (the "**Supplemental Proxy Form**") will be issued with this supplemental circular.

If any Shareholder has not yet submitted the Original Proxy Form according to the instructions in the Notice of EGM and wishes to appoint a proxy to attend the EGM on his behalf, he is required to submit the Supplemental Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.

To be valid, the supplemental proxy form, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 holders 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 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)).

LETTER FROM THE BOARD

For any Shareholder who has submitted the Original Proxy Form according to the instructions in the Notice of EGM, please note that:

- (i) if the Shareholder has not submitted the Supplemental Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the Original Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) at the EGM on the resolutions proposed in the Notice of EGM, and to vote at his discretion on the new resolutions set out in the Supplemental Notice of EGM;
- (ii) if the Shareholder has submitted the Supplemental Proxy Form prior to the deadline set out in the Notice of EGM, then the Supplemental Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Supplemental Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) on any resolution (including the new resolutions set out in the Supplemental Notice of EGM) proposed in an appropriate manner at the EGM; and
- (iii) if the Shareholder submitted the Supplemental Proxy Form after the designated time, or the Supplemental Proxy Form submitted is improperly completed, the Supplemental Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Supplemental Proxy Form was submitted.

Completion and delivery of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting at the meeting or any adjournment thereof if 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 Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the resolutions in respect of the proposed election of Director are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the resolutions at the EGM.

LETTER FROM THE BOARD

Please refer to the Notice of EGM for details about other resolutions to be submitted for consideration and approval at the EGM, eligibility of Shareholders to attend the EGM, appointment of proxies, registration procedures, closure of register of members and other matters.

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, 12 December 2023

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF EXTRAORDINARY 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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of the Extraordinary General Meeting (the “**EGM**”) dated 7 December 2023 of Capinfo Company Limited (the “**Company**”) which sets out the date, time and place of the EGM as well as the resolutions to be presented at the EGM for Shareholders’ consideration and approval.

A SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the EGM will be held as scheduled 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, at which, in addition to the resolutions contained in the Notice, the following resolutions will also be considered and approved at discretion. Save as mentioned herein, all information and contents set out in the Notice remain unchanged.

ORDINARY RESOLUTIONS

4. To elect Dr. Dong Jin as independent non-executive Director of the eighth session of the Board of the Company.
5. To authorize the Board to enter into service contract with the newly elected independent 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
CAPINFO COMPANY LIMITED*
Yu Donghui
Chairman

Beijing, the People’s Republic of China, 12 December 2023

Notes:

1. Details about the above resolutions are contained in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 12 December 2023. Unless the context requires otherwise, the terms used in this Supplemental Notice of EGM shall have the meanings same as those used in the Supplemental Circular.
2. Since the proxy form (the “**Original Proxy Form**”) issued with the circular dated 7 December 2023 does not contain the new resolutions in the Supplemental Notice of EGM, a supplemental proxy form (the “**Supplemental Proxy Form**”) is issued with the Supplemental Circular.

* For identification purpose only

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

3. If any Shareholder has not yet submitted the Original Proxy Form according to the instructions in the Notice of EGM and wishes to appoint a proxy to attend the EGM on his behalf, he is required to submit the Supplemental Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.
4. To be valid, the Supplemental Proxy Form, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 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 scheduled for the meeting (i.e. not later than 28 December 2023 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
5. For any Shareholder who has submitted the Original Proxy Form according to the instructions in the Notice of EGM, please note that:
 - (i) if the Shareholder has not submitted the Supplemental Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the Original Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) at the EGM on the resolutions proposed in the Notice of EGM, and to vote at his discretion on the new resolutions set out in the Supplemental Notice of EGM;
 - (ii) if the Shareholder has submitted the Supplemental Proxy Form prior to the deadline set out in the Notice of EGM, then the Supplemental Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Supplemental Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his discretion (if no such instructions were given) on any resolution (including the new resolutions set out in the Supplemental Notice of EGM) proposed in an appropriate manner at the EGM; and
 - (iii) if the Shareholder submitted the Supplemental Proxy Form after the designated time, or the Supplemental Proxy Form submitted is improperly completed, the Supplemental Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Supplemental Proxy Form was submitted.
6. Completion and delivery of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.
7. Please refer to the Notice of EGM for details about other resolutions to be submitted for consideration and approval at the EGM, eligibility of Shareholders to attend the EGM, appointment of proxies, registration procedures, closure of register of members and other matters.
8. As of the date of this supplemental 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.