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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)

**ANNOUNCEMENT OF
THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To bring the Articles of Association in line with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023 and to provide flexibility to the Company in relation to the conduct of general meetings, the Board proposed to seek approval of the Shareholders by way of special resolution at the AGM to authorize the Board to amend the Articles of Association in such manner as it is necessary to better connect the Articles of Association with the Rules of Procedures of the Board and to meet the relevant requirements of the paperless listing regime. The proposed amendments to the Articles of Association are subject to the Shareholders' approval at the AGM and will become effective upon approval by the Shareholders. Details of the proposed amendments to the Articles of Association are set out in the Appendix of this announcement.

Save for the proposed amendments to the Articles of Association, other provisions in the Articles of Association will remain unchanged. The English version of the Articles of Association is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

A circular containing, among other things, details of the proposed Amendments to the Articles of Association and supplemental notice of AGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS AND INTERPRETATIONS

In this announcement, 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
“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, overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company are listed on the Main Board of the Stock Exchange (Stock Code: 1075)
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“AGM”	the annual general meeting of the Company to be held on Tuesday, 18 June 2024, at 10:00 a.m. at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC to, among others, consider and, if thought fit, approve the proposed amendments to the Articles of Association to satisfy the relevant requirements of paperless.
“PRC” or “China”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region
“Shareholder(s)”	holder(s) of the existing share(s) and/or consolidated share(s) of the Company, as the case maybe
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board of
CAPINFO COMPANY LIMITED*
YU Donghui
Chairman

Beijing, the People’s Republic of China,
28 May 2024

As of the date of this announcement, the executive directors of the Company are Mr. Yu Donghui and Mr. Zhang Yiqian; the non-executive directors of the Company are Mr. Zhou Weihua, Mr. Feng Jianxun, Ms. Yan Yi, Mr. Xin Shuangbai and Ms. Zhao Shujie; and the independent non-executive directors of the Company are Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Yang Xiaohui, Mr. Dong Jin and Mr. Su Zhongxing.

* *For identification purpose only*

APPENDIX

Articles before amendments	Articles after amendments
<p>Article 61 Notice of a shareholders' general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of shareholders' general meetings may be given by public announcement.</p> <p>The public announcement referred to in this Article shall be published in one or more newspapers with national circulation approved by the securities regulatory authority under State Council. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received notice of the relevant meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>	<p>Article 61 Notice of a shareholders' general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by one or more of the following means:</p> <ol style="list-style-type: none"> (1) By personal delivery; (2) By prepaid mail; (3) By email; (4) By announcement; (5) By other means as permitted by laws and regulations and the regulatory authorities of the place where the shares of the Company are listed. <p>Where laws and regulations require an announcement, an announcement shall be made. If the regulatory authority of the place on which the shares of the Company are listed requires one or more other forms of delivery in addition to the announcement, it shall prevail.</p> <p>Notices of general meetings may be published by way of announcement on the website designated on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all shareholders.</p> <p>by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of shareholders' general meetings may be given by public announcement.</p> <p>The public announcement referred to in this Article shall be published in one or more newspapers with national circulation approved by the securities regulatory authority under State Council. Once the announcement has been</p>

Articles before amendments	Articles after amendments
	<p>published, all holders of domestic invested shares shall be deemed to have received notice of the relevant meeting.</p> <p>Notices of general meetings may be delivered to holders of overseas listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas listed foreign shares.</p>
<p>Article 96 Board meetings are required to be held at least four (4) times every year. A board meeting shall be convened by the chairman of the board and a relevant notice shall be given to all directors fourteen (14) days before the meeting date. In case of emergency matters, an extraordinary board meeting may be proposed by shareholders representing more than one tenth of the voting rights, three (3) or more directors, two (2) or more independent directors, the Party Committee of the Company, the supervisory committee, the chairman of the board or the general manager of the Company. Such fourteen (14)-day notice can be waived where half of all the directors of the Company consent to the extraordinary board meeting, and such meeting may, in accordance to the needs, be held by way of a timely board meeting or by written resolutions.</p>	<p>Article 96 Regular Board meetings are required to be held at least four (4) times every year. A board meeting shall be convened by the chairman of the board and a relevant notice shall be given to all directors fourteen (14) days before the meeting date. In case of emergency matters, an extraordinary board meeting may be proposed by shareholders representing more than one tenth of the voting rights, three (3) or more directors, two (2) or more independent directors, the Party Committee of the Company, the supervisory committee, the chairman of the board or the general manager of the Company. Notice of meeting shall be served to all directors at least 5 days before an extraordinary board meeting.</p> <p>Such fourteen (14) day notice can be waived where half of all the directors of the Company consent to the extraordinary board meeting, and such meeting may, in accordance to the needs, be held by way of a timely board meeting or by written resolutions.</p>
<p>Article 97 The written notice for convening meetings of the Board of Directors and extraordinary meetings of the Board of</p>	<p>Article 97 The written notice for convening meetings of the Board of Directors and extraordinary extraordinary meetings of the</p>

Articles before amendments	Articles after amendments
<p>Directors may be sent to each Director by way of face to face delivery, facsimile, courier, registered mail or airmail.</p>	<p>Board of Directors may be sent to each Director by way of face to face delivery, facsimile, courier, registered mail or airmail email.</p>
<p>Article 140 The above mentioned financial reports of the Company together with a report of the Board of Directors shall be made available for inspection by shareholders at least twenty (20) days prior to the date of the annual shareholders' general meeting. Each shareholder shall be entitled to obtain a copy of any financial statements referred to in this Chapter.</p> <p>Copies of such statements and the report of the Board of Directors shall at least be sent to each holder of overseas listed foreign invested shares by prepaid mail at his address as shown in the register of shareholders at least twenty-one (21) days prior to the date of the annual shareholders' general meeting.</p>	<p>Article 140 The above mentioned financial reports of the Company together with a report of the Board of Directors shall be made available made available for inspection by shareholders at least twenty (20) days prior to the date of the annual shareholders' general meeting annual shareholders' general meeting. Each shareholder shall be entitled to obtain a copy of any financial statements referred to in this Chapter.</p> <p>Copies of such statements and the report of the Board of Directors shall at least be sent delivered or sent to each holder of overseas listed foreign invested shares by prepaid mail at his address as shown in the register of shareholders at least twenty-one (21) days prior to the date of the annual shareholders' general meeting. Subject to the compliance of laws, administration rules, department regulations, normative provisions and relevant requirements of listing rules of the stock exchange(s) where the shares of the Company are listed, the Company can choose to conduct via electronic means or publish on the Company's website or the designed website of the stock exchange(s) where the shares of the Company are listed.</p>
<p>Article 162 An auditor may resign his office by depositing at the Company's residence a written notice of resignation to that effect and containing:</p> <p>(1) a statement to the effect that there are no circumstances connected with his resignation which he considers should be brought to the notice of the shareholders or creditors of the Company; or</p>	<p>Article 162 An auditor may resign his office by depositing at the Company's residence a written notice of resignation to that effect and containing:</p> <p>(1) a statement to the effect that there are no circumstances connected with his resignation which he considers should be brought to the notice of the shareholders or creditors of the Company; or</p>

Articles before amendments	Articles after amendments
<p>(2) a statement of any such circumstances;</p> <p>Any such notice shall terminate his office on the date on which it is deposited or on such later date as may be specified therein.</p> <p>Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of such statement by postage pre-paid mail to each of the holders of the overseas listed foreign investment shares at its registered address contained in the shareholders' register.</p> <p>Where the auditor's notice of resignation contains a statement of any circumstances which should be brought to the notice, the auditor may require the Board of Directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with the auditor's resignation.</p>	<p>(2) a statement of any such circumstances;</p> <p>Any such notice shall terminate his office on the date on which it is deposited or on such later date as may be specified therein.</p> <p>Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also send deliver or send a copy of such statement by postage pre-paid mail by electronic means to each of the holders of the overseas listed foreign investment shares at its registered address contained in the shareholders' register.</p> <p>Where the auditor's notice of resignation contains a statement of any circumstances which should be brought to the notice, the auditor may require the Board of Directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with the auditor's resignation.</p>
<p>Article 163 A proposal for the merger or division of the Company shall be proposed by the Board of Directors, and after it has been approved in accordance with the provisions of the Articles, it shall be submitted for review and approval according to law. Shareholders who oppose the proposal shall have the right to require the Company or shareholders who are in favour of such proposal to purchase their shares at a fair price. The resolution approving the merger or division shall be compiled into a special document for inspection by shareholders.</p>	<p>Article 163 A proposal for the merger or division of the Company shall be proposed by the Board of Directors, and after it has been approved in accordance with the provisions of the Articles, it shall be submitted for review and approval according to law. Shareholders who oppose the proposal shall have the right to require the Company or shareholders who are in favour of such proposal to purchase their shares at a fair price. The resolution approving the merger or division shall be compiled into a special document for inspection by shareholders. Copies of the document referred to above shall</p>

Articles before amendments	Articles after amendments
Copies of the document referred to above shall also be delivered by post to holders of overseas listed foreign invested shares.	also be delivered by post or other means as permitted by relevant laws, regulations and the stock exchange(s) where the shares of the Company are listed to holders of overseas listed foreign invested shares.