
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 a stockbroker or other licensed securities dealer, 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 circular and the accompanying proxy form to the purchaser(s) or other transferee(s) or to the licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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)

- (1) PROPOSED SHARE CONSOLIDATION;**
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “**Definitions**” in this circular. A letter from the Board is set out on page 6 to 14 of the circular. The notices dated 5 June 2024 convening the GM, the Existing Domestic Share Class Meeting and the Existing H Share Class Meeting (each “**Meeting**”, collectively, “**Meetings**”) of the Company to be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People’s Republic of China on 26 June 2024 (Wednesday) at 10:00 a.m., 10:30 a.m. (or immediately after the GM) and 11:00 a.m. (or immediately after the Existing Domestic Share Class Meeting) respectively are set out on pages EGM-1, DCM-1 and HCM-1 of this circular. Whether or not you intend to attend such Meetings, you are reminded to complete the proxy forms enclosed with this circular in accordance with the instructions printed thereon and return the same to the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People’s Republic of China (for holders of Existing Domestic Shares) or to the office of the Company’s Hong Kong share registrar and transfer office, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of Existing H Shares) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding such Meetings or any adjournment thereof. Completion and delivery of the said proxy forms will not prevent you from attending and voting in person at the Meetings or at any adjourned Meetings if you so wish.

5 June 2024

* 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:

“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and public holidays) on which licensed banks in Hong Kong are open for business
“CCASS”	the Central Clearing and Settlement System, which is established and operated by the HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares of the Company for trading on the Stock Exchange from 6,000 Existing H Shares to 1,000 Consolidated H Shares
“Class Meetings”	the class meetings of the holders of Existing Domestic Shares and Existing H Shares respectively to be convened for the purpose of, amongst others, considering and, if thought fit, approving the Share Consolidation
“Company”	首都信息發展股份有限公司 (Capinfo Company Limited*), a joint stock limited company established in the PRC, the overseas listed invested foreign share(s) of RMB0.10 each in the Company’s share capital of which are listed on the Main Board of the Stock Exchange (Stock code: 1075)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Domestic Share(s)”	domestic invested ordinary shares in the Company’s registered capital, with a nominal value of RMB1.00 Yuan each immediately after the Share Consolidation becoming effective, which will be subscribed for in RMB
“Consolidated H Share(s)”	overseas listed foreign invested shares in the Company’s registered capital, with a nominal value of RMB1.00 Yuan each immediately after the Share Consolidation becoming effective, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK\$

DEFINITIONS

“Consolidated Share(s)”	Consolidated Domestic Share(s) and/or Consolidated H Share(s)
“Director(s)”	the director(s) of the Company
“Existing Domestic Share(s)”	domestic invested ordinary shares in the Company’s registered capital, with a nominal value of RMB0.10 Yuan each, which are subscribed for in RMB prior to the Share Consolidation having become effective
“Existing H Share(s)”	overseas listed foreign invested shares in the Company’s registered capital, with a nominal value of RMB0.10 Yuan each, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK\$ prior to the Share Consolidation having become effective
“Existing Share(s)”	Existing Domestic Share(s) and/or Existing H Share(s)
“Existing Share Certificate(s)”	certificate(s) for the Existing H Share(s) in issue
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“General Meeting” or “GM”	the extraordinary general meeting of the Company to be convened for the purpose of, amongst others, considering and, if thought fit, approving the proposed Share Consolidation and the proposed amendments to the Articles of Association to reflect the latest capital structure of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties which are not connected persons of the Group and are independent of the Group and its connected persons
“Latest Practicable Date”	30 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New Share Certificate(s)”	certificate(s) for Consolidated H Share(s) in issue

DEFINITIONS

“PRC” or “China”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region
“RMB”	Renminbi, the lawful currency of the PRC
“Share Consolidation”	Propose to (i) Consolidate ten(10) Existing Domestic Shares with a nominal value of RMB0.10 Yuan each into one(1) Consolidated Domestic Share with a nominal value of RMB1.00 Yuan each, and (ii) Consolidate ten(10) Existing H Shares with a nominal value of RMB0.10 Yuan each into one(1) Consolidated H Share with a nominal value of RMB1.00 Yuan each
“Shareholder(s)”	holder(s) of the Existing Share(s) and/or Consolidated Share(s), as the case maybe
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In this circular, unless the context otherwise requires, the terms “connected person(s)” and “substantial Shareholder(s)” shall have the meanings given to such terms in the Listing Rules of Stock Exchange, as modified by the Stock Exchange from time to time.

For the purpose of illustration only and where applicable, all figures in RMB are calculated based on the exchange rate of approximately HK\$1 to RMB0.93. Such conversion should not be construed as a representation that any amounts have been, could have been, or may be, exchanged at this or any other rate.

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

References to the singular number include references to the plural and vice versa and references to one gender include every gender.

The English names of Chinese entities/locations (where applicable) marked with “*” are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.

This circular has been printed in English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text (except as aforesaid).

EXPECTED TIMETABLE

The expected timetable for implementation of the Share Consolidation and the Change in Board Lot Size is as follows:

Event	Time and date
Latest time for lodging transfer of the Existing Domestic Shares and Existing H Shares in order to qualify for attending and voting at the General Meeting and the Class Meetings	4:30 p.m. on Thursday, 20 June 2024
Register of members of the Company closed	From Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive)
Latest date and time for lodging forms of proxy for the General Meeting and the Class Meetings (not less than 24 hours prior to the time of the respective meetings)	Tuesday, 25 June 2024 (i) 10:00 a.m. (for the General Meeting); (ii) 10:30 a.m. (for the Class Meeting in respect of the Existing Domestic Shares); and (iii) 11:00 a.m. (for the Class Meeting in respect of the Existing H Shares)
Time and date of the General Meeting and the Class Meetings	On Wednesday, 26 June 2024 at (i) 10:00 a.m. (for the General Meeting); (ii) 10:30 a.m. or immediately after the General Meeting (for the Class Meeting in respect of the Existing Domestic Shares); and (iii) 11:00 a.m. or immediately after the Class Meeting in respect of the Existing Domestic Shares (for the Class Meeting in respect of the Existing H Shares)
Publication of announcement of poll results of the General Meeting and the Class Meetings	Wednesday, 26 June 2024

The following events are conditional on the fulfillment of the conditions of the Share Consolidation and the Change in Board Lot Size:

Event	Time and date
Expected effective date of the Share Consolidation	Friday, 28 June 2024
Dealing in Consolidated H Shares commences	9 a.m. on Friday, 28 June 2024
First day for free exchange of Existing Share Certificates for New Share Certificates	Friday, 28 June 2024

EXPECTED TIMETABLE

Event	Time and date
Original counter for trading in Existing H Shares in board lots of 6,000 Existing H Shares (in the form of Existing Share Certificates) temporarily closes	9 a.m. on Friday, 28 June 2024
Temporary counter for trading in Consolidated H Shares in board lots of 600 Consolidated H Shares (in the form of Existing Share Certificates) opens	9 a.m. on Friday, 28 June 2024
Original counter for trading in Consolidated H Shares in board lots of 1,000 Consolidated H Shares (in the form of New Share Certificates) re-opens	9 a.m. on Monday, 15 July 2024
Parallel trading in Consolidated H Shares (in the form of New Share Certificates and Existing Share Certificates) commences	9 a.m. on Monday, 15 July 2024
Designated broker starts to stand in the market to provide matching services for odd lot of Consolidated H Shares	9 a.m. on Monday, 15 July 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated H Shares	4:00 p.m. on Friday, 2 August 2024
Temporary counter for trading in Consolidated H Shares in board lots of 600 Consolidated H Shares (in the form of Existing Share Certificates) closes	4:10 p.m. on Friday, 2 August 2024
Parallel trading in Consolidated H Shares (in the form of New Share Certificates and Existing Share Certificates) ends	4:10 p.m. on Friday, 2 August 2024
Last day for free exchange of Existing Share Certificates for New Share Certificates	Tuesday, 6 August 2024

All times and dates in this circular refer to Hong Kong local times and dates and are subject to the opening hours of the Company's Hong Kong share registrar and transfer office. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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

Non-executive Directors:

Mr. Zhou Weihua
Mr. Feng Jianxun
Ms. Yan Yi
Mr. Xin Shuangbai
Ms. Zhao Shujie

Independent Non-executive Directors:

Mr. Gong Zhiqiang
Mr. Cheung, Wai Hung Boswell
Mr. Yang Xiaohui
Mr. Dong Jin
Mr. Su Zhongxing

Registered office:

No.11 Xi San Huan Zhong Road
Haidian District
Beijing
The PRC

Principal place of business in the PRC:

5th Floor Longfu Mansion
No.95 Longfusi Street
Beijing
The PRC

Principal place of business in Hong Kong:

25th Floor
Neich Tower
128 Gloucester Road
Wanchai
Hong Kong

5 June 2024

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

INTRODUCTION

As announced by the Company in its announcements dated 16 May 2024 and 20 May 2024, the Board proposed to implement Share consolidation, followed by the Change in Board Lot Size.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) details of the Share Consolidation and the Change in Board Lot Size; (ii) the proposed amendments to the Articles of Association; and (iii) notices convening the GM and the Class Meetings.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation, details of which are as follows:

The Company proposes to implement the Share Consolidation on the basis that every ten (10) Existing Domestic Shares with a par value of RMB0.10 each will be consolidated into one (1) Consolidated Domestic Share with a par value of RMB1.00 each; and every ten (10) Existing H Shares with a par value of RMB0.10 each will be consolidated into one (1) Consolidated H Share with a par value of RMB1.00 each.

CONDITIONS PRECEDENT TO THE SHARE CONSOLIDATION

Share Consolidation is conditional upon:

- (i) the passing of special resolutions by the Shareholders in the General Meeting and the Class Meetings respectively approving the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated H Shares; and
- (iii) all necessary pre-requisite legal and regulatory authorizations, permissions, approvals, consents, filings, notifications, publications and registrations (including without limitation the registration with relevant PRC authority(ies)) to effect the Share Consolidation as a whole having been obtained or fulfilled.

For the avoidance of doubt, the Shareholders' approval for the Share Consolidation will be proposed as a resolution to the Shareholders at the General Meeting and at the Class Meetings respectively. In the event that any of the conditions precedent to the implementation of the Share Consolidation is not fulfilled, none of the Share Consolidation, and hence the Change in Board Lot Size, will take effect.

Subject to the above conditions, the Share Consolidation is expected to become effective on the second Business Day immediately following the fulfilment of all the relevant conditions stated above.

Effects of the Share Consolidation

As at the Latest Practicable Date, the registered share capital of the Company comprises (i) 2,123,588,091 Existing Domestic Shares with a par value of RMB0.10 each; and (ii) 774,498,000 Existing H Shares with a par value of RMB0.10 each, all of which are in issue. Assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Share Consolidation, the registered share capital of the Company immediately upon the Share Consolidation becoming effective will comprise of (i) 212,358,809 Consolidated Domestic Shares with a par value of RMB1.00 each; and (ii) 77,449,800 Consolidated H Shares with a par value of RMB1.00 each, all of which are in issue.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company does not have any outstanding options, warrants or securities in issue which are convertible or exchangeable into the shares of the Company. Assuming that no further shares are issued or repurchased by the Company prior to the effective date of the Share Consolidation, the effect of the Share Consolidation and the share capital structure of the Company are summarized below:

	As at the Latest Practicable Date	Immediately upon the Share Consolidation becoming effective
Nominal value per share of the Company	(i) RMB0.10 per Existing Domestic Share and (ii) RMB0.10 per Existing H Share	(i) RMB1.00 per Consolidated Domestic Share and (ii) RMB1.00 per Consolidated H Share
Registered and issued share capital	(i) RMB212,358,809.1 divided into 2,123,588,091 Existing Domestic Shares and (ii) RMB77,449,800 divided into 774,498,000 Existing H Shares	(i) RMB212,358,809 divided into 212,358,809 Consolidated Domestic Shares and (ii) RMB77,449,800 divided into 77,449,800 Consolidated H Shares

Other than the relevant expenses (including but not limited to professional fees and printing charges, incurred or to be incurred), which are estimated to be approximately RMB300,000, the implementation of the Share Consolidation together with the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders. The Board believes that the Share Consolidation together with the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group save for any fractional Consolidated Shares to which the Shareholders may otherwise be entitled.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing H Shares are traded on the Stock Exchange in board lots of 6,000 Existing H Shares. The Company proposes to change the board lot size for trading on the Stock Exchange from 6,000 Existing H Shares to 1,000 Consolidated H Shares conditional upon the proposed Share Consolidation becoming effective.

Based on the closing price of HK\$0.25 per Existing H Share (equivalent to the theoretical closing price of HK\$2.5 per Consolidated H Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 1,000 Consolidated H Shares, assuming the Share Consolidation as a whole had already become effective, would be HK\$2,500. The Change in Board Lot Size will not, by itself, affect any of the rights of the Shareholders save otherwise disclosed herein. From the date on which dealing in Consolidated H Shares in issue commences (which is expected to be 28 June 2024 (Friday)), new share certificates of the Consolidated H Shares will be issued in board lots of 1,000 Consolidated H Shares each (except for odd lots or where the Company's Hong Kong branch share registrar and transfer office is otherwise instructed).

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND THE PROPOSED CHANGE IN BOARD LOT SIZE

The closing price per Existing H Share as quoted on the Stock Exchange at the Latest Practicable Date was HK\$0.25. The Group has been actively reviewing from different levels and ways to enrich the development strategy of corporate sustainability and optimisation to create values. The Board believes that the proposed Share Consolidation and the Change in Board Lot Size would bring about a corresponding upward adjustment in the trading price of the Consolidated H Shares on the Stock Exchange. The Company also considers that the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company.

Under Rule 13.64 of the Listing Rules, where the trading price of the securities of an issuer approaches the extremities of HK\$0.01 (which the Stock Exchange considers to be any trading price less than HK\$0.10), the issuer may be required either to change the trading method or to proceed with a consolidation or subdivision of its securities. The Share Consolidation ratio of ten (10) Existing Shares into 1 Consolidated Share is arrived at after considering the theoretical closing price per Consolidated H Share of HK\$2.5 (based on the closing price of HK\$0.25 per Existing H Share as quoted on the Stock Exchange as at the Latest Practicable Date) upon the Share Consolidation taking effect being in compliance with the requirement under the relevant Listing Rules of the Stock Exchange. In considering the Share Consolidation ratio, the Board has also taken into account investors' perception of the new nominal value of the Consolidated Shares. Based on the current Share Consolidation ratio, the new nominal value of the Consolidated Shares will become RMB1.0, which is in line with the market norm of PRC peer companies. This Share Consolidation ratio can avoid the nominal value of the Consolidated Shares becoming a fractional number, which may raise investors' unnecessary concern and thus defeat the purpose of enhancing the attractiveness of the Shares.

The theoretical value of each board lot of the Consolidated H Shares after the Share Consolidation and the Change in Board Lot Size have become effective, calculated with reference to the closing price of each Existing H Share as at the Latest Practicable Date, will be HK\$2,500 which is over HK\$2,000 (being the minimum transaction costs for a securities trade), while not making the cost for each board lot too high. In considering the proposed change of Board Lot Size, the Board has mainly taken into account factors such as (i) not to create unfairness to public investors by substantially increasing the trading value for each Board Lot of Consolidated H Shares; (ii) to preserve market liquidity to allow general investors to trade casually; (iii) to alleviate and lessen the amount of fragmented shares arising solely from the Share Consolidation; and (iv) with a new board lot of 1,000 Consolidated H Shares, to create convenience for investors to calculate and transact their worth of investment.

The Board considers that when deciding to invest in any particular company, institutional and professional investors tend to look at, among other factors, the stability of the share price performance and how it compares with its peers in a particular sector, including its per share price and how much a board lot worth. It is also generally believed that a higher share price will naturally be more appealing to investors considering that general investors tend to associate low share price with business non-performance, higher volatility and higher investment risk. Therefore, the Board believes that an upward adjustment in the trading price of the Consolidated Shares will make investing in the Consolidated Shares more attractive to a broader range of investors.

LETTER FROM THE BOARD

Accordingly, in view of the above reasons, the Board considers that the proposed Share Consolidation is justifiable notwithstanding the potential costs and impact arising from creation of odd lots to the Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the interests of the Company and the Shareholders as a whole as the trading price of the Consolidated H Share will be higher than the Existing H Shares while the trading amount for each board lot can still be maintained at a reasonable level and therefore attracting more investors and broaden the shareholder base of the Company.

Other than the relevant expenses (including but not limited to professional fees and printing charges, incurred or to be incurred), which are estimated to be approximately RMB300,000, the implementation of the Share Consolidation together with the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders. The Board believes that the Share Consolidation together with the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group save for any fractional Consolidated Shares to which the Shareholders may otherwise be entitled.

As at the Latest Practicable Date, the Company does not have any definite plan and has not entered into any negotiation, agreement, arrangement or undertaking to conduct any other corporate action or arrangement that would have a contradictory effect to the Share Consolidation and the Change in Board Lot Size in the next 12 months from the Latest Practicable Date. Nevertheless, the Board cannot rule out the possibility that the Company will conduct corporate action or arrangement in the next 12 months when suitable opportunities arise in order to support future development of the Company and its subsidiaries. The Company will make further announcements in this regard in accordance with the relevant regulatory requirements if and when appropriate.

OTHER ARRANGEMENTS

Status of the Consolidated Domestic Shares

All Consolidated Domestic Shares immediately following the Share Consolidation becoming effective will rank pari passu in all respects with each other. The Share Consolidation will not result in any change in the relative rights of the Shareholders, save for any fractional Consolidated Domestic Shares to which the Shareholders may be entitled.

Fractional entitlement to the Consolidated Domestic Shares

Upon the Share Consolidation becoming effective, fractional Consolidated Domestic Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Domestic Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Domestic Shares will only arise in respect of the entire shareholding of a holder of Consolidated Domestic Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Shareholders concerned about losing out on fractional entitlements are recommended to consult their licensed securities dealer, bank manager, lawyer, professional accountant or other professional adviser (as appropriate) and may consider the possibility of buying or selling Existing Domestic Shares in a number sufficient to eliminate fractional entitlements and make up an entitlement to receive a whole number of Consolidated Domestic Shares.

Registration with authority

Upon the Share Consolidation becoming effective, the Company will conduct the necessary registration and filing procedures and formalities with the China Securities Depository and Clearing Corporation Limited for the deposit, clearance and settlement of the Consolidated Domestic Shares.

Status of the Consolidated H Shares

All Consolidated H Shares immediately following the Share Consolidation becoming effective will rank *pari passu* in all respects with each other. The Share Consolidation and the Change in Board Lot Size will not by themselves result in any change in the relative rights of the Shareholders, save for any fractional Consolidated H Shares to which the Shareholders may be entitled.

Fractional entitlement to the Consolidated H Shares

Upon the Share Consolidation becoming effective, fractional Consolidated H Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated H Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated H Shares will only arise in respect of the entire shareholding of a holder of Consolidated H Shares regardless of the number of share certificates held by such holder.

Shareholders concerned about losing out on fractional entitlements are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may consider the possibility of buying or selling Existing H Shares in a number sufficient to eliminate fractional entitlements and make up an entitlement to receive a whole number of Consolidated H Shares.

Listing application

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated H Shares arising from the Share Consolidation.

Subject to the granting of listing of, and permission to deal in, such Consolidated H Shares on the Stock Exchange, such Consolidated H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in such Consolidated H Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

Such Consolidated H Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for such Consolidated H Shares to be admitted into CCASS.

Other than the Stock Exchange, there is no other stock exchange on which any part of the equity or debt securities of the Company is listed or dealt or on which listing or permission to deal is being or proposed to be sought.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated H Shares arising from the Share Consolidation and/or Change in Board Lot Size, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to arrange for matching services on a best effort basis regarding the trading of odd lots of the Consolidated H Shares from 9:00 a.m. on Monday, 15 July 2024 to 4:00 p.m. on Friday, 2 August 2024 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated H Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated H Shares, may contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 4:30 p.m. within such period). Holders of the Consolidated H Shares who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set out above.

Holders of odd lots of the Consolidated H Shares should note that the matching of the sale and purchase of odd lots of such shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on 28 June 2024 (Friday), the Existing Share Certificates will cease to be valid for trading purposes after 4:10 p.m. on 2 August 2024 (Friday). Shareholders may on or after 28 June 2024 (Friday) and until 4:30 p.m. on 6 August 2024 (Tuesday) (both days inclusive) submit their Existing Share Certificates (in **RED** colour) to the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited, at Room 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in exchange for New Share Certificates (in **BLUE** colour) at the expense of the Company. Thereafter, the Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate or each Existing Share Certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. After 4:30 p.m. on 6 August 2024 (Tuesday), the Existing Share Certificates will continue to be good evidence of legal title and may be exchanged for New Share Certificates at any time but will not be valid for delivery, trading, settlement and registration purposes.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Subject to the passing of the special resolution approving the proposed Share Consolidation at the General Meeting and the Class Meetings, the Board further proposes to seek approval from Shareholders by way of a special resolution at the General Meeting to grant the Board the power to amend the Articles of Association in the manner it deems necessary, to reflect the Company's new capital structure.

Number	Existing Articles	Amended Articles
1.	Article 15 Shares issued by the Company shall have a par value of RMB0.1 Yuan each.	Article 15 Shares issued by the Company shall have a par value of RMB1 Yuan each.
3.	Article 19 The share capital structure of the Company is as follows: the Company has issued a total of 2,898,086,091 ordinary shares, of which 2,123,588,091 shares (73.28% of the total) are domestic invested shares and 774,498,000 shares (26.72% of the total) are overseas listed foreign invested shares. Of the domestic invested shares, 1,834,541,756 shares are held by Beijing State owned Assets Management Corporation Limited, 102,832,000 shares are held by Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., 52,832,000 shares are held by Beijing Telecommunications Investment Co., Ltd. and the rest 133,382,335 shares are held by other domestic shareholders.	Article 19 The share capital structure of the Company is as follows: the Company has issued a total of 289,808,609 ordinary shares, of which 212,358,809 shares (73.28% of the total) are domestic invested shares and 77,449,800 shares (26.72% of the total) are overseas listed foreign invested shares. Of the domestic invested shares, 183,454,176 shares are held by Beijing State owned Assets Management Corporation Limited, 10,283,200 shares are held by Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., 5,283,200 shares are held by Beijing Telecommunications Investment Co., Ltd. and the rest 13,338,233 shares are held by other domestic shareholders.

The legal advisors to the Company have confirmed that the proposed amendment to the Articles conform with the requirements of the Listing Rules of the Stock Exchange and the laws of the PRC respectively. The Board confirms that there is nothing unusual about the proposed amendment for a company listed in Hong Kong.

General Meeting and Class Meetings

The General Meeting and Class Meetings, will be held to, among other purposes, consider and, if thought fit, pass special resolutions to approve (i) the proposed Share Consolidation; and (ii) proposed amendments to the Articles of Association, to reflect the latest capital structure of the Company.

The notices dated 5 June 2024 convening the GM, the Existing Domestic Share Class Meeting and the Existing H Share Class Meeting of the Company to be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on 26 June

LETTER FROM THE BOARD

2024 (Wednesday) at 10:00 a.m., 10:30 a.m. (or immediately after the conclusion of the GM) and 11:00 a.m. (or immediately after the conclusion of the Existing Domestic Share Class Meeting) respectively are set out on pages EGM-1, DCM-1 and HCM-1 of this circular.

Whether or not you intend to attend such meetings, you are reminded to complete the proxy forms enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (for holders of Existing Domestic Shares) or to the office of the Company's Hong Kong share registrar and transfer office, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of Existing H Shares) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding such meetings or any adjournment thereof. Completion and delivery of the said proxy forms will not prevent you from attending, and voting in person at, the meetings or any adjourned meetings if you so wish.

Pursuant to Rule 13.39 of the Listing Rules of the Stock Exchange, all votes for the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the GM and the Class Meetings will be put to vote by way of poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Share Consolidation and the transactions contemplated thereunder are fair and reasonable and on normal commercial terms, and together with the proposed Change in Board Lot Size and amendments to the Articles of Association, are in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the GM and the Class Meetings to approve the Share Consolidation and the transactions contemplated thereunder, and, at the GM only, to approve the amendments to the Articles of Association.

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

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (“GM”) 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 Wednesday, 26 June 2024 at 10:00 a.m. for the purpose of, among others, considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms defined in the circular dated 5 June 2024 issued by the Company (“Circular”)) shall have the same meanings when used herein unless otherwise specified):

SPECIAL RESOLUTIONS

1. SHARE CONSOLIDATION

“**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated H Shares:

- (a) every ten (10) Existing Domestic Shares of nominal value of RMB0.10 each be consolidated into one (1) Consolidated Domestic Share of nominal value of RMB1.00 each; and every ten (10) Existing H Shares of nominal value of RMB0.10 each be consolidated into one (1) Consolidated H Share of nominal value of RMB1.00 each, such Consolidated Domestic Shares or Consolidated H Shares (as the case may be) shall rank pari passu in all respects with each other (in the same class) and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
- (b) the total number of Consolidated Domestic Shares and Consolidated H Shares respectively in the issued share capital of the Company immediately following the Share Consolidation be and are hereby rounded down to a whole number by cancelling any fraction in the relevant class of shares in the issued share capital of the Company arising from the Share Consolidation (if applicable);
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider(s) necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. AMENDMENT TO THE ARTICLES OF ASSOCIATION

“**THAT** subject to the Share Consolidation becoming effective, to approve proposed amendments to the article 15 and article 19 of the article of association of the Company to adjust the registered capital of the Company and reflect the new capital structure of the Company as necessitated by and consequent on the Share Consolidation becoming effective.”

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

Beijing, the People’s Republic of China, 5 June 2024

* *For identification purpose only*

Principal place of business in Hong Kong:
25th Floor
Neich Tower
128 Gloucester Road
Wanchai
Hong Kong

Registered office:
No.11 Xi San Huan Zhong Road
Haidian District
Beijing
The PRC

Principal place of business in the PRC:
5th Floor
Longfu Mansion
No.95 Longfusi Street
Beijing
The PRC

Notes:

(1) **Voting arrangements**

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Share Consolidation, and the proposed amendments to the Articles of Association which is different from that of the other Shareholders. Accordingly, no Shareholder is required to abstain from voting in respect of the resolutions to approve (i) the Share Consolidation; and (ii) the proposed amendments to the Articles of Association at the GM.

(2) **Registration procedures for the GM**

Shareholders shall note that pursuant to Rule 13.39 of the Listing Rules of the Stock Exchange, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive) during which no transfer of Existing Shares will be registered. In order to qualify for attending and voting at the GM, all transfers of Existing Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People’s Republic of China (for holders of Existing Domestic Shares) or the Company’s Hong Kong share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of Existing H Shares) for registration not later than 4:30 p.m. on Thursday, 20 June 2024.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(3) Proxy

- (a) Any Shareholder entitled to attend and vote at the GM shall be entitled to appoint a proxy who need not be a Shareholder to attend and vote on his or her behalf. A member who is the holder of two or more Existing Shares may appoint more than one proxy.
- (b) To be valid, the proxy form for the use of the Shareholder and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarised copy thereof, must be delivered to the Company (for holders of Existing Domestic Shares) or its Hong Kong share registrar and transfer office (for holders of Existing H Shares) not less than 24 hours before the time scheduled for holding the GM or its adjourned meetings (as the case may be). Please refer to the proxy form and the instructions printed thereon for details.
- (c) Holders of Existing Domestic Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China.
- (d) Holders of Existing H Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to the Company's Hong Kong share registrar and transfer office, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the GM 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.
- (f) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the GM.

(4) Miscellaneous

- (a) The GM is expected to last for 30 minutes. Shareholders and their proxies attending the GM shall be responsible for the transportation and accommodation expenses on their own.
- (b) If the GM is anticipated to be interrupted by bad weather, e.g. typhoon or rainstorm, any time after 8:00 a.m. on the date of the GM, the GM may be postponed. In the case of postponement, the Company will post an announcement on the website of the Company at www.capinfo.com.cn and on website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (c) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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 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.

NOTICE OF EXISTING DOMESTIC SHARE CLASS 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)

NOTICE OF EXISTING DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the Existing Domestic Share Class Meeting 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 Wednesday, 26 June 2024 at 10:30 a.m. (or immediately after the GM) for the purpose of, among others, considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms defined in the circular dated 5 June 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified):

SPECIAL RESOLUTION

1. SHARE CONSOLIDATION

“**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated H Shares:

- (a) every ten (10) Existing Domestic Shares of nominal value of RMB0.10 each be consolidated into one (1) Consolidated Domestic Share of nominal value of RMB1.00 each, such Consolidated Domestic Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
- (b) the total number of Consolidated Domestic Shares in the issued share capital of the Company immediately following the Share Consolidation be and are hereby rounded down to a whole number by cancelling any fraction in the relevant class of shares in the issued share capital of the Company arising from the Share Consolidation (if applicable);

* For identification purpose only

NOTICE OF EXISTING DOMESTIC SHARE CLASS MEETING

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider(s) necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

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

Beijing, the People’s Republic of China, 5 June 2024

* *For identification purpose only*

Principal place of business in Hong Kong:

25th Floor
Neich Tower
128 Gloucester Road
Wanchai
Hong Kong

Registered office:

No.11 Xi San Huan Zhong Road
Haidian District
Beijing
The PRC

Principal place of business in the PRC:

5th Floor
Longfu Mansion
No.95 Longfusi Street
Beijing
The PRC

Notes:

(1) Voting arrangements

No Existing Domestic Shareholder is required to abstain from voting in respect of the resolutions to approve the Share Consolidation at the Existing Domestic Share Class Meeting.

(2) Registration procedures for the Existing Domestic Share Class Meeting

Holders of Existing Domestic Shares shall note that pursuant to Rule 13.39 of the Listing Rules of the Stock Exchange, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive) during which no transfer of Existing Domestic Shares will be registered. In order to qualify for attending and voting at the Existing Domestic Share Class Meeting, all transfers of Existing Domestic Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People’s Republic of China for registration not later than 4:30 p.m. on Thursday, 20 June 2024.

NOTICE OF EXISTING DOMESTIC SHARE CLASS MEETING

(3) Proxy

- (a) Any Shareholder entitled to attend and vote at the Existing Domestic Share Class Meeting shall be entitled to appoint a proxy who need not be a Shareholder to attend and vote on his or her behalf. A member who is the holder of two or more Existing Domestic Shares may appoint more than one proxy.
- (b) To be valid, the proxy form for the use of the Shareholder and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarised copy thereof, must be delivered to the Company not less than 24 hours before the time scheduled for holding the Existing Domestic Share Class Meeting or its adjourned meetings (as the case may be). Please refer to the proxy form and the instructions printed thereon for details.
- (c) Holders of Existing Domestic Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China.
- (d) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the Existing Domestic Share Class Meeting 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.
- (e) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the Existing Domestic Share Class Meeting.

(4) Miscellaneous

- (a) The Existing Domestic Share Class Meeting is expected to last for 30 minutes. Shareholders and their proxies attending the Existing Domestic Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.
- (b) If the Existing Domestic Share Class Meeting is anticipated to be interrupted by bad weather, e.g. typhoon or rainstorm, any time after 8:00 a.m. on the date of the Existing Domestic Share Class Meeting, the Existing Domestic Share Class Meeting may be postponed. In the case of postponement, the Company will post an announcement on the website of the Company at www.capinfo.com.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (c) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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 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.

NOTICE OF EXISTING H SHARE CLASS 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)

NOTICE OF EXISTING H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the Existing H Share Class Meeting 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 Wednesday, 26 June 2024 at 11:00 a.m. (or immediately after the Existing Domestic Share Class Meeting) for the purpose of, among others, considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms defined in the circular dated 5 June 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified):

SPECIAL RESOLUTION

1. SHARE CONSOLIDATION

“**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated H Shares

- (a) every ten (10) Existing H Shares of nominal value of RMB0.10 each be consolidated into one (1) Consolidated H Share of nominal value of RMB1.00 each, such Consolidated H Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
- (b) the total number of Consolidated H Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in such class of shares in the issued share capital of the Company arising from the Share Consolidation (if applicable); and

* For identification purpose only

NOTICE OF EXISTING H SHARE CLASS MEETING

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider(s) necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

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

Beijing, the People’s Republic of China, 5 June 2024

* *For identification purpose only*

Principal place of business in Hong Kong:

25th Floor
Neich Tower
128 Gloucester Road
Wanchai
Hong Kong

Registered office:

No.11 Xi San Huan Zhong Road
Haidian District
Beijing
The PRC

Principal place of business in the PRC:

5th Floor
Longfu Mansion
No.95 Longfusi Street
Beijing
The PRC

Notes:

(1) Voting arrangements

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no holder of Existing H Shares has a material interest in the Share Consolidation which is different from that of the other holders of Existing H Shares. Accordingly, no holder of Existing H Shares is required to abstain from voting in respect of the resolutions to approve the Share Consolidation and the transactions contemplated thereunder at the Existing H Share Class Meeting.

(2) Registration procedures for the Existing H Share Class Meeting

Holders of Existing H Shares shall note that pursuant to Rule 13.39 of the Listing Rules of the Stock Exchange, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive) during which no transfer of Existing H Shares will be registered. In order to qualify for attending and voting at the Existing H Share Class Meeting, all transfers of Existing H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Hong Kong share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 June 2024.

NOTICE OF EXISTING H SHARE CLASS MEETING

(3) Proxy

- (a) Any Shareholder entitled to attend and vote at the Existing H Share Class Meeting shall be entitled to appoint a proxy who need not be a Shareholder to attend and vote on his or her behalf. A member who is the holder of two or more Existing H Shares may appoint more than one proxy.
- (b) To be valid, the proxy form for the use of the Shareholder and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarised copy thereof, must be delivered to the Company's Hong Kong share registrar and transfer office not less than 24 hours before the time scheduled for holding the Existing H Share Class Meeting or its adjourned meetings (as the case may be). Please refer to the proxy form and the instructions printed thereon for details.
- (c) Holders of Existing H Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to the Company's Hong Kong share registrar and transfer office, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the Existing H Share Class Meeting 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.
- (e) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the Existing H Share Class Meeting.

(4) Miscellaneous

- (a) The Existing H Share Class Meeting is expected to last for 30 minutes. Shareholders and their proxies attending the Existing H Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.
- (b) If the Existing H Share Class Meeting is anticipated to be interrupted by bad weather, e.g. typhoon or rainstorm, any time after 8:00 a.m. on the date of the Existing H Share Class Meeting, the Existing H Share Class Meeting may be postponed. In the case of postponement, the Company will post an announcement on the website of the Company at www.capinfo.com.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (c) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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 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.