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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)**

# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Capinfo Company Limited* (首都信息發展股份有限公司) (the "**Company**") pursuant to Rule 13.51 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

In order to further improve the foundation of the corporate governance framework, in accordance with the "Company Law of the People's Republic of China" (the "**Company Law**") and the "Guidelines on the Articles of Association for Municipal-Level Enterprises" (《市管企業公司章程指引》) and other relevant management regulations, and taking into account the Company's actual circumstances, the board (the "**Board**") of Directors (the "**Directors**") of the Company convened a Board meeting on 28 August 2026 and proposed to make corresponding amendments (the "**Proposed Amendments**") to the relevant provisions of the Company's Articles of Association (the "**Articles of Association**"). The Proposed Amendments mainly include:

1. To incorporate provisions in relation to the development of the Party's Integrity culture into the Articles of Association

   In order to implement the "Three-Year Action Plan for the Development of Integrity Culture in the New Era (2025-2027)" (《新時代廉潔文化建設三年行動計劃(2025-2027年)》), following the "Guidelines on the Articles of Association for Municipal-Level Enterprises", the Company shall incorporate specific provisions in relation to the development of the Party's integrity culture into the Articles of Association. For details of the amendments, please refer to Articles 76 and 107 of the Articles of Association.

2. To specify the formation mechanism for the audit committee

   The amendments shall be made to Article 98 of the Articles of Association to incorporate the relevant content in relation to the formation mechanism for the audit committee.

*	*For identification purpose only*

3. Further improvement of the Articles of Association in accordance with laws, regulations and regulatory requirements

   The Articles of Association will be amended to incorporate relevant procedures set out in Article 114 of the Company Law, pursuant to which an extraordinary general meeting can be convened by the Board and audit committee upon request by shareholders holding, individually or in aggregate, not less than ten percent (10%) of the shares of the company. Furthermore, pursuant to Rule 3.10A of the Listing Rules, an issuer must appoint independent non-executive directors representing at least one-third of the Board, and the Articles of Association will be amended accordingly to specify that independent non-executive directors shall comprise at least one-third of the Board.

The Proposed Amendments shall come into effect upon approval by a special resolution at an extraordinary general meeting of the Company to be convened in due course. Details of the Proposed Amendments are set out in the Comparison Table of Amendments to the Articles of Association attached to this announcement. Save for the Proposed Amendments, the other provisions of the Articles of Association shall remain unchanged.

A notice of the extraordinary general meeting and a circular will be despatched to the shareholders of the Company in due course, which will set out, amongst other things, details of the Proposed Amendments.

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

Beijing, the People's Republic of China, 28 August 2026

*As at the date of this announcement, the executive director of the Company is Mr. Yu Donghui; the non-executive directors of the Company are Ms. Yan Yi, Ms. Zhao Shujie, Mr. Wang Yuzheng, Mr. Hu Yong and Mr. Li Feng; the independent non-executive directors of the Company are Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Li Jianqiang and Mr. Zhou Jinglin; and the staff representative Director of the Company is Ms. Zhu Chenlan.*

* *For identification purpose only*

**APPENDIX**

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION (Explanation of the amendments: the **<u>bold and underlined</u>** parts in the table are new or modified content, and the parts with strikethrough are deleted content.)

| After Amendments | Before Amendments |
|---|---|
| **Article 69** A general meeting shall be convened by the Board of Directors and presided over and chaired by the chairman of the Board. If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.<br><br>If the Board is unable or fails to perform the duties for convening the general meeting, the audit committee shall convene and preside over the meeting; if the audit committee does not convene and preside over the meeting, the shareholders holding, individually or collectively, not less than ten percent (10%) of the shares of the Company for not less than ninety consecutive days may convene and preside over the meeting on their own initiative. The general meeting convened by shareholders on their own initiative shall be presided over by the representative elected by the convener.<br><br>**<u>If an extraordinary general meeting is requested to be convened by shareholders holding, individually or in aggregate, not</u>** | **Article 69** A general meeting shall be convened by the Board of Directors and presided over and chaired by the chairman of the Board. If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.<br><br>If the Board is unable or fails to perform the duties for convening the general meeting, the audit committee shall convene and preside over the meeting; if the audit committee does not convene and preside over the meeting, the shareholders holding, individually or collectively, not less than ten percent (10%) of the shares of the Company for not less than ninety consecutive days may convene and preside over the meeting on their own initiative.<br><br>The general meeting convened by shareholders on their own initiative shall be presided over by the representative elected by the convener. |

| After Amendments | Before Amendments |
|---|---|
| **<u>less than ten percent (10%) of the shares of the Company, the Board and the audit committee shall, within ten days upon receipt of the request, decide whether to convene such extraordinary general meeting and reply to the shareholders in writing.</u>** | |
| **Article 76** The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties:<br><br>(1) To strictly perform the primary duties of grassroots organization under Article 32 of Constitution of the Communist Party of China;<br><br>(2) To ensure and supervise the thorough implementation of the guidelines and policies of the party and the state as well as the decisions and deployment made by the municipal party committee, the municipal government and the superior party committee throughout the Company;<br><br>(3) To adhere to the principle of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards the right of officials' appointment by the operating managers in accordance with laws. To consider and decide on the appointment, removal or recommendation of management cadres. The Party Committee shall observe and appoint or remove party cadres; recommend nominees to the Board of Directors and general manager, or deliberate and give opinions on the candidates nominated by the Board of Directors and general manager; together with the Board of Directors, observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To fulfil the duties of | **Article 76** The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties:<br><br>(1) To strictly perform the primary duties of grassroots organization under Article 32 of Constitution of the Communist Party of China;<br><br>(2) To ensure and supervise the thorough implementation of the guidelines and policies of the party and the state as well as the decisions and deployment made by the municipal party committee, the municipal government and the superior party committee throughout the Company;<br><br>(3) To adhere to the principle of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards the right of officials' appointment by the operating managers in accordance with laws. To consider and decide on the appointment, removal or recommendation of management cadres. The Party Committee shall observe and appoint or remove party cadres; recommend nominees to the Board of Directors and general manager, or deliberate and give opinions on the candidates nominated by the Board of Directors and general manager; together with the Board of Directors, observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To fulfil the duties of |

| After Amendments | Before Amendments |
|---|---|
| managing talents and adopt the strategy of strengthening the Company through talent;<br><br>(4) To study and discuss stable reform and development as well as material issues related to the interests of our staff, and provide advice and recommendations in this regard;<br><br>(5) To assume full responsibility to comprehensively strengthen party discipline. To promote party building in respect of politics, ideology, organization, working style and discipline and run through it into system construction, fight against corruption and improve the scientific standard of party building. To lead mass organization such as the trade union and the Communist Youth League. To support the Discipline Committee in fulfilling its responsibility of supervision in practice;<br><br>**(6) To support and supervise the disciplinary inspection bodies in carrying out their supervisory responsibilities, strengthen the development of integrity culture in the new era, integrate integrity culture into corporate governance, and promote the extension of responsibilities for Party management and governance to the grassroots level;**<br><br>(7) Other duties prescribed by the superior party organization. | managing talents and adopt the strategy of strengthening the Company through talent;<br><br>(4) To study and discuss stable reform and development as well as material issues related to the interests of our staff, and provide advice and recommendations in this regard;<br><br>(5) To assume full responsibility to comprehensively strengthen party discipline. To promote party building in respect of politics, ideology, organization, working style and discipline and run through it into system construction, fight against corruption and improve the scientific standard of party building. To lead mass organization such as the trade union and the Communist Youth League. To support the Discipline Committee in fulfilling its responsibility of supervision in practice;<br><br>(~~6~~) Other duties prescribed by the superior party organization. |
| **Article 77** The Company shall establish a Board of Directors. The Board of Directors shall comprise twelve (12) Directors, including one(1) employee representative director, at least **one third (1/3) of which being** independent Directors, at least one of which shall be qualified appropriately in professional qualification or in accounting or related | **Article 77** The Company shall establish a Board of Directors. The Board of Directors shall comprise twelve (12) Directors, including one(1) employee representative director, at least ~~three (3)~~ independent Directors, at least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance |

| After Amendments | Before Amendments |
|---|---|
| financial management in accordance with the Listing Rules. Independent Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven (11) Directors.<br><br>The external Directors (namely, who do not hold a position in the Company, including independent Directors) shall comprise not less than one half of the Board of Directors. | with the Listing Rules. Independent Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven (11) Directors.<br><br>The external Directors (namely, who do not hold a position in the Company, including independent Directors) shall comprise not less than one half of the Board of Directors. |
| **Article 98** The Audit Committee shall consist of at least three (3) members, with more than half of which being independent directors, and the convener shall be an accounting professional among the independent directors. **<u>The audit committee shall have one (1) chairman (convenor); the chairman of the audit committee (an independent non-executive director) and the members shall all be elected by the Board.</u>** | **Article 98** The Audit Committee shall consist of at least three (3) members, with more than half of which being independent directors, and the convener shall be an accounting professional among the independent directors. |
| **Article 107** Directors and senior management personnel **<u>must strictly comply with the discipline and regulations of the Party, such as "Honest and Clean Conduct of Leaders of State-owned Enterprises", and policies and procedures of the Company, proactively fulfill the requirements of integrity and self-discipline, and consciously accept supervision from the Party organization and the employees of the Company. They</u>** shall not engage in the following acts:<br><br>(1) misappropriating Company's property or embezzling Company's funds;<br><br>(2) depositing Company's funds in an account opened in their own name or in the name of | **Article 107** Directors and senior management personnel shall not engage in the following acts:<br><br>(1) misappropriating Company's property or embezzling Company's funds;<br><br>(2) depositing Company's funds in an account opened in their own name or in the name of another individual;<br><br>(3) abusing their position to bribe or accept other illegal income;<br><br>(4) taking personal advantage of commissions from transactions between others and the company;<br><br>(5) disclosing Company secrets without |

| After Amendments | Before Amendments |
|---|---|
| another individual;<br><br>(3) abusing their position to bribe or accept other illegal income;<br><br>(4) taking personal advantage of commissions from transactions between others and the company;<br><br>(5) disclosing Company secrets without authorization;<br><br>**(6) providing guarantees for others using the Company's assets without authorisation;**<br><br>**(7) engaging in business activities or establishing enterprises in breach of regulations, or using one's position to seek personal gain;**<br><br>**(8)** any other acts that violate their duty of loyalty to the Company. | authorization;<br><br>~~(6)~~ any other acts that violate their duty of loyalty to the Company. |

* *The English version of the Articles of Association is an unofficial translation of the Chinese version and is provided for reference only. In the event of any discrepancy, the Chinese version shall prevail.*