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)**

# POSSIBLE MAJOR TRANSACTION MANDATE FOR DISPOSAL(S) OF LISTED SECURITIES

**THE POSSIBLE DISPOSAL AND THE DISPOSAL MANDATE**

On 15 September 2026, the Board has passed a resolution proposing that the Company obtain the Disposal Mandate in advance to enable the Company to dispose of the Possible Disposal Shares by way of centralised bidding and/or block trades within the Mandate Period, being a total of not more than 5.40 million BJCA Shares, representing not more than 2% of the total share capital of BJCA, at an estimated consideration of not more than approximately RMB123.98 million. If BJCA undergoes any changes in total share capital, such as bonus share issuance or capitalisation of reserves, during the reduction period, the maximum proposed reduction ratio of 2% shall remain unchanged while the number of shares to be reduced shall be adjusted accordingly.

**IMPLICATIONS UNDER THE LISTING RULES**

Assuming that the Company disposes of the Possible Disposal Shares held by the Company within the Mandate Period at RMB22.96 per BJCA Shares (i.e., the closing price of BJCA Shares as at the trading day immediately preceding the date of this announcement), the applicable percentage ratios in relation to the Possible Disposal, when aggregated with Previous Disposals conducted within the preceding 12-month period, will exceed 25% but less than 75%. Accordingly, the Possible Disposal(s) may constitute a major transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

A circular containing further details of the BJCA Disposal Mandate and the Possible Disposals, is expected to be despatched to the Shareholders on or before 6 October 2026.

**Whether and when the Company will proceed with the Proposed Disposal will depend on a number of factors, including but not limited to the prevailing market sentiment and market conditions at the time of the Disposal. There is no guarantee that the Company will proceed with the Proposed Disposal. Shareholders and potential investors are advised to exercise caution when dealing in the shares.**

## THE POSSIBLE DISPOSAL AND THE DISPOSAL MANDATE

### Background

References are made to the announcements of the Company dated 31 October 2025, 30 December 2025 and 30 January 2026 in relation to the Previous Disposals.

Within the 12 months immediately preceding the date of this announcement, the Company has disposed of 5,400,000 BJCA Shares, and such disposals constituted discloseable transactions of the Company under the Listing Rules.

As at the date of this announcement, the Company holds 65,435,896 BJCA Shares, representing approximately 24.24% of total issued share capital of BJCA.

### The Possible Disposal

The Company intends to further dispose of Possible Disposal Shares on the open market, based on the current market conditions. On 15 September 2026, the Board has passed a resolution proposing that the Company obtain Disposal Mandate in advance to enable the Company to dispose of the Possible Disposal Shares by way of centralised bidding and block trades within the Mandate Period, being a total of not more than 5.40 million BJCA Shares, representing not more than 2% of the total share capital of BJCA, at an estimated consideration of not more than approximately RMB123.98 million. If BJCA undergoes any changes in total share capital, such as bonus share issuance or capitalisation of reserves, during the reduction period, the maximum proposed reduction ratio of 2% shall remain unchanged while the number of shares to be reduced shall be adjusted accordingly.

The actual consideration for the Possible Disposal will be determined by the market price of the BJCA Shares at the respective date(s) of disposal(s).

Given the volatility of the stock market, disposing of shares at the best possible price requires prompt disposal actions at the right timing. Therefore, it would not be practicable to seek prior Shareholders' approval for each individual disposal of BJCA Shares. In order to allow flexibility in executing future disposals of BJCA Shares at appropriate time(s) and price(s) so as to maximise returns to the Company, the Company proposes to obtain the Disposal Mandate in advance to allow the Company to dispose of up to maximum number of Possible Disposal Shares during the Mandate Period. As the

Possible Disposal will be made through the open market, the Company will not be aware of the identities of the buyers in each Possible Disposal Shares transaction, and it is expected that the buyer(s) in such Disposal Shares transactions will be Independent Third Party(ies).

**Details of the Disposal Mandate**

***1. Mandate Period***

The Disposal Mandate shall be valid for a period of 6 months from the date on which Shareholders' approval is obtained. Disposals shall comply with the reporting, disclosure and other relevant requirements of the SZSE regarding share disposals by the Company. This arrangement provides sufficient time and flexibility for the execution of the Possible Disposal.

***2. Maximum number of subject shares to be disposed***

The Disposal Mandate shall authorise and empower the management of the Company to sell a maximum Possible Disposal Shares (i.e. 5,400,000 BJCA Shares) held by the Company, representing approximately 2% of the total issued share capital of BJCA as at the date of this announcement. If BJCA undergoes any changes in total share capital, such as bonus share issuance or capitalisation of reserves, during the reduction period, the maximum proposed reduction ratio of 2% shall remain unchanged while the number of shares to be reduced shall be adjusted accordingly.

***3. Scope of Authority***

The management of the Company shall be authorised and empowered to determine, decide, execute and implement with discretion all matters relating to the Possible Disposal, including but not limited to (i) the number of batches of the Possible Disposal, (ii) the number of Possible Disposal Shares to be sold in each Possible Disposal, and (iii) the timing of the Possible Disposal.

***4. Manner of Possible Disposal***

The Possible Disposal shall be conducted by way of centralised bidding and block trades, subject to the following conditions:

(i) the selling price per Possible Disposal Share shall be based on the prevailing market price at the time of the Possible Disposal, provided that it shall not be less than the minimum selling price of RMB0.3 per BJCA Shares (i.e., the Company's cost of acquisition of BJCA Shares) (in respect of the Possible Disposal effected pursuant to the Disposal Mandate);

(ii) during the Mandate Period, the market price for any Possible Disposal shall not deviate by more than 20% from the closing price of BJCA Shares on the SZSE on the trading day immediately preceding the date of each Possible Disposal;

(iii) all of the percentage ratios under the Listing Rules for the Possible Disposal of BJCA Shares remain below 75%;

(iv) the number of shares to be disposed of by the way of centralised bidding and block trades in any Possible Disposal shall not exceed 2.7 million shares, respectively, representing not more than 1% of the total share capital of BJCA, for each method. If BJCA undergoes any changes in total share capital, such as bonus share issuance or capitalisation of reserves, during the reduction period, the proposed reduction ratio shall remain unchanged while the number of shares to be reduced shall be adjusted accordingly.

## *5. Compliance*

The Possible Disposal shall comply with relevant applicable laws and regulations, including the requirements set forth in the Securities Law of the People's Republic of China, the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the Listing Rules, the Interim Measures for the Administration of Share Reduction by Shareholders of Listed Companies, and the Shenzhen Stock Exchange Guidelines for Self-Regulatory Supervision of Listed Companies No. 18 – Share Reduction by Shareholders, Directors and Senior Management. The Company will report the progress of the Possible Disposal in its interim reports and/or annual reports in compliance with the Listing Rules.

The Company will re-comply with the Listing Rules requirements and seek fresh Shareholders' approval in the event that any of the Possible Disposal cannot be completed within the scope of the approved Disposal Mandate.

## *6. The Minimum Selling Price*

*Disposal Mandate*

Based on the closing price per BJCA Share over 12 months immediately preceding the date of this announcement, the highest closing price was RMB37.90 and the lowest closing price was RMB19.54 and the average closing price was approximately RMB27.77. The minimum BJCA selling price must comply with the provisions of the Company's "Management Measures for Increasing and Reducing Holding Shares of Listed Companies", namely, it shall not be less than RMB0.3 per BJCA Share (based on the cost of acquisition of such shares), and within a range of 20% below the closing price on the SZSE on the trading day immediately preceding the date of each potential disposal (whichever is higher).

As set out in "4. Manner of Possible Disposal" above, the Possible Disposal will be made at prevailing market prices on the open market. The minimum selling price merely reflects the lowest acceptable threshold per Possible Disposal Share and does not indicate the final selling price per Possible Disposal Share of any Possible Disposal.

The minimum BJCA selling price was determined with reference to (i) the historical market price of BJCA Shares (in the case of a Possible Disposal) in the past 12 months immediately preceding the date of this announcement; (ii) the trading rules of SZSE; (iii) the Company's relevant regulations; and (iv) the prevailing market conditions.

The Directors believe that the minimum BJCA selling price will safeguard the interests of the Company and ensure that the Possible Disposal Shares will not be sold at an unjustified discount. Whilst the Company will exert its endeavours to dispose of the Possible Disposal Shares at the most favourable prices available, flexibility under the Disposal Mandate is vital. In the event of adverse market sentiment or macroeconomic fluctuations, the Company may have to dispose the relevant Possible Disposal Shares at a discount to the previous market price. The minimum BJCA selling price has taken into consideration of market fluctuations and the disposal(s) of the relevant Possible Disposal Shares under the Disposal Mandates shall be subject to disposed of in accordance with feasible implementation plans supervised by the management of the Company to optimise execution prices. Accordingly, the Company considers the terms of the Disposal Mandate (including the minimum BJCA selling price) to be fair, reasonable, and in the interests of the Company and its Shareholders as a whole.

**INFORMATION ABOUT BJCA**

Based on publicly available information, BJCA was established in 2001 as a state-owned listed enterprise, with its issued shares listed on the ChiNext Board of the SZSE (stock code: 300579.SZ). The Company and its controlling shareholder, Beijing Data Group, hold 24.24% and 26.24% BJCA Shares respectively, representing an aggregate of 50.48% BJCA Shares. BJCA's principal business is to provide electronic authentication services, network security products, network security integration, network security services.

Below is the summary of audited/unaudited consolidated financial information of BJCA for two financial years ended 31 December 2025 and the six months ended 30 June 2026. This information is extracted from BJCA's 2024 Annual Report (published on 29 March 2025), its 2025 Annual Report (published on 31 March 2026), its 2026 Interim Report (published on 28 August 2026).

| | **For the year ended 31 December 2024** (audited) *(RMB)* | **For the year ended 31 December 2025** (audited) *(RMB)* | **For the six months ended 30 June 2026** (unaudited) *(RMB)* |
|---|---|---|---|
| Revenue | 1,122,479,441.51 | 838,757,997.90 | 340,111,155.15 |

| | For the year ended 31 December 2024 | For the year ended 31 December 2025 | For the six months ended 30 June 2026 |
|---|---|---|---|
| | (audited) | (audited) | (unaudited) |
| | *(RMB)* | *(RMB)* | *(RMB)* |
| Profit/(loss) before tax | 11,430,103.57 | (116,709,132.63) | (55,839,741.72) |
| Profit/(loss) after tax | 10,609,797.51 | (100,764,063.11) | (49,836,619.46) |

According to 2026 Interim Report of BJCA, its unaudited net assets as at 30 June 2026 were approximately RMB750,137,369.48.

## INFORMATION OF THE COMPANY

The Company is a joint stock limited company established in the PRC on 23 January 1998, which is held as to approximately 48.30% by Beijing Data Group. Beijing Data Group is the controlling shareholder of the Company, while BSAM holds a total of 63.3% interests in the Company through Beijing Data Group and Beijing Industrial Investment. The Company is principally engaged in products and software development and services, industry solutions and operation and maintenance services.

## REASONS FOR AND BENEFITS OF THE DISPOSAL MANDATE AND THE POSSIBLE DISPOSAL

The Company has consistently deepened its internal reforms in recent years by implementing the development strategy of being "AI-driven, product-oriented, and focused on nationwide expansion", enhancing independent innovation, promoting the implementation of "AI+" applications, establishing a marketing system of "nationwide coverage, industry leadership and regional implementation", so as to provide talent support for the high-quality development of the Company. The Directors believe that the Possible Disposal will enable the Company to realise cash resources thereby supporting investments in technological innovation, product R&D, as well as strengthening the development of its talent teams.

Given that the Possible Disposal will be conducted through open market at market rate (by way of centralised bidding) or at the price to be determined in accordance with the requirements of the regulatory authority with transaction information to be publicly disclosed (by way of block trades), the Directors believe that the Possible Disposal and the Disposal Mandate are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

Our non-executive Director Ms. Yan Yi, being a director of BJCA, and our executive Director Mr. Yu Donghui, being the vice general manager of Beijing Data Group, have abstained from voting on the Board resolution for this transaction. Save as disclosed above, none of the Directors has any material interests.

## FINANCIAL EFFECT OF THE POSSIBLE DISPOSAL AND USE OF PROCEEDS

Assuming that the Company disposes all Possible Disposal Shares (i.e., 5,400,000 BJCA Shares) within the Mandate Period at RMB22.96 per BJCA Shares (i.e., the closing price of BJCA Shares immediately prior to the date of this announcement), the Company expects to receive proceeds of approximately RMB123.98 million. It is expected to recognise a profit before tax of not more than approximately RMB99.71 million from the Possible Disposal. The actual amount of profit to be generated from the Possible Disposal will be under review and final audit by the auditor of the Company.

The Company intends to utilise the net proceeds from the Possible Disposal of not more than approximately RMB123.87 million (calculated based on the closing price of BJCA Shares as at the trading day prior to the date of this announcement) to fund the Group's R&D investments in "Hong" product series, investments in technological innovation of "AI+" applications, nationwide market expansion, and expenses for recruiting talent teams.

## IMPLICATIONS UNDER THE LISTING RULES

### Possible Disposal

Assuming that the Company disposes of the Possible Disposal Shares held by the Company within the Mandate Period at RMB22.96 per BJCA Shares (i.e., the closing price of BJCA Shares as at the trading day immediately preceding the date of this announcement), the applicable percentage ratios in relation to the Possible Disposal, when aggregated with Previous Disposals conducted within the preceding 12-month period, will exceed 25% but less than 75%. Accordingly, the Possible Disposal may constitute a major transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

A circular containing further details of the Disposal Mandate and the Possible Disposal, is expected to be despatched to the Shareholders on or before 6 October 2026.

**Whether and when the Company will proceed with the Proposed Disposal will depend on a number of factors, including but not limited to the prevailing market sentiment and market conditions at the time of the Disposal. There is no guarantee that the Company will proceed with the Proposed Disposal. Shareholders and potential investors are advised to exercise caution when dealing in the shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

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| "Beijing Data Group" | 北京數據集團有限公司 (Beijing Data Group Company Limited*), a company established in the PRC, and is wholly owned by BSAM, is a controlling shareholder of the Company |
| "Beijing Industrial Investment" | 北京工業發展投資管理有限公司 (Beijing Industrial Developing Investment Management Co., Ltd.), a wholly-owned subsidiary of BSAM |
| "BJCA" | 北京數字認證股份有限公司 (Beijing Certificate Authority Co., Ltd.), a state-owned listed enterprise with its issued shares listed on the ChiNext Board of the SZSE (Stock code: 300579.SZ). As at the date of this announcement, the Company and its controlling shareholder, Beijing Data Group, hold approximately 24.24% and 26.24% interests in its issued share capital respectively, aggregating to 50.48% |
| "BJCA Shares" | the issued shares of BJCA |
| "Board" or "Director(s)" | the board of Directors of the Company |
| "BSAM" | 北京市國有資產經營有限責任公司 (Beijing State-Owned Assets Management Corporation Limited*), a company established in the PRC, wholly-owned by the Beijing Municipal Government |
| "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 with limited liability, whose overseas listed foreign share(s) of RMB1.00 each in its share capital are listed on the Main Board of the Stock Exchange (Stock code: 1075.HK) |
| "Disposal Mandate" | the general and conditional mandate granted by the Shareholders of the Company (excluding Beijing Data Group and Beijing Industrial Investment) to the Company, which authorises and empowers the Company to sell Possible Disposal Shares |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Third Party(ies)" | third party(ies) independent of the Company and not connected with the Company and/or its subsidiaries and their respective connected persons (within the meaning of the Listing Rules) |

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|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Mandate Period" | disposals shall be conducted within six months from the date on which the relevant resolutions approving the Disposal Mandate and the Possible Disposal were passed by the Shareholders, and shall comply with the reporting, disclosure and other relevant requirements of the SZSE in respect of share disposals by the Company |
| "Possible Disposal" | on-market disposal(s) of the Possible Disposal Shares by the Company pursuant to the terms of the Disposal Mandate |
| "Possible Disposal Shares(s)" | as at the date of this announcement, not more than 5.40 million BJCA Shares, held by the Company representing not more than 2% of the total share capital of BJCA, at an estimated consideration of not more than approximately RMB123.98 million |
| "PRC" or "China" | the People's Republic of China |
| "Previous Disposal(s)" | disposal of Previously Disposed BJCA Shares |
| "Previously Disposed BJCA Shares" | a total of 5,400,000 BJCA Shares disposed of by the Company as detailed in the Company's announcements dated 31 October 2025, 30 December 2025 and 30 January 2026 |
| "Share(s)" | ordinary share(s) of RMB1.00 each in the share capital of the Company |
| "Shareholder(s)" | holder(s) of the Shares of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "SZSE" | The Shenzhen Stock Exchange |
| "%" | per cent |

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

Beijing, the People's Republic of China, 15 September 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 purposes only*