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If you have sold all or transferred all your shares in **Capinfo Company Limited***, you should at once hand this circular to the purchaser or to the transferee, or to the bank manager, licensed securities dealer or registered securities institution or other agency through whom the sale was effected for transmission to the purchaser or the transferee.

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CAPINFO
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1075)

**CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
RENEWAL OF TECHNIQUE SERVICES FRAMEWORK AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Advisor to
the Independent Board Committee and Independent Shareholders**



A letter from the Board is set out on pages 4 to 13 of this circular. A letter from Independent Financial Advisor containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 15 to 37 of this circular and a letter from the Independent Board Committee is set out on pages 14 of this circular.

The notice of the EGM to be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC on 30 December 2025 at 10:30 a.m. together with the proxy form for the appointment of proxy to attend the EGM will be published on the websites of the Stock Exchange and the Company on 8 December 2025.

Whether or not you would attend the EGM, please fill in the proxy form according to relevant instructions and return it as soon as possible, and not less than 24 hours before the fixed time of holding the EGM, i.e. before 29 December 2025 at 10:30 a.m. (Hong Kong time), or any adjournment thereof, in any event. The filled and returned proxy form will have no effect on your vote in person in the EGM or any other postponed meetings. Completion and delivery of the proxy form will not preclude you from attending and voting in person should you so wish.

8 December 2025

* For identification purpose only

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DEFINITIONS

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

“Beijing Data Group”	Beijing Data Group Company Limited* (北京數據集團有限公司), a company established in the PRC, being the Controlling Shareholder of the Company which directly holds approximately 48.3% interests in the issued share capital of the Company and is wholly owned by BSAM
“Beijing Industrial Investment”	Beijing Industrial Developing Investment Management Co., Ltd.* (北京工業發展投資管理有限公司), a company established in the PRC and directly holds approximately 15.0% of the issued share capital of the Company. It is wholly-owned by BSAM
“Board”	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 and is wholly-owned by the Beijing Municipal Government, being a connected person of the Company
“BSAM Group”	BSAM and its subsidiaries
“Capnet Framework Agreement”	a technique services framework agreement entered into between Capinfo Cloud Technology Co., Ltd. and Capnet Company Limited on 29 December 2020, pursuant to which, Capnet Company Limited agreed to provide internet access services to Capinfo Cloud Technology Co., Ltd. for the period from 1 January 2021 to 31 December 2023
“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 foreign share(s) of RMB1.00 each in the share capital of the Company 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 and the word “connected” shall be construed accordingly
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Domestic Share(s)”	the domestic share(s) of RMB1.0 each in the share capital of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held on 30 December 2025, for the consideration and, if think fit, approval of the renewal of continuing connected transactions under the Technique Services Framework Agreement
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of RMB1.0 each in the share capital of the Company
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in respect of the renewal of continuing connected transactions under the Technique Services Framework Agreement
“Independent Financial Advisor” or “Red Solar”	Red Solar Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the renewal of continuing connected transactions under the Technique Services Framework Agreement
“Independent Shareholders”	Shareholders other than those who have material interests in the Renewal Agreement and the transactions contemplated thereunder
“Latest Practicable Date”	3 December 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	collectively the Group and BSAM Group
“PRC”	the People’s Republic of China
“Renewal Agreement”	the renewal agreement of the Technique Services Framework Agreement entered into between the Company (for itself and on behalf of the Group) and BSAM (for itself and on behalf of the BSAM Group) on 31 October 2025, pursuant to which the Group and the BSAM Group agreed to provide services to each other for the period from the effective date of the renewed Technique Services Agreement to 31 December 2028

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Technique Services Framework Agreement”	the technique services framework agreement entered into between the Company (for itself and on behalf of the Group) and BSAM (for itself and on behalf of the BSAM Group) on 18 January 2023, pursuant to which the Group and the BSAM Group agreed to provide services to each other for the period from 1 January 2023 to 31 December 2025
“%”	per cent

In this circular, the English names of the PRC entities or enterprises are translations of their Chinese names. In the event of any inconsistency, the Chinese names shall prevail.

** For identification purpose only*

LETTER FROM THE BOARD

CAPINFO
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1075)

Executive Directors:

Mr. Yu Donghui (*Chairman*)
Mr. Zhang Yiqian (*General Manager*)

Non-executive Directors:

Ms. Yan Yi
Mr. Xin Shuangbai
Ms. Zhao Shujie
Mr. Wang Yuzheng
Mr. Hu Yong

Independent non-executive Directors:

Mr. Gong Zhiqiang
Mr. Cheung, Wai Hung Boswell
Mr. Li Jianqiang
Mr. Zhou Jinglin

Staff Representative Director:

Ms. Zhu Chenlan

Registered office:

No.11 Xi San Huan Zhong Road
Haidian District
Beijing 100036
The PRC

Principal place of business in the PRC:

5th Floor Longfu Mansion
No.95 Longfusi Street
Dongcheng District
Beijing 100010
The PRC

Principal place of business in Hong Kong:

25th Floor
Neich Tower
128 Gloucester Road
Wanchai
Hong Kong

The PRC, 8 December 2025

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO RENEWAL OF TECHNIQUE SERVICES FRAMEWORK AGREEMENT

INTRODUCTION

Reference is made to the announcement of the Company dated 31 October 2025 in relation to the renewal of the continuing connected transactions under the Technique Services Framework Agreement. The purpose of this circular is to provide you with further information on the relevant transactions, a letter from the Independent Board Committee, a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the transactions and other information as required by the Listing Rules.

* For identification purpose only

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 31 October 2025 in relation to, among other things, the renewed Technique Services Framework Agreement entered into between the Company and BSAM. In accordance with such agreement, BSAM Group will provide information technology products and services including electronic certification services to the Group from the effective date of the renewed Technique Services Framework Agreement to 31 December 2028. The Group will provide information technology products and services including software development services to BSAM Group from the effective date of the renewed Technique Services Framework Agreement to 31 December 2028. Of which, the service fees for the products and service to be provided to each other shall not exceed the annual caps for the continuing connected transactions as contemplated by both parties.

As at the Latest Practicable Date, the Controlling Shareholder of the Company is Beijing Data Group, which directly holds approximately 48.3% interests in the issued share capital of the Company. Beijing Data Group is wholly owned by BSAM, while BSAM holds approximately 15.0% interests in the issued share capital of the Company through another subsidiary Beijing Industrial Investment, therefore, BSAM is a connected person of the Company under the Listing Rules. Accordingly, pursuant to the Listing Rules, the transactions contemplated under the Renewal Agreement between the Company and BSAM constitute the continuing connected transactions of the Company.

The Group has agreed to continue providing software development services, network system establishment and service, network design, website intensification, system integration, technical operation and maintenance, technical consultancy services, cloud services, cloud products, wireless products and related information technology services and products to BSAM Group; and BSAM Group has agreed to continue providing electronic certification, information security, network security, internet access and other products and services and system development, operation and maintenance services, as well as information technology products and services such as data governance and analysis to the Group.

RENEWAL OF TECHNIQUE SERVICES FRAMEWORK AGREEMENT

On 31 October 2025, the Company (for itself and on behalf of the Group) has entered into the Renewal Agreement with BSAM (for itself and on behalf of the BSAM Group).

The principal terms of the Renewal Agreement are set out as follows:

Date

31 October 2025

Parties

- (1) the Company (for and on behalf of the Group); and
- (2) BSAM (for and on behalf of the BSAM Group), a connected person of the Company

LETTER FROM THE BOARD

Subject Matter

Pursuant to the Renewal Agreement, (i) the Group has agreed to continue providing software development services, network system establishment and service, network design, website intensification, system integration, technical operation and maintenance, technical consultancy services, cloud services, cloud products, wireless products and related information technology services and products to BSAM Group; and (ii) BSAM Group has agreed to continue providing electronic certification, information security, network security, internet access and other products and services and system development, operation and maintenance services, as well as information technology products and services such as data governance and analysis to the Group.

Term

From the effective date of the renewed Technique Services Framework Agreement (i.e. 1 January 2026) to 31 December 2028.

CONDITIONS PRECEDENT

The transactions contemplated under the Renewal Agreement shall be subject to approval by the Independent Shareholders at the general meeting of the Company.

ANNUAL CAPS

The annual caps under the Renewal Agreement for (i) the service fees to be paid by the BSAM Group to the Group and (ii) the service fees to be paid by the Group to the BSAM Group.

Historical transaction amounts under the Technique Services Framework Agreement

The actual circumstances of the connected transactions under the Technique Services Framework Agreement of each year from 2023 to 2025 are as follows:

LETTER FROM THE BOARD

	For the year ended 31 December 2023 (RMB0'000)	For the year ended 31 December 2024 (RMB0'000)	For the ten months ended 31 October 2025 (RMB0'000)
Provision of information technology services including software development, system integration, network system services, cloud platform by the Group to BSAM Group	3,409	7,316	4,024
Provision of electronic certification, information security, network security, internet access and other products and services and system development, operation and maintenance services, as well as information technology products and services such as data governance and analysis by BSAM Group to the Group	2,759 (including service fees under Capnet Framework Agreement with an amount of 323)	3,089	1,916

Historical Annual Transaction Caps under the Technique Services Framework Agreement

The historical annual transaction caps for service fees (i) paid by the Group to BSAM Group; and (ii) paid by BSAM Group to the Group are set out below:

	For the year ended 31 December 2023 (RMB0'000)	For the year ended 31 December 2024 (RMB0'000)	For the year ending 31 December 2025 (RMB0'000)
Annual caps for the service fees paid by BSAM Group to the Group	3,500	3,500	3,500
Revised annual caps for the service fees to be paid by BSAM Group to the Group	/	9,500	9,500
Annual caps for the service fees paid by the Group to BSAM Group	3,000	3,000	3,000
Revised annual caps for the service fees to be paid by the Group to BSAM Group	/	4,500	4,500

LETTER FROM THE BOARD

Annual Caps under the Renewal Agreement

The annual caps for (i) the service fees to be paid by BSAM Group to the Group and (ii) the service fees to be paid by the Group to BSAM Group under the Renewal Agreement for the each of the three years ending 31 December 2028 are set out as follows:

	For the year ending 31 December 2026 (RMB0'000)	For the year ending 31 December 2027 (RMB0'000)	For the year ending 31 December 2028 (RMB0'000)
Annual cap for the service fees to be paid by BSAM Group to the Group	10,500	10,500	10,500
Annual cap for the service fees to be paid by the Group to BSAM Group	4,950	4,950	4,950

The Annual Caps stated above (i.e., the annual cap for the service fees to be paid by BSAM Group to the Group and the annual cap for the service fees to be paid by the Group to BSAM Group) are determined with reference to: (1) the historical transaction amounts under the Technique Services Framework Agreement; (2) significant increases in the historical actual transaction amounts, particularly regarding the services and products provided and fees paid by BSAM Group to the Group; (3) the increasing demand from BSAM Group for the Group's services and products in the near future; and (4) the trust that the Group and BSAM Group have built in each other, along with their commitment to each other's services and products.

The Board, based on the prevailing available information and assessment, reasonably expects a significant volume of transactions with BSAM Group for the three years ending 31 December 2028. which could be generated/incurred from existing contracts on hand and the anticipated future contracts between the Group and BSAM Group.

PRICING POLICY

Regarding the services and products to be provided by the Group to the BSAM Group

For the services and products to be provided by the Group to the BSAM Group, the relevant members of the Group which provide the services and products will estimate the overall costs based on costs of labour, software and hardware equipment and etc., and then proposes a preliminary quotation based on the estimated overall costs plus a gross profit margin. The gross profit margin is determined; (i) by making reference to the average bidding price of similar services and products in the open market, such as the China Government Procurement Network (中國政府採購網) (<http://www.ccgp.gov.cn/>) and the average price of similar services and products provided by the Group to independent third parties; (ii) in compliance with the relevant laws, regulations and systems in relation to pricing; (iii) based on an arm's length negotiations with the BSAM Group so as to ensure the service and product fees of the Group are reasonable and competitive.

LETTER FROM THE BOARD

The average gross profit margin applied to the initial quotations for services and products is approximately 25% to 40%, after, where applicable, taking into account the procurement costs, capital usage costs, and corresponding operation and maintenance service fees (with an operation and maintenance service period of three to five years). When making reference to the average price of similar services and products provided by independent third parties, the Group generally uses three samples as a benchmark.

To ensure that the quotations provided by the Group are comparable to those provided by other suppliers of similar services and products in the market, the Group will make reference to: (i) the average bid prices of similar services and products that can be collected from the open market, such as the China Government Procurement Network (<http://www.ccgp.gov.cn/>); and (ii) the average quotations of the Group for similar services and products provided to independent third parties, to adjust its prices. The management of the Group will adjust the pricing policy from time to time in light of the changing market environment and taking into account of the status of development of the Company so that its pricing is competitive, beneficial to the Group and in compliance with the applicable laws, regulations and policy documents.

Regarding the services and products to be provided by the BSAM Group to the Group

For the service and products to be provided by the BSAM Group to the Group, the procurement department of the Group is responsible for the management of the procurement process. When the procurement department receives procurement requests from other business departments of the Group, it will determine the procurement approach in accordance with relevant laws, regulations and policy documents and the provisions of the Company's procurement management system, and undergo the procedures as required.

The procurement department will consider multiple factors, including the preliminary quotation, the average bidding price of similar services and products in the open market, and the necessary tendering procedures. To ensure that the fees charged by the BSAM Group are fair and reasonable, for each individual transaction, the procurement department will conduct supplier inquiries, negotiations, or tendering and selection procedures to determine the final preferred supplier.

According to the relevant procurement internal procedures, single transaction with procurement amount not exceeding RMB2.5 million generally uses supplier inquiries and commercial negotiations. For asset-related construction projects, goods and services exceeding RMB2.5 million, the Group would normally conduct tendering and selection procedures.

Regardless of whether supplier inquiries, negotiations, or tendering and selection procedures are used, the procurement process is organized and executed by the procurement department. If the supplier inquiry method is used, the procurement department will normally invite three or more suppliers to participate for comparison and evaluation. If the tendering and selection procedure is used, detailed technical specifications and other requirements as well as the evaluation criteria will be prepared and included in the tender documents, which will be sent to at least three potential bidders for submission. An evaluation committee will be formed by engineers and experienced procurement staff to evaluate the bids based on the predetermined evaluation criteria, which include the supplier's quality management and measures, the ability to complete the work on time, price, qualifications, and reputation. According to the evaluation criteria and the applicable procurement management measures, the preferred supplier will be selected.

LETTER FROM THE BOARD

INTERNAL CONTROL POLICIES

Each quotation for the service and products to be provided by the Group to BSAM Group under the Renewal Agreement will go through the internal approval system of the Group, under which it passes through different departments for consideration, including the planning department, the finance management department and the management of the Company for review and approval. The management of the Company would ensure that the final quotation is fair and reasonable and beneficial to the Group as a whole.

Each individual transaction in relation to the service and products to be provided by BSAM Group to the Group under the Renewal Agreement shall be reviewed and approved by the head of the procurement department of the Group before execution to ensure that the terms and procedures are in compliance with the Company's pricing policy. Following the entering into of the renewed Technique Services Framework Agreement, the Company will regularly review the transactions to be entered into with BSAM Group to identify any transactions that may be at risk of exceeding the annual caps and any measures to be introduced in response to such transactions. All transactions between the Group and BSAM Group will be subject to detailed review at least once a year. The finance management department of the Group is responsible for monitoring the transaction amounts of the continuing connected transactions quarterly, reporting to Board's office to ensure that the transactions are conducted in accordance with the respective pricing policies and the annual caps are not exceeded.

Before placing an order with BSAM Group, the Group's procurement department will obtain quotations from BSAM Group for each purchase and compare quotations from other independent suppliers for similar services and products to ensure price competitiveness. Where possible and feasible, the Group will usually establish a benchmark, i.e., obtaining three quotations from independent third parties as a price reference when purchasing similar services and products. The auditors and independent non-executive Directors of the Company will also conduct annual review of the continuing connected transactions entered into by the Group on whether the continuing connected transactions have been conducted in compliance of the pricing policies and whether the relevant annual caps have been exceeded.

REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE RENEWAL AGREEMENT

The Group is principally engaged in, inter alia, products and software development and services; industry solutions; and operation and maintenance services, etc.

BSAM Group has maintained good cooperation relationship with the Group for a long time and with the extensive and in-depth application of internet, cloud computing, and big data technologies, the number of information technology services and product transactions between the Group and BSAM Group has increased. The Board believes that the entering into the Renewal Agreement will be beneficial to the Group's operation.

The Board is also of the view that the services to be provided by BSAM Group to the Group will continue helping the Group to maintain and enhance its network security system, and improve the level of technology and services.

LETTER FROM THE BOARD

Accordingly, the Directors (including the independent non-executive Directors) consider that the terms of the Renewal Agreement, the annual caps for the service fees to be paid by the Group to BSAM Group and that to be paid by BSAM Group to the Group under the Renewal Agreement are fair and reasonable, entered into in the ordinary and usual course of business of the Group and are in the interests of the Group and the Shareholders as a whole.

The Company's non-executive Director Ms. Yan Yi is also an employee of BSAM, Ms. Yan Yi, is regarded to have a material interest in the Renewal Agreement and the transactions contemplated thereunder, and had abstained from voting on the Board resolution approving the Renewal Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the Directors has any material interest in the Renewal Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, the Controlling Shareholder of the Company is Beijing Data Group, which directly holds approximately 48.3% of the Company's issued share capital. Beijing Data Group is wholly owned by BSAM. Meanwhile, BSAM indirectly holds approximately 15.0% of the Company's issued share capital through its other wholly-owned subsidiary, Beijing Industrial Investment. Therefore, BSAM is a connected person of the Company under the Listing Rules. Accordingly, pursuant to the Listing Rules, the transactions contemplated under the Renewal Agreement between the Company and BSAM constitute the continuing connected transactions of the Company.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the annual caps for the service fees to be paid by BSAM Group to the Group under the Renewal Agreement are more than 5%, the transactions under the Renewal Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the annual caps for the service fees to be paid by the Group to BSAM Group under the Renewal Agreement are more than 5%, the transactions under the Renewal Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL INFORMATION

Information on the Company

The Company is a joint stock limited company established in the PRC on 23 January 1998 with limited liability, which is principally engaged in, inter alia, products and software development and services; industry solutions; and operation and maintenance services, etc. As of the Latest Practicable Date, Beijing Data Group directly holds approximately 48.3% interests in the issued share capital of the Company, and Beijing Data Group is wholly owned by BSAM.

LETTER FROM THE BOARD

Information on BSAM

BSAM is a company established in the PRC with limited liability and is wholly-owned by the Beijing Municipal Government of the PRC. BSAM, as the implementer and operator of major projects in Beijing, focuses its business operations in financial services, high-tech and modern manufacturing, culture and creativity, urban development of functionality area, environmental protection and new energies.

EXTRAORDINARY GENERAL MEETING

Resolution in relation to the Renewal Agreement and the transactions contemplated thereunder and the relevant proposed annual caps will be proposed at the EGM for approval.

The EGM will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC on 30 December 2025 at 10:30 a.m. for the consideration and, if think fit, approval of the renewal of the continuing connected transactions under the Technique Services Framework Agreement.

The notice convening the EGM, together with the proxy form for the EGM, have been enclosed with this circular, which will be despatched to the Shareholders on 8 December 2025 and published on the websites of the Stock Exchange and the Company.

In accordance with the Listing Rules, any connected person or Shareholder or their associate who has material interest in the Renewal Agreement and the transaction contemplated thereunder shall abstain from voting on the resolution to approve the Renewal Agreement and the transactions contemplated thereunder and the proposed annual caps at the EGM.

BSAM is a connected person of the Company and has a material interest in the resolution in relation to the Renewal Agreement and the transactions contemplated thereunder, therefore, its wholly-owned subsidiaries, Beijing Data Group and Beijing Industrial Investment, will abstain from voting on the ordinary resolution to approve the Renewal Agreement and the transactions contemplated thereunder at the EGM. As at the Latest Practicable Date, BSAM, through its wholly-owned subsidiaries, Beijing Data Group and Beijing Industrial Investment, indirectly held 183,454,200 Shares, representing approximately 63.3% of the total issued shares of the Company. The Board confirms that Beijing Data Group and Beijing Industrial Investment will abstain from voting on the resolution to approve the Renewal Agreement and the transactions contemplated thereunder.

Whether you intend to attend the EGM or not, you are requested to complete and return the accompanying proxy form in accordance with the instructions set out therein to the Company's principal place of business in the PRC at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of proxy form of holder of Domestic Shares) or to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the meeting (i.e. not later than 29 December 2025 at 10:30 a.m. (Hong Kong time)). Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 23 December 2025 to Tuesday, 30 December 2025, both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the Company's register of members at the close of business on Tuesday, 23 December 2025 will be entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfers of Shares, accompanied by the relevant share certificates must be lodged with the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (applicable for H Shares) or the Company's office, at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (applicable for Domestic Shares), for registration not later than 4:30 p.m. on Monday, 22 December 2025.

RECOMMENDATION

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, consider that the renewal of the continuing connected transactions under the Technique Services Framework Agreement is entered into in the ordinary and usual course of business of the Company on normal commercial terms, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM in relation to the renewal of the continuing connected transactions under the Technique Services Framework Agreement. Full text of the letter from the Independent Board Committee is set out on page 14 of this circular.

The Directors (including members of the Independent Board Committee) consider that the renewal of the continuing connected transactions under the Technique Services Framework Agreement is entered into in the ordinary and usual course of business of the Company on normal commercial terms, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM in relation to the renewal of the continuing connected transactions under the Technique Services Framework Agreement.

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

* For identification purpose only

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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)

8 December 2025

To the Independent Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
RENEWAL OF TECHNIQUE SERVICES FRAMEWORK AGREEMENT**

We refer to the circular of the Company dated 8 December 2025 (the “**Circular**”) to the Shareholders, of which this letter forms part. Unless the context requires otherwise, terms defined in the Circular have the same meaning when used in this letter.

We have been appointed by the Board as the members of the Independent Board Committee to consider the renewal of the continuing connected transactions under the Technique Services Framework Agreement, and to advise the Independent Shareholders in this regard. Red Solar has been appointed as an Independent Financial Adviser in this regard.

We wish to draw your attention to the “**Letter from the Board**” and the “**Letter from Independent Financial Advisor**” as set out in the Circular. Having considered the principal factors and reasons considered by, and the advice of, the Independent Financial Advisor as set out in their letter of advice, we consider that the renewal of the continuing connected transactions under the Technique Services Framework Agreement is entered into in the ordinary and usual course of business of the Company on normal commercial terms, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM in relation to the renewal of the continuing connected transactions under the Technique Services Framework Agreement.

Yours faithfully,

For and on behalf of the Independent Board Committee
CAPINFO COMPANY LIMITED*

Mr. Gong Zhiqiang
Independent Non-Executive Director

Mr. Cheung, Wai Hung Boswell
Independent Non-Executive Director

Mr. Li Jianqiang
Independent Non-Executive Director

Mr. Zhou Jinglin
Independent Non-Executive Director

* For identification purpose only

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter of advice from Red Solar Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, in respect of the Renewal Agreement and the transactions contemplated thereunder for the purpose of inclusion in this circular.



Unit 402B, 4/F
China Insurance Group Building
No.141 Des Voeux Road Central
Central, Hong Kong

8 December 2025

*To: The Independent Board Committee and the Independent Shareholders of
Capinfo Company Limited**

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO RENEWAL OF TECHNIQUE SERVICES FRAMEWORK AGREEMENT

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders regarding the entering into of the Renewal Agreement and the transactions contemplated thereunder (collectively, the “**Transactions**”), details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated 8 December 2025 (the “**Circular**”), of which this letter of advice forms part. Unless the context requires otherwise, capitalised terms used in this letter of advice shall have the same meanings as defined in the Circular.

Reference is made to the announcement of the Company dated 31 October 2025 (the “**Announcement**”) in relation to, among other things, the Renewal Agreement entered into between the Company and BSAM. In accordance with such agreement, BSAM Group will provide information technology products and services including electronic certification services to the Group from the effective date of the renewed Technique Services Framework Agreement (i.e. 1 January 2026) to 31 December 2028, and the Group will provide information technology products and services including software development services to BSAM Group from the effective date of the renewed Technique Services Framework Agreement (i.e. 1 January 2026) to 31 December 2028.

In particular, pursuant to the Renewal Agreement, the Group has agreed to continue providing software development services, network system establishment and service, network design, website intensification, system integration, technical operation and maintenance, technical consultancy services, cloud services, cloud products, wireless products and related information technology services and products to BSAM Group; and BSAM Group has agreed to continue providing electronic certification, information security, network

* For identification purpose only

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security, internet access and other products and services and system development, operation and maintenance services, as well as information technology products and services such as data governance and analysis to the Group.

The fees for the technology products and service to be provided to each other shall not exceed the annual caps for the continuing connected transactions under the Renewal Agreement as contemplated by both parties.

Listing Rules implications

As at the Latest Practicable Date, the Controlling Shareholder of the Company is Beijing Data Group, which directly holds approximately 48.3% interests in the issued share capital of the Company. Beijing Data Group is wholly owned by BSAM, while BSAM indirectly holds approximately 15.0% interests in the issued share capital of the Company through another subsidiary Beijing Industrial Investment, therefore, BSAM is a connected person of the Company under the Listing Rules. Accordingly, pursuant to the Listing Rules, the transactions contemplated under the Renewal Agreement between the Company and BSAM constitute the continuing connected transactions of the Company.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the annual caps for the service fees to be paid by BSAM Group to the Group under the Renewal Agreement are more than 5%, the transactions under the Renewal Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the annual caps for the service fees to be paid by the Group to BSAM Group under the Renewal Agreement are more than 5%, the transactions under the Renewal Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Company has established the Independent Board Committee, comprising all the independent non-executive Directors, to advise the Independent Shareholders on whether the terms of the Renewal Agreement (including the annual caps in relation thereto) are fair and reasonable so far as the Independent Shareholders are concerned. We, Red Solar Capital Limited, have been appointed by the Company as its Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard and as to voting at the EGM on the matter.

OUR INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, we had acted as the independent financial advisor to the independent board committee and independent shareholders of the Company regarding (i) the continuing connected transactions of the Company in relation to the Capinfo cloud framework agreement; and (ii) the revision of annual caps for the continuing connected transactions of the Company with BSAM Group, details of which are set out in the circular of the Company dated 23 August 2024 (the "**Previous Engagement**"). Under the Previous Engagement, (i) save and except for acting as the independent financial advisor as explained above, no other engagement nor relationship has been

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formed between us and the Group, the other party(ies) to the transactions contemplated thereof, or close associate or core connected person of any of them; (ii) we did not have any interest in the Group, the other party(ies) to the transactions contemplated thereof, close associate or core connected person of any of them, or any other parties that could reasonably be regarded as relevant to our independence; and (iii) apart from the normal advisory fee payable to us by the Company in connection with our engagement, no arrangement exists whereby we shall receive any other fees or benefits from the Group, the other party(ies) to the transactions contemplated thereof, or close associate or core connected person of any of them.

Save and except for the Previous Engagement which have been explained above, during the past two years immediately preceding the Latest Practicable Date, other than this engagement of us as the Independent Financial Adviser, no other engagement nor relationship has been formed between us and the Group, the other party(ies) to the Transactions, or close associate or core connected person of any of them. As at the Latest Practicable Date, we did not have any interest in the Group, the other party(ies) to the Transactions, close associate or core connected person of any of them, or any other parties that could reasonably be regarded as relevant to our independence. Apart from the normal advisory fee payable to us by the Company in connection with our engagement as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Group, the other party(ies) to the Transactions, or close associate or core connected person of any of them.

Based on the above, we considered that we are independent to act as the Independent Financial Adviser in respect of the Transactions pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Group (including but not limited to those contained or referred to in the Announcement and the Circular). We have reviewed documents including but not limited to (i) the Announcement; (ii) the Circular and the Letter from the Board contained therein; (iii) the existing Technique Services Framework Agreement; (iv) the Renewal Agreement; (v) the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”); (vi) the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”); and (vii) the relevant supporting documents provided by the Company to formulate our opinion and recommendation. We have assumed that the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Group were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the EGM. We have also assumed that all statements of belief, opinions, expectation and intention made by the management of the Company in the Circular were reasonably made after due enquiry and careful consideration. Where applicable, we have also conducted our own desktop search and we are not aware of material deviation between our search results and the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Group. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have no reason to suspect that any material fact or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its management and/or advisers, which have been provided to us.

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We have not, however, conducted any independent in-depth investigation into the business and affairs or future prospects of the Group, or their respective shareholders, subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Transactions. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us up to the Latest Practicable Date, which could be subject to subsequent developments and changes from time to time. Where information in this letter of advice has been extracted from published or otherwise publicly available sources, we have ensured that such information has been carefully extracted. We have not, however, conducted any independent in-depth investigation nor verification of such information.

The Directors have collectively and individually accepted full responsibility for the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in the 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 in the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion in respect of the Transactions, we have considered the following principal factors and reasons:

1. Background of and reasons for the Transactions

(a) Background information of the Group

The Company is a joint stock limited company established in the PRC on 23 January 1998 with limited liability, which is principally engaged in, inter alia, products and software development and services; industry solutions; and operation and maintenance services, etc. As at the Latest Practicable Date, Beijing Data Group holds approximately 48.3% interests in the issued share capital of the Company, and Beijing Data Group is wholly owned by BSAM.

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The following table sets out key consolidated financial information of the Group for each of the two years ended 31 December 2024 (“FY2023” and “FY2024”, respectively) and the six months ended 30 June 2024 and 2025, respectively (“6M2024” and “6M2025”, respectively), as extracted from the 2024 Annual Report and 2025 Interim Report:

	For 6M2025	For 6M2024	For FY2024	For FY2023
	RMB	RMB	RMB	RMB
	(unaudited)	(unaudited)	(audited)	(audited)
Operating revenue	680,753,944.94	538,129,918.34	1,472,386,521.87	1,425,581,774.41
Operating profit/(loss)	20,579,518.56	(11,517,099.32)	13,386,511.67	(90,420,952.86)
<i>Add: non-operating income</i>	200.03	274,315.92	1,258,741.00	190,503.97
<i>Less: non-operating expenses</i>	755,848.42	2,292,002.00	9,529,068.33	3,766.28
Total profit/(loss)	19,823,870.17	(13,534,785.40)	5,116,184.34	(90,234,215.17)
<i>Less: income tax expenses</i>	(348,964.75)	(2,281,718.87)	11,405,077.21	(28,142,161.34)
Net profit/(loss)	20,172,834.92	(11,253,066.53)	(6,288,892.87)	(62,092,053.83)

	As at	As at	As at
	30 June 2025	31 December 2024	31 December 2023
		RMB	RMB
		(audited)	(audited)
Total current assets	1,417,395,153.63	1,501,357,844.75	1,592,396,274.93
Total non-current assets	855,040,747.40	860,935,525.45	904,427,124.10
Total assets	2,272,435,901.03	2,362,293,370.20	2,496,823,399.03
Total current liabilities	994,257,677.65	1,113,766,488.62	1,261,974,320.08
Total non-current liabilities	64,752,547.34	55,428,322.35	32,036,323.59
Total liabilities	1,059,010,224.99	1,169,194,810.97	1,294,010,643.67
Net assets	1,213,425,676.04	1,193,098,559.23	1,202,812,755.36

Comparison of performance between FY2023 and FY2024

The Group’s operating revenue increased by approximately RMB46.80 million, or approximately 3.28%, from approximately RMB1,425.58 million for FY2023 to approximately RMB1,472.39 million for FY2024. According to the 2024 Annual Report, it was mainly attributed to the continued development of the digital economy and deepened integration of digital technology and the real economy in 2024. Artificial intelligence and other technologies have accelerated in popularisation, technological innovation has become the core driver of industry growth, and policy support provides a solid guarantee for the development of the digital economy. While the rapid iteration of technology, data security and privacy protection have set higher standards for industry enterprises, and the industry continues to evolve amidst opportunities and challenges. Amid such market developments, the Group’s business contracted growth was favourable, and market expansion has achieved significant results.

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The Group turned from an operating loss of approximately RMB90.42 million for FY2023 to an operating profit of approximately RMB13.39 million for FY2024, which could be mainly attributable to (i) the reduction in the Group's administrative expenses and research and development expenses outweighing the increase in the Group's selling expenses for FY2024; (ii) the Group recording an investment income for FY2024 in contrast with an investment loss for FY2023; and (iii) the reduction in the Group's asset impairment losses from approximately RMB71.07 million for FY2023 to approximately RMB5.60 million for FY2024.

Based on the Group's operating profit of approximately RMB13.39 million, adding non-operating income of approximately RMB1.26 million and subtracting non-operating expenses of approximately RMB9.53 million, the Group's total profit amounted to approximately RMB5.12 million for FY2024, as compared to a total loss of approximately RMB90.23 million for FY2023. Taking into account income tax expenses of approximately RMB11.41 million, the Group recorded net loss of approximately RMB6.29 million for FY2024, as compared to a net loss of approximately RMB62.09 million for FY2023.

Comparison of performance between 6M2024 and 6M2025

The Group's operating revenue increased by approximately RMB142.62 million, or approximately 26.50%, from approximately RMB538.13 million for 6M2024 to approximately RMB680.75 million for 6M2025. As set out in the 2025 Interim Report, it was mainly attributable to the further breakthrough in technology R&D commercialisation and the initial effect of business structural optimisation of the Group. The Group has had increasing effort for the development of cloud network and digital intelligence businesses, and achieved significant progress in commercialising its core product. For instance, the Group undertook the operation and maintenance works for Beijing municipal government network and Internet platform. In respect of digital intelligence business, the Group's "Hongdi" Big Model was launched for application in 11 scenarios including domestic computing power adaptation, digitalised medical insurance for human use, support of immediate commencement of business intelligence review upon receipt of complaints, etc. In addition, the Group has also built its "CAPs" product system, with its "Hongteng" office products, "Hongshun" housing provident fund system and officer-grade human resources management digital and intelligent platform achieving commercialisation.

The Group turned from an operating loss of approximately RMB11.52 million for 6M2024 to an operating profit of approximately RMB20.58 million for 6M2025, which could be mainly attributable to (i) the reduction in the Group's selling expenses and research and development expenses outweighing the increase in the Group's administrative expenses for 6M2025; and (ii) the Group recording an investment revenue of approximately RMB40.00 million for 6M2025 in contrast with an investment loss of approximately RMB5.93 million for 6M2024, although being partially offset by the increases in the Group's credit impairment losses and asset impairment losses for 6M2025.

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The Group's total profit amounted to approximately RMB19.82 million for 6M2025, as compared to a total loss of approximately RMB13.53 million for 6M2024. The Group recorded net profit of approximately RMB20.17 million for 6M2025, as compared to a net loss of approximately RMB11.25 million for 6M2024.

Comparison of financial positions

The Group's net current assets, being total current assets minus total current liabilities, amounted to approximately RMB330.42 million, RMB387.59 million and RMB423.14 million as at 31 December 2023 and 2024 and 30 June 2025, respectively, exhibiting an gradual growth. The Group's net assets amounted to approximately RMB1,202.81 million, RMB1,193.10 million and RMB1,213.43 million as at the aforesaid dates, respectively. We considered the Group's financial positions healthy over the aforesaid dates.

Prospects

The Company considered 2025 the conclusion year of the Group's "14th Five-Year Plan" strategic plan, as well as the critical year for the implementation of deepening reforms. The Group will continue its endeavour to lay a solid foundation for high-quality development in the "15th Five-Year Plan". The Group will firmly grasp the opportunities provided by the national industrial policies encouraging innovation upgrade, digital transformation, information security and development of data elements, comprehensively enhance its technological capabilities in artificial intelligence, big data and cloud-native distributed framework, continuously optimise its operational efficiency and service quality, adhere to the leading role of innovation and continuously improve the core technology system. The Group will build a sound security defence for government networks, cloud platforms and other infrastructures, and further improve the level of system operation and maintenance protection. The Group will implement the strategy of "industrialisation, productisation and regionalisation", build the "CAPs" product system, strengthen the construction of marketing system, brand driving and ecological construction. Intensify the development of innovative business and strategically lay out data business. The Group will also continue to create new development momentum and new growth engines, promoting leapfrog improvement in business scale and operational efficiency, and injecting strong momentum for sustainable development.

(b) *Reasons for and benefits of the Transactions*

As set out in the Letter from the Board, BSAM Group has maintained good cooperation relationship with the Group for a long time and with the extensive and in-depth application of internet, cloud computing, and big data technologies, the number of information technology services and product transactions between the Group and BSAM Group has increased. The Board believes that the entering into of the Renewal Agreement will be beneficial to the Group's operation. The Board is also of the view that the services to be provided by BSAM Group to the Group will continue helping the Group to maintain and enhance its network security system, and improve the level of technology and services.

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By virtue of her capacity as an employee of BSAM, Ms. Yan Yi, the Company's non-executive Director, is regarded to have a material interest in the Renewal Agreement and the transactions contemplated thereunder, and had abstained from voting on the Board resolutions approving the Renewal Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the Directors has any material interest in the Renewal Agreement and the transactions contemplated thereunder.

In assessing the reasons for and benefits of the Transactions, we have the following analysis.

We first noted from the announcement of the Company dated 9 September 2020 that the transactions contemplated under the existing Technique Services Framework Agreement (which is proposed to be renewed by the Renewal Agreement) and its precedents can be traced back to September 2020, since when the Group and BSAM Group have been providing the products and services as set out under the aforesaid agreements to each other. Therefore, we agreed the Board's view that BSAM Group has maintained good cooperation relationship with the Group for a long time.

We have then obtained from the Company and reviewed the contracts between the Group and BSAM Group entered into from 1 January 2023 up to the Latest Practicable Date pursuant to the existing Technique Services Framework Agreement. We noted that the services provided or to be provided by BSAM Group to the Group thereunder could be broadly summarised into a few types: (i) electronic certification products and services; (ii) information security services and products; (iii) network security and other products, system development, operation and maintenance services; and (iv) other technical outsourcing services. We have further enquired the Company and understood that such products and services provided or to be provided by BSAM Group to the Group were generally used in the ordinary and usual course of business of the Group. We have reviewed the 2024 Annual Report and noted that the Group's products and services covered system integration, network system development products and services. We considered it reasonable for the Group to employ the aforesaid information technology related and network security products and services due to the technology-heavy nature of its businesses. Based on the above, and that the Group has established a long business relationship with BSAM Group, we considered it reasonable for the Group to use products and services provided or to be provided by BSAM Group pursuant to the existing Technique Services Framework Agreement.

On the other hand, we also noted from the contracts between the Group and BSAM Group under the existing Technique Services Framework Agreement that the services provided or to be provided by the Group to BSAM Group could be broadly summarised into (i) software development; (ii) network system design and establishment services; (iii) cloud products and services; and (iv) website and technical operation products, services and maintenance. Having considered the Group's principal activities of, inter alia, products and software development and services; industry solutions; and operation and maintenance services, etc., we were of the view that such services provided or to be provided by the Group to BSAM Group under the existing Technique Services Framework Agreement were in line with the ordinary and usual course of business of the Group and were reasonable.

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We have then reviewed the Renewal Agreement. We noted that the terms and conditions of the Renewal Agreement are substantially the same as those of the existing Technique Services Framework Agreement, including the scopes of (i) the services provided or to be provided by BSAM Group to the Group; and (ii) the services provided or to be provided by the Group to BSAM Group and the pricing policies, with the exceptions of the effective term and proposed annual caps. As we considered (i) it reasonable for the Group to use products and services provided or to be provided by BSAM Group pursuant to the existing Technique Services Framework Agreement; and (ii) that the services provided or to be provided by the Group to BSAM Group under the existing Technique Services Framework Agreement were in line with the ordinary and usual course of business of the Group and were reasonable, we were of the view that the Renewal Agreement is also in the ordinary and usual course of business of the Group and reasonable because it is a renewal of the existing Technique Services Framework Agreement in nature and has substantially the same scopes of products and services.

We also concurred with the Board's view that the entering into of the Renewal Agreement will be beneficial to the Group's operation as the Group will earn revenue from providing services to BSAM Group, and that the products and services provided or to be provided by BSAM Group to the Group were generally used in the ordinary and usual course of business of the Group and are necessary and useful to the Group.

Based on all of the above, and also taking into account our analysis of other terms and conditions of the Renewal Agreement such as the pricing policies and the proposed annual caps, details of which are set out below in this letter, we considered that the entering into of the Renewal Agreement is in the usual and ordinary course of business of the Company, fair and reasonable, and in the interests of the Company and the Independent Shareholders as a whole.

2. The Renewal Agreement

(a) *Principal terms of the Renewal Agreement*

The principal terms of the Renewal Agreement are summarised below:

Date	:	31 October, 2025
Parties	:	(1) the Company (for and on behalf of the Group); and (2) BSAM (for and on behalf of BSAM Group), a connected person of the Company
Subject matter	:	Pursuant to the Renewal Agreement, (i) the Group has agreed to continue providing software development services, network system establishment and service, network design, website intensification, system integration, technical operation and maintenance, technical consultancy services, cloud services, cloud products, wireless products and related information technology services and products

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to BSAM Group; and (ii) BSAM Group has agreed to continue providing electronic certification, information security, network security, internet access and other products and system development, operation and maintenance services, as well as information technology products and services such as data governance and analysis to the Group.

- Term : From the effective date of the renewed Technique Services Framework Agreement (i.e. 1 January 2026) to 31 December 2028.
- Conditions precedent : The transactions contemplated under the Renewal Agreement shall be subject to approval by the Independent Shareholders at the general meeting of the Company.
- Pricing policy : The pricing policy under the Renewal Agreement is summarised as follows:

Regarding the services and products to be provided by the Group to BSAM Group

For the services and products to be provided by the Group to BSAM Group, the relevant members of the Group who provide the services and products will estimate the overall costs based on costs of labour, software and hardware equipment and etc., and then proposes a preliminary quotation based on the estimated overall costs plus a gross profit margin. The gross profit margin is determined: (i) by reference to the average bidding price of similar services and products in the open market, such as the China Government Procurement Network (中國政府採購網) (<http://www.ccgp.gov.cn/>); (ii) in compliance with the relevant laws, regulations and systems in relation to pricing; (iii) based on an arm's length negotiations with BSAM Group so as to ensure the service and product fees of the Group are reasonable and competitive. To ensure that the quotations provided by the Group are comparable to those provided by other suppliers of similar services and products in the market, the Group will also make reference to the average quotations of the Group for similar services and products provided to independent third parties to adjust its prices. When making reference to the average price of similar services and products provided to independent third parties, the Group generally uses three samples as a benchmark. The average gross profit margin applied to the initial quotations for services and products is approximately 25% to 40%, after, where applicable,

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taking into account the procurement costs, capital usage costs, and corresponding operation and maintenance service fees (with an operation and maintenance service period of three to five years).

The management of the Group will adjust the pricing policy from time to time in light of the changing market environment and taking into account of the status of development of the Company so that its pricing is competitive, beneficial to the Group and in compliance with the applicable laws, regulations and policy documents.

Regarding the services and products to be provided by BSAM Group to the Group

For the service and products to be provided by BSAM Group to the Group, the procurement department of the Group is responsible for the management of the procurement process. When the procurement department receives procurement requests from other business departments of the Group, it will determine the procurement approach in accordance with relevant laws, regulations and policy documents and the provisions of the Company's procurement management system, and undergo the procedures as required.

The procurement department will consider multiple factors, including the preliminary quotation, the average bidding price of similar services and products in the open market, and the necessary tendering procedures. To ensure that the fees charged by BSAM Group are fair and reasonable, for each individual transaction, the procurement department will conduct supplier inquiries, negotiations, or tendering and selection procedures to determine the final preferred supplier.

According to the relevant procurement internal procedures, single transaction with procurement amount not exceeding RMB2.5 million generally uses supplier inquiries and commercial negotiations. For asset-related construction projects, goods and services exceeding RMB2.5 million, the Group would normally conduct tendering and selection procedures.

Regardless of whether supplier inquiries, negotiations, or tendering and selection procedures are used, the procurement process is organized and executed by the procurement department. If the supplier inquiry method is used, the procurement department will normally invite three or more suppliers to participate for comparison and evaluation. If the tendering and selection procedure is used, detailed technical specifications and other

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requirements as well as the evaluation criteria will be prepared and included in the tender documents, which will be sent to at least three potential bidders for submission. An evaluation committee will be formed by engineers and experienced procurement staff to evaluate the bids based on the predetermined evaluation criteria, which include the supplier's quality management and measures, the ability to complete the work on time, price, qualifications, and reputation. According to the evaluation criteria and the applicable procurement management measures, the preferred supplier will be selected.

Proposed annual caps : Please refer to the section headed “ (c) Discussion on the proposed annual caps of the Renewal Agreement” below in this letter.

(b) Discussion on the pricing policy of the Renewal Agreement

The pricing policies of the Renewal Agreement are substantially the same as those of the existing Technique Services Framework Agreement.

In particular, for the services and products to be provided by the Group to BSAM Group, the relevant member of the Group which provides services and products would firstly estimate the overall costs based on costs of labour, software and hardware equipment and etc. and then proposes a preliminary quotation based on the estimated overall costs plus a gross profit margin. We understood that the Company expected that the average gross profit margin applied to the initial quotations for services and products to be provided by the Group to BSAM Group under the Renewal Agreement would be approximately 25% to 40%, which is the same with the range of that under the existing Technique Services Framework Agreement and in line with the range of gross profit margins for similar products or services provided by the Group to independent third party customers, and will be determined from time to time (i) with reference to the average bidding price of similar services and products in the open market, such as the China Government Procurement Network and the average price offered by the Group to independent third parties for similar services and products, (ii) in compliance with relevant laws, regulations and policies regarding pricing, and (iii) based on an arm's length negotiations with BSAM Group, so as to ensure that the Group's services and products are reasonable and competitive. To ensure the quotation provided by the Group is comparable to the prices offered by other suppliers of similar services and products in the market and competitive, the Group may adjust its price with reference to the market information above from time to time.

We noted and considered that it is commercially reasonable, as the first step, for the Group to estimate the overall costs based on costs of labour, software and hardware equipment and etc. for the provision of the services and products, and then proposes a preliminary quotation based on the estimated overall costs plus a gross profit margin for the transactions contemplated under the Renewal Agreement, because it is important for all business to ensure that all costs are covered and gross profit are earned. In addition, we have enquired the Company and

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understood that the Group will also refer to the average bidding price of similar services and products in the open market, such as the China Government Procurement Network, and the average price offered to or by independent third parties for similar services and products, where applicable.

We have conducted our desktop search and noted that the China Government Procurement Network is a national-grade procurement website and, as shown on its website, the only media designated by the Ministry of Finance of the PRC to publish governmental procurement information. Taking into account such background of the China Government Procurement Network, we considered it a reliable and independent source of information relating to procurement prices, and it is fair and reasonable for the Group to make reference to the China Government Procurement Network in this regard. We also noted that the Group provided and will continue to provide services and products similar to those under the Renewal Agreement to independent third party customers. We have reviewed relevant contracts and confirmed the same. Therefore, we agreed that the Company could also make reference to the average price offered by the Group to independent third parties for similar services and products when determining those under the Renewal Agreement.

By making reference to open market information sources such as the China Government Procurement Network, as well as the average price offered by the Group to independent third parties for similar services and products, the Group could ensure that the prices it offers to BSAM Group from time to time under the Renewal Agreement would be generally in line with the prevailing market prices, and could adjust its offers whenever it becomes aware of changes in market trends and pricing fluctuations. Coupled with the cost-plus approach which could ensure that for every transaction (services and/or products) provided or to be provided by the Group to BSAM Group, the Group would cover all its estimated costs and enjoy certain gross profit comparable to those enjoyed by the Group when providing similar services and/or products to independent third party customers, we considered the pricing policies for the services and products to be provided by the Group to BSAM Group under the Renewal Agreement fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

On the other hand, for the service and products to be provided by BSAM Group to the Group, the procurement department of the Group is responsible for the management of the procurement process. When the procurement department receives procurement requests from other business departments of the Group, it will generally use: (i) for single transaction with procurement amount not exceeding RMB2.5 million, supplier inquiries and commercial negotiations procedures, where the procurement department will normally invite three or more suppliers to participate for comparison and evaluation; and (ii) for asset-related construction projects and goods and services exceeding RMB2.5 million, tendering and selection procedures, where detailed technical specifications and other requirements as well as the evaluation criteria will be prepared and included in the tender documents, which will be sent to at least three potential bidders for submission. An evaluation committee will be formed by engineers and experienced procurement staff to evaluate the bids based on the predetermined evaluation criteria, which include the supplier's quality management and measures, the ability

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to complete the work on time, price, qualifications, and reputation. According to the evaluation criteria and the applicable procurement management measures, the preferred supplier will be selected.

Either way, through the process of inviting at least three potential suppliers or bidders (which may include BSAM Group) for procurement quotations or bids, the Group will have diverse options and could choose the best among them after considering and comparing various factors such as price, quality and overall service, etc. It may also enhance competition among potential suppliers or bidders (which may include BSAM Group), encouraging them to offer their best prices, terms and quality, which will be beneficial to the Group. Having multiple quotations or bids, the Group may also have leverage in negotiating better prices and terms. Moreover, through obtaining quotations or bids from various suppliers or bidders, the Group will have insights into market trends, pricing fluctuations, and emerging developments, which is useful information for the Group in determining and adjusting procurement policies from time to time and is beneficial to the Group.

For our due diligence purpose, we obtained from the Company three sets of walkthrough documents for each of (i) the services and products provided by BSAM Group to the Group under the existing Technique Services Framework Agreement; and (ii) similar services and products provided by independent third party suppliers to the Group, all of which took place from 1 January 2023 up to the Latest Practicable Date. We considered the number of sampled walkthrough documents sufficient for our analyses purposes and that they are reference of transactions within a reasonable period of time. After reviewing the walkthrough documents, we noted that (i) the pricing policies and procedures discussed above were equally in place for both the services and products provided by BSAM Group and by independent third party suppliers, including the multiple quotation or bid process, price and terms comparison and/or reference to independent source procedures; (ii) the prices offered by BSAM Group to the Group were no less favourable to the Group than those offered by independent third party suppliers to the Group. As such, we were satisfied that the pricing policies and procedures under the existing Technique Services Framework Agreement have been properly executed, and as the pricing policies of the Renewal Agreement are substantially the same as those of the existing Technique Services Framework Agreement, we casted no doubt on it being carried out in the future. Based on the above, we considered the pricing policies for the services and products to be provided by BSAM Group to the Group under the Renewal Agreement fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

As we considered the pricing policies for both the services and products to be provided to BSAM Group by the Group/by BSAM Group to the Group under the Renewal Agreement fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole, we were of the view that the pricing policies under the Renewal Agreement, overall, are fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

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(c) *Discussion on the proposed annual caps of the Renewal Agreement*

Historical annual caps and transaction amounts under the existing Technique Services Framework Agreement

As set out in the Letter from the Board, the historical annual caps and actual circumstances of the connected transactions under the Technique Services Framework Agreement of each year from 2023 to 2025 are as follows:

	Category	For FY2023 (RMB0'000)	For FY2024 (RMB0'000)	For the year ending 31 December 2025 (RMB0'000)
<i>Income nature:</i>	Annual caps	3,500	9,500	9,500
Provision of information technology services including software development, system integration, network system services, cloud platform by the Group to BSAM Group	Actual transaction amount	3,409	(as revised) 7,316	(as revised) 4,024 (up to 30 October 2025 only)
<i>Expense nature:</i>	Annual caps	3,000	4,500	4,500
Provision of electronic certification, information security, network security, internet access and other products and services and system development, operation and maintenance services, as well as information technology products and services such as data governance and analysis by BSAM Group to the Group	Actual transaction amount	2,759 (including service fees under Capnet Framework Agreement with an amount of 323)	3,089	(as revised) 1,916 (up to 30 October 2025 only)

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Proposed annual caps of the Renewal Agreement and basis of determination

The annual caps for (i) the service fees to be paid by BSAM Group to the Group and (ii) the service fees to be paid by the Group to BSAM Group under the Renewal Agreement for the each of the three years ending 31 December 2028 (collectively, the “**Proposed Annual Caps**”) are set out as follows:

	For the year ending 31 December 2026 (RMB0'000)	For the year ending 31 December 2027 (RMB0'000)	For the year ending 31 December 2028 (RMB0'000)
Annual cap for the service fees to be paid by BSAM Group to the Group	10,500	10,500	10,500
Annual cap for the service fees to be paid by the Group to BSAM Group	4,950	4,950	4,950

Our discussion on the Proposed Annual Caps

To assess the basis of determining the Proposed Annual Caps and the factors considered by the Board, we have the following analysis.

We first studied the historical transaction amounts under the Technique Services Framework Agreement. For FY2023, the annual caps under the existing Technique Services Framework Agreement for the service fees to be paid by BSAM Group to the Group/to BSAM Group by the Group were RMB35.00 million and RMB30.00 million, respectively, and the actual transaction amounts were approximately RMB34.09 million and RMB24.36 million, respectively, representing an utilisation rate of approximately 97.40% and 81.20%, respectively, which we considered high.

Then for both FY2024 and the year ending 31 December 2025 (“**FY2025**”), we noted that the annual caps under the existing Technique Services Framework Agreement (i) for the service fees to be paid by BSAM Group to the Group were increased from RMB35.00 million to RMB95.00 million; and (ii) for the service fees to be paid by the Group to BSAM Group were increased from RMB30.00 million to RMB45.00 million, details of which are set out in the circular of the Company dated 23 August 2024. The primary reason of such increases was an expected increase in the volume and amount of the transactions thereof.

We noted that, after such revision, the actual transaction amounts for FY2024 for the service fees paid by BSAM Group to the Group/to BSAM Group by the Group were approximately RMB73.16 million and RMB30.89 million, respectively, representing an utilisation rate of approximately 77.01% and 68.64%, respectively. Although the utilisation rates of the annual caps under the existing Technique Services Framework Agreement decreased when comparing

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FY2024 with FY2023, the actual transaction amounts increased significantly during the same years, being approximately 114.61% and 11.96%, respectively, for the service fees paid by BSAM Group to the Group/to BSAM Group by the Group. We considered that there were indeed increases in the volume and amount of the transactions under the existing Technique Services Framework Agreement in FY2024, particularly in the service and product fees paid by BSAM Group to the Group.

We then noted that the actual transaction amounts for the ten months ended 30 October 2025 for the service fees paid by BSAM Group to the Group/to BSAM Group by the Group were approximately RMB40.24 million and RMB19.16 million, respectively, representing an utilisation rate of approximately 42.36% and 42.58%, respectively, of the annual caps under the existing Technique Services Framework Agreement. Nonetheless, such actual transaction amounts were only ten-month figures instead of full-year figures. In this regard, we have enquired the Company on its estimation on the expected transaction amounts under the existing Technique Services Framework Agreement for the full FY2025, and understood that they were approximately RMB57.74 million and RMB22.54 million, respectively, for the service fees paid by BSAM Group to the Group/to BSAM Group by the Group.

Based on the aforesaid expected transaction amounts under the existing Technique Services Framework Agreement for the full FY2025, the utilisation rate of the annual caps under the existing Technique Services Framework Agreement for the FY2025 would be approximately 60.78% and 50.09%, respectively, for the service fees paid by BSAM Group to the Group/to BSAM Group by the Group.

We noted that the expected utilisation rates of the annual caps under the existing Technique Services Framework Agreement for FY2025 would decrease when compared to that of FY2024. We have enquired with the Company and understood that it was mainly because certain services and products provided by the Group to BSAM Group were subject to BSAM Group's inspection and acceptance, probably around December 2025, and therefore the transaction amounts of these services and products were excluded from the estimation of expected transaction amounts under the existing Technique Services Framework Agreement for the full FY2025. The Company also considered the decreases in the expected transaction amounts under the existing Technique Services Framework Agreement for the full FY2025 to be normal market activity fluctuations, and it was not aware of material adverse factors leading to such decreases.

To assess the fairness and reasonableness of the Proposed Annual Caps taking the above into account, we have obtained from the Company a full list of contracts expected to be entered into with BSAM Group (both income and expense nature) during each of the three years

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ending 31 December 2028 pursuant to the Renewal Agreement, as well as the expected transaction amounts with BSAM Group during the same years, respectively. We noted that, for the year ending 31 December 2026, 2027 and 2028, respectively:

- (i) regarding the service and product to be provided by the Group to BSAM Group (all amounts here are tax-inclusive):
 - the total contract sum of all contracts expected to be entered into with BSAM Group amounted to over RMB48.00 million, RMB25.50 million and RMB25.50 million; and
 - the expected transaction amounts (which may be generated from contracts entered into both prior to and during the respective year) are over RMB53.50 million, RMB46.50 million and RMB25.00 million; and
- (ii) regarding the service and product to be provided by BSAM Group to the Group (all amounts here are tax-inclusive):
 - the total contract sum of all contracts expected to be entered into with BSAM Group amounted to over RMB15.00 million, RMB16.00 million and RMB11.00 million; and
 - the expected transaction amounts (which may be incurred from contracts entered into both prior to and during the respective year) are over RMB21.00 million, RMB17.00 million and RMB11.50 million.

We noted that as at the Latest Practicable Date, the Company already managed to negotiate with BSAM Group and obtain therefrom indications of interest in entering into contracts with the Group with total contract sums (i) over RMB48.00 million, RMB25.50 million and RMB25.50 million for service and product to be provided by the Group to BSAM Group; and (ii) over RMB15.00 million, RMB16.00 million and RMB11.00 million for service and product to be provided by BSAM Group to the Group, for the year ending 31 December 2026, 2027 and 2028, respectively. In addition, we further enquired the Company and understood that apart from these expected future contracts with BSAM Group as at the Latest Practicable Date, there is a chance that the Company will contemplate and enter into new contracts with BSAM Group during the three years ending 31 December 2028.

In light of such significant amounts of indicated contract sums as at the Latest Practicable Date, we considered that (i) both the Group and BSAM Group remain highly interested in using the other party's services and products; (ii) the Group and BSAM Group have built trust on each other and are committed to each other's services and products; and (iii) it is therefore reasonable for the Group to expect a significant amounts of transactions with BSAM Group for the three years ending 31 December 2028, which could be generated/incurred from existing contracts on hand and the aforesaid expected future contracts between the Group and BSAM Group. In particular, the Group expected the transaction amounts with BSAM Group to be (i) over RMB53.50 million, RMB46.50 million and RMB25.00 million for service and product to

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be provided by the Group to BSAM Group; and (ii) over RMB21.00 million, RMB17.00 million and RMB11.50 million for service and product to be provided by BSAM Group to the Group, for each of the three years ending 31 December 2028. Such expected transaction amounts, reflecting only the Group's existing contracts on hand and future contracts with BSAM Group during the three years ending 31 December 2028 which are indicated to and could be expected by the Group as at the Latest Practicable Date, would already take up a significant part of the Proposed Annual Caps, if materialised.

On top of the aforesaid already expected transaction amounts with BSAM Group as at the Latest Practicable Date, the Company may still contemplate and enter into new contracts with BSAM Group during the three years ending 31 December 2028. In particular, we have enquired with the Company and understood that it is the Company's understanding that BSAM Group is having increasing internal demand for digital transformation among its group companies, and therefore may have rising needs for services like software development, system integration and technical operation, maintenance and consultancy, which could be provided by the Group. It is also the Company's understanding that BSAM Group is in the process of integrating its information technology and data businesses, as well as cooperating with other enterprises in the industry, seeking to further grow its information technology and data businesses. In this relation, we noted from the website of BSAM¹ that it has announced² its active participation, through a recently established group led by BSAM, in the construction of the National Data Element Comprehensive Pilot Zone (Beijing), a national pilot program of the PRC aiming to construct and enhance national data infrastructure, vitalise public data resources value, and enrich the data industry ecosystem. In summary, the group led by BSAM is developing a financial data zone which has accumulated over 6.3 billion data entries and continues to explore the applications of public data resources in large scale; it also established the Beijing node of the national data circulation infrastructure, achieving interconnected, high quality calculation power network with multiple city nodes; it has also set up 23 data element service centers in collaboration with local governments, adding over 2,700 market participants and strengthening the data business ecosystem. In the near future, the group led by BSAM aims to concentrate on key areas including digital transformation for government and enterprises, data infrastructure development, and exploring new technologies such as artificial intelligence and quantum computing. Based on the above, we did not doubt the Company's understanding that BSAM Group may have increasing demand for the Group's services and products in the near future. As a result of the above, the level of purchase from BSAM Group to the Group may further grow when compared to present stage. On the other hand and in return, the possible rising level of purchase from BSAM Group may also drive the Group's operational demand for BSAM Group's services and products as they have been long used in the ordinary course of businesses of the Group. Other than that, the Company also expected that its businesses with independent third party customers would continue to grow under favourable market conditions and government policies, which are in favour of digital transformation and Informatization, which would also drive the Group's operational demand for BSAM Group's service and product.

¹ <https://www.bsam.com.cn/>

² https://www.bsam.com.cn/newsInfo_34dc076c94184a3d8e18094c80dfb239.html

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Overall, we noted that (i) the utilisation rates of the annual caps under the existing Technique Services Framework Agreement for FY2023 were high; (ii) although the utilisation rates of the annual caps under the existing Technique Services Framework Agreement (upon revision) for FY2024 decreased, the transaction amounts indeed actually increased significantly during the same years, being approximately 114.61% and 11.96%, respectively, for the service fees paid by BSAM Group to the Group/to BSAM Group by the Group; and (iii) although the expected utilisation rates of the annual caps under the existing Technique Services Framework Agreement for FY2025 would decrease when compared to that of FY2024, as at the Latest Practicable Date, the Company already managed to negotiate with BSAM Group and obtain therefrom indications of interest in entering into contracts with the Group for the year ending 31 December 2026, 2027 and 2028, respectively, with a significant amount of total contract sums; (iv) the expected transaction amounts, arising only from the Group's existing contracts on hand and future contracts with BSAM Group during the three years ending 31 December 2028 which are indicated to and could be expected by the Group as at the Latest Practicable Date, would already take up a significant part of the Proposed Annual Caps, if materialized; (v) there is a chance that the Company will contemplate and enter into new contracts with BSAM Group during the three years ending 31 December 2028; (vi) it is the Company's understanding that BSAM Group may have increasing demand for the Group's service and product in the near future, and that the Group may also have increasing needs for BSAM Group's service and product in the Group's ordinary course of businesses, driven by BSAM Group's increasing demand and increasing businesses with independent third party customers, as expected by the Group. Therefore, we considered that the future transaction amounts under the Renewal Agreement for the three years ending 31 December 2028 may be larger than the current level under the existing Technique Services Framework Agreement, and that it is reasonable for the Company to propose the Proposed Annual Caps which are higher than the annual caps under the existing Technique Services Framework Agreement.

In this relation, we noted that the Proposed Annual Caps for (i) the service fees to be paid by BSAM Group to the Group, which is the same for each of the three years ending 31 December 2028, being RMB105.00 million; and (ii) the service fees to be paid by the Group to BSAM Group, which is also the same for each of the three years ending 31 December 2028, being RMB49.50 million, represented an increase of approximately 10.53% and 10%, respectively, when compared to the respective annual cap for the FY2025, being the last year covered under the existing Technique Services Framework Agreement. We have further enquired with the Company and understood that when determining the Proposed Annual Caps, the Company has taken into account the expected growth in BSAM Group's demand for the Group's services and products, details of which have been discussed above, as well as the Group's increasing demand for BSAM Group's services and products on the other hand, and took a conservative approach to propose mild increases of around 10% in the Proposed Annual Caps when compared to the respective annual cap for the FY2025, being the last year covered under the existing Technique Services Framework Agreement. Considering all the factors discussed in this section, including but not limited to the surge in the Group's actual transaction amounts with BSAM Group for FY2024 under the existing Technique Services Framework Agreement, the significant amounts of indicated contract sums and expected transaction amounts with BSAM Group, the expected future development of BSAM Group driving its demand for the Group's services and products, as well as the Group's increasing demand for BSAM Group's

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services and products on the other hand, we considered that the increase of approximately 10.53% and 10%, respectively, represented by the Proposed Annual Caps of RMB105.00 million and RMB49.50 million, respectively, for the service fees to be paid by BSAM Group to the Group/to BSAM Group by the Group for each of the three years ending 31 December 2028 when compared to that for the FY2025 under the existing Technique Services Framework Agreement, was conservative and fair and reasonable. Based on the above, we considered the Proposed Annual Caps fair and reasonable.

3. Internal control measures in respect of the Renewal Agreement

We have also reviewed the internal control measures of the Group as follows, and we considered that such internal control measures are sufficient to ensure that the Renewal Agreement and the transactions contemplated thereunder will be conducted on normal commercial terms and not prejudicial to the interests of the Company and the Independent Shareholders in accordance with the pricing policies and the principles set out in the Renewal Agreement and in compliance with the Listing Rules.

- (i) each quotation for the service and products to be provided by the Group to BSAM Group under the Renewal Agreement will go through the internal approval system of the Group, under which it passes through different departments for consideration, including the planning department, the finance management department and the management of the Company for review and approval. The management of the Company would ensure that the final quotation is fair and reasonable and beneficial to the Group as a whole;
- (ii) each individual transaction in relation to the service and products to be provided by BSAM Group to the Group under the Renewal Agreement shall be reviewed and approved by the head of the procurement department of the Group before execution to ensure that the terms and procedures are in compliance with the Company's pricing policy;
- (iii) following the entering into of the Renewal Agreement, the Company will regularly review the transactions to be entered into with BSAM Group to identify any transactions that maybe at risk of exceeding the annual caps and any measures to be introduced in response to such transactions. All transactions between the Group and BSAM Group will be subject to detailed review at least once a year. The finance management department of the Group is responsible for monitoring the transaction amounts of the continuing connected transactions quarterly, reporting to Board's office to ensure that the transactions are conducted in accordance with the respective pricing policies and the annual caps are not exceeded; and
- (iv) before placing an order with BSAM Group, the Group's procurement department will obtain quotations from BSAM Group for each purchase and compare quotations from other independent suppliers for similar services and products to ensure price competitiveness. Where possible and feasible, the Group will usually establish a benchmark, i.e., obtaining three quotations from independent third parties as a price reference when purchasing similar services and products.

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The auditors and independent non-executive Directors of the Company will also conduct annual review of the continuing connected transactions entered into by the Group on whether the continuing connected transactions have been conducted in compliance of the pricing policies and whether the relevant annual caps have been exceeded.

In light of (i) the aforesaid internal control measures adopted by the Group and the reporting requirements attached to the Renewal Agreement; (ii) we have obtained and reviewed walkthrough and supporting documents from the Company and considered that the pricing policies and procedures under the existing Technique Services Framework Agreement have been properly executed and casted no doubt that the pricing policies and procedures under the Renewal Agreement will be carried out properly in the future; and (iii) the reporting requirements attached to the continuing connected transactions under the Renewal Agreement as explained below, we are of the view that appropriate measures will be in place to govern the conduct of the Renewal Agreement and assist in safeguarding the interests of the Company and the independent Shareholders as a whole.

4. Reporting requirements and conditions of the continuing connected transactions contemplated under the Renewal Agreement

Pursuant to Rules 14A.55 to 14A.59 of the Listing Rules, the continuing connected transactions contemplated under the Renewal Agreement are subject to the following annual review requirements:

- (a) The Company's independent non-executive Directors must review the continuing connected transactions every year and confirm in the annual report whether the transactions have been entered into:
 - (i) in the ordinary and usual course of business of the Group;
 - (ii) on normal commercial terms or better; and
 - (iii) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole;
- (b) The Company must engage its auditors to report on the continuing connected transaction every year. The auditors must provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the continuing connected transactions:
 - (i) have not been approved by the Board;
 - (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;
 - (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
 - (iv) have exceeded the cap;

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- (c) The Company must allow, and ensure that the counterparties to the continuing connected transactions allow, the auditors sufficient access to their records for the purpose of reporting on the transactions; and
- (d) The Company must promptly notify the Stock Exchange and publish an announcement if the independent non-executive Directors and/or the auditors cannot confirm the matters as required. The Stock Exchange may require the Company to re-comply with the announcement and shareholders' approval requirements and may impose additional conditions.

In light of the reporting requirements attached to the continuing connected transactions and the Group's internal control measures as discussed in the paragraphs headed "3. Internal control measures in respect of the Renewal Agreement" above in this letter, we are of the view that appropriate measures will be in place to effectively monitor the conduct of the continuing connected transactions and assist to safeguard the interests of the Independent Shareholders.

RECOMMENDATION

Having considered the principal factors and reasons discussed above, we are of the opinion that the Renewal Agreement and the transactions contemplated thereunder are (i) in the ordinary and usual course of business of the Group; (ii) in the interests of the Company and the Independent Shareholders as a whole; and (iii) the terms of the Renewal Agreement are on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM to approve the Renewal Agreement and the transactions contemplated thereunder and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
RED SOLAR CAPITAL LIMITED

Leo Chan
Managing Director

Mr. Leo Chan is a licensed person and responsible officer of Red Solar Capital Limited registered with the SFC to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and has over 12 years of experience in corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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.

2. DISCLOSURE OF INTERESTS**(a) Directors and Chief Executive of the Company**

As at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant of section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange.

The Company further confirmed that save as the Company's executive Director Mr. Yu Donghui who is the vice general manager of Beijing Data Group and the Company's non-executive Director Ms. Yan Yi who is also an employee of BSAM, none of the Director of the Company is also a director or employee of any substantial shareholders of the Company as at the Latest Practicable Date.

(b) Substantial Shareholders

Insofar as known to the Directors, as at the Latest Practicable Date, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange were as follows:

Name of the Substantial Shareholder	Number of Shares	Nature of interests	Approximate percentage to the issued shares capital
BSAM	183,454,176	Interest in a controlled corporation	63.3%
Beijing Data Group	139,982,885	Beneficial owner	48.3%
Beijing Industrial Investment	43,471,291	Beneficial owner	15.0%

Save as disclosed above, insofar as known to the Directors, as at the Latest Practicable Date, no other persons had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the Company or any member of the Group within one year without payment of any compensation (other than statutory compensation)).

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their close associates had any interest in a business which competes or is likely to compete with the business of the Group under the Listing Rules.

5. DIRECTORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENT

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired, disposed of by, or leased to any member of the Group, or are proposed to be acquired, disposed of by, or leased to any member of the Group.

Save as the the Company's executive Director Mr. Yu Donghui who is the vice general manager of Beijing Data Group and Company's non-executive Director Ms. Yan Yi who is an employee of BSAM, as at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting at the date of this circular and which is significant in relation to the businesses of the Group.

6. MATERIAL LITIGATION OR ARBITRATION

Save as disclosed below, as at the Latest Practicable Date, neither the Company nor any of its subsidiaries was or may become a party to any other litigation or arbitration of material importance and no litigation or arbitration of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

On 21 July 2014, the Company entered into a share transfer agreement with Xiamen Ruitailong Investment Development Company Limited* (廈門銳泰隆投資發展有限公司) and other transferors (the “**Former Shareholders**”) to acquire the equity interest of Xiamen Rito Info Technology Co., Ltd.. On the ground that the Former Shareholders were suspected of exaggeration of financial performance for the period under assessment, in order to protect the interests of the Company and its Shareholders, a new legal proceeding was instituted by the Company in the Beijing First Intermediate People's Court (北京市第一中級人民法院) on 3 April 2023, to seek legal action against the Former Shareholders according to law, requesting, among other things, the revocation of the share transfer agreement and the refund of the consideration paid for the share transfer. The Company applied for property preservation on 25 April 2023, and the preservation measures shall be limited to RMB335,995,436.60. The Beijing First Intermediate People's Court (北京市第一中級人民法院) made a civil judgment and imposed preservation measures on the Former Shareholders in accordance with the law. During the trial of the case, the Former Shareholders counterclaimed that the Company should continue to pay the third installment of the consideration for the share transfer in accordance with the share transfer agreement in dispute, and filed an application for property preservation. The Beijing First Intermediate People's Court (北京市第一中級人民法院) ruled to freeze the bank deposits of the Company in the amount of RMB21,428,269.54. The frozen funds were automatically unfrozen on 4 January 2025 due to the fact that the Former Shareholders did not apply for extension of preservation.

As at the Latest Practicable Date, the case is still in the process of hearing.

7. QUALIFICATION OF EXPERT AND CONSENT

The qualifications of the expert who has given an opinion or advice in this circular is as follow:

Name	Qualification
Red Solar Capital Limited	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, the expert mentioned above: (i) has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter or opinion and the references to its names included herein in the form and context in which it is respectively included; (ii) has no direct or indirect shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group; and (iii) has no direct or indirect interests in any assets which have been, since 30 June

2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

8. MATERIAL CONTRACTS

No material contracts (not being contract entered into in the ordinary course of business) were entered into by members of the Group within two years immediately preceding up to and including the Latest Practicable Date.

9. MAJOR ACQUISITIONS

After the date to which the latest published audited accounts of the Group have been made up, the Group has not acquired or agreed to acquire or is proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditors' report or next published accounts of the Group.

10. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was no material adverse change in the financial or trading positions of the Company since 31 December 2024, being the date to which the latest published audited financial statement of the Company have been made up.

11. GENERAL

- (a) The company secretary of the Company is Ms. Koo Ching Fan. Ms. Koo is serving at Fair Wind Secretarial Services Limited in Hong Kong and an associate member of each of the Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries) and the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators), U.K. and a fellow member of the Association of Chartered Certified Accountants.
- (b) The registered address of the Company is situated at No. 11 Xi San Huan Zhong Road, Haidian District, Beijing 100036, the PRC.
- (c) The principal place of business of the Company in Hong Kong is located at 25th Floor, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong.
- (d) The principal place of business of the Company in the PRC is located at 5th Floor, Longfu Mansion, No. 95 Longfusi Street, Beijing, the PRC.
- (e) The Company's H share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, the PRC.

- (f) In the event of any inconsistency between the English and Chinese versions of this circular, the English version shall prevail.

12. DOCUMENTS ON DISPLAY

A copy of each of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.capinfo.com.cn) for a period of 14 days from the date of this circular:

- (a) the renewed Technique Services Framework Agreement;
- (b) the letter from the Board dated 8 December 2025, the text of which is set out on pages 4 to 13 of this circular;
- (c) the letter of recommendation from the Independent Board Committee dated 8 December 2025, the text of which is set out on page 14 of this circular;
- (d) the letter of advice from the Independent Financial Advisor dated 8 December 2025, the text of which is set out on pages 15 to 37 of this circular;
- (e) the written consent of the Independent Financial Advisor, which was referred to in the section headed “Qualification of Expert and Consent” in this appendix;
- (f) a copy of the materials (if any) as stated in the section headed “Material contracts” in this appendix; and
- (g) this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 an extraordinary general meeting (the “EGM”) 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 at 10:30 a.m. on Tuesday, 30 December 2025 to consider and, if thought fit, approve the following resolution. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 December 2025.

ORDINARY RESOLUTION

1. THAT (a) the renewed Technique Services Framework Agreement dated 31 October 2025, which include (1) the annual caps for the service fees to be paid by the BSAM Group to the Group; and (ii) the annual caps for the service fees to be paid by the Group to the BSAM Group be and are hereby approved, confirmed and ratified; and (b) the management of the Company be and are hereby authorised for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorize to do all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the renewed Technique Services Framework Agreement and any ancillary documentation and transactions thereof.

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

Beijing, the People’s Republic of China, 8 December 2025

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of shareholders of the Company will be closed from Tuesday, 23 December 2025 to Tuesday, 30 December 2025 (both days inclusive), during which period no transfer of the Company's shares will be registered. In order to be entitled to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (applicable for H Shares) or the office of the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (applicable for Domestic Shares) not later than 4:30 p.m. on Monday, 22 December 2025. The holder of shares whose names appear on the register of shareholders of the Company on Tuesday, 23 December 2025 will be entitled to attend and vote at the EGM.
2. Any shareholder of the Company entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. A proxy form of the EGM is enclosed. In order to be valid, the proxy form must be under the hand of the appointor or his/her/its attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of the director or attorney duly authorized.
4. The proxy form should be delivered to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H shares) or the office of the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of Domestic Shares) not less than 24 hours before the time appointed for holding of the EGM (i.e. not later than Monday, 29 December 2025 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
5. In accordance with the requirement of the articles of association of the Company, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules

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 Ms. Yan Yi, Mr. Xin Shuangbai, Ms. Zhao Shujie, Mr. Wang Yuzheng and Mr. Hu Yong; 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.