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AsiaInfo Technologies Limited

亞信科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1675)

FURTHER ANNOUNCEMENT IN RELATION TO THE SHARE AWARD SCHEME

Reference is made to the announcement of AsiaInfo Technologies Limited (the “**Company**”) dated 8 January 2020 in relation to the adoption of a share award scheme (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the Announcement.

APPOINTMENT OF TRUSTEE

The Board is pleased to announce that on 27 February 2020, Trident Trust Company (HK) Limited, which is an independent third party and not connected with the Company or the Company’s connected persons (as defined in the Listing Rules) has been appointed as the Trustee of the Share Award Scheme.

THE SHARE AWARD SCHEME

To ensure proper corporate governance and to avoid possible external impact of the exercise of the voting rights attached to the Shares held by the Trustee, the terms and conditions of the Share Award Scheme relating to the voting rights will be arranged as follows:

“Neither the Selected Participant nor the Trustee may exercise any voting rights in respect of any Shares held under the Trust, unless the Trustee will exercise in accordance with the voting mechanism as set out below:

- (i) in respect of each general meeting of the Company, the Company will send a voting instruction form to each of the Selected Participants to solicit votes from such

Selected Participants. The voting instruction form will be very similar to the proxy form for the relevant general meeting and will set out a general description of the resolutions proposed at the general meeting and will allow the Selected Participants to select whether to vote for or against each of the resolutions. A copy of the relevant corporate communication concerning matters to be proposed at such general meeting (such as Shareholders' circular and annual report) will also be made available to each of the Selected Participants so that the Selected Participants will have all relevant information for considering the relevant resolutions as if they were Shareholders. Each Selected Participant shall be entitled to one vote for each of the Award Shares, whether vested or unvested. The Selected Participants will be required to return the signed and completed voting instruction forms to the Trust Management Committee by the deadline stated in the voting instruction form, which deadline shall be no less than seven (7) days before the time for holding the relevant general meeting and the Selected Participants will be given at least seven (7) days to consider how they would like to cast their votes. In so far as the duly signed and completed voting instruction forms from the Selected Participants have been received by the Trust Management Committee prior to the proposed deadline, the Trust Management Committee will calculate the total of votes for and against each proposed resolution and will instruct the Trustee accordingly, and the Trustee shall vote only in accordance with the instructions of the Trust Management Committee which reflect the instructions of the Selected Participants;

- (ii) for those Selected Participants who fail to return a duly signed and completed voting instruction form to the Trust Management Committee prior to the proposed deadline as set out in the voting instruction form, the Trust Management Committee will not give any instruction to the Trustee so that no votes will be cast for such Award Shares and the Trustee shall abstain from voting with respect to such Award Shares; and
- (iii) for the avoidance of doubt, for other Shares held by the Trustee which have not been granted to any Selected Participants, the Trust Management Committee will not give any instruction to the Trustee so that no votes will be cast for those ungranted Shares and the Trustee shall also abstain from voting with respect to such Shares.”

The adoption of the Share Award Scheme is for the purposes of (i) recognising the contributions and to fully motivate the potential and vitality of talents of the Eligible Persons; and (ii) encouraging the Eligible Persons to continue contributing to the long-term growth and development of the Group, in particular, the contribution from the core management personnel of the Group. The definition of “Employee” will be “any employee (whether full-time or part-time employee) of any members of the Group provided that he/she shall not cease to be an employee in the case of (a) any leave of absence approved by the Company; or (b) transfer amongst the Company or any successor”.

Save for the above arrangements, all other principal terms and conditions of the Share Award Scheme shall remain unchanged.

By Order of the Board
AsiaInfo Technologies Limited
TIAN Suning
Chairman and Executive Director

Hong Kong, 27 February 2020

As at the date of this announcement, the Board comprises Dr. TIAN Suning, Mr. DING Jian and Mr. GAO Nianshu as executive Directors; Mr. ZHANG Yichen, Mr. XIN Yuesheng and Mr. ZHANG Liyang as non-executive Directors and Dr. GAO Jack Qunyao, Dr. ZHANG Ya-Qin and Mr. GE Ming as independent non-executive Directors.