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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AsiaInfo Technologies Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF AUDITOR,  
DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The AGM will be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, 28 May 2020 at 10 a.m. The notice of the AGM is set out on pages 15 to 20 of this circular.

The proxy form is enclosed in this circular. Whether or not you are able to attend the AGM, you are advised to complete the proxy form in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM if they so wish.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, 28 May 2020 at 10 a.m., or any adjournment thereof and notice of which is set out on pages 15 to 20 of this circular
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	AsiaInfo Technologies Limited (亞信科技控股有限公司), an international business company incorporated in the British Virgin Islands on 15 July 2003 whose Shares are listed on the main board of the Stock Exchange
“Deloitte”	Deloitte Touche Tohmatsu
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“KPMG”	KPMG
“Latest Practicable Date”	22 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“US”	the United States of America
“US\$”	the US dollars, the lawful currency of the US
“%”	per cent



**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)**

*Executive Directors:*

Dr. TIAN Suning (*Chairman*)

Mr. DING Jian

Mr. GAO Nianshu (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. ZHANG Yichen

Mr. XIN Yuesheng

Mr. ZHANG Liyang

*Independent Non-executive Directors:*

Dr. GAO Jack Qunyao

Dr. ZHANG Ya-Qin

Mr. GE Ming

*Registered office:*

Craigmuir Chambers

Road Town

Tortola, VG1110

British Virgin Islands

*Head office and principal place  
of business in China:*

AsiaInfo Plaza, Dong Qu

10 Xibeiwang Dong Lu

Haidian District

Beijing 100193

PRC

*Principal place of business in Hong Kong:*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

27 April 2020

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF AUDITOR  
AND  
DECLARATION OF A FINAL DIVIDEND**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you the details of: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; (c) the appointment of KPMG as the auditor of the Company; (d) the declaration of a final dividend; and (e) the notice of the AGM.

### GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution numbered 5(A) as set out in the notice of the AGM will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with an aggregate number of Shares not exceeding 20% of the total number of issued Shares.

An ordinary resolution numbered 5(C) as set out in the notice of the AGM will also be proposed at the AGM authorizing the Directors to increase the maximum number of new Shares which may be issued under the General Mandate for the issuance and allotment of Shares by adding to it the number representing the aggregate number of Shares repurchased pursuant to the Repurchase Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution numbered 5(B) as set out in the notice of the AGM will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares with an aggregate number of Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the article 14.18 of the Articles of Association, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. GAO Nianshu, Mr. ZHANG Liyang and Dr. ZHANG Ya-Qin will retire and, being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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### APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 22 April 2020.

Deloitte will retire as the auditor of the Company at the AGM; and the Board proposed to appoint KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. Details of which are as follows:

The Audit Committee and the Board consider that it is good corporate governance practice to review the audit arrangement from time to time. Taking into consideration that Deloitte has acted as the Group's auditor for 20 years since 2000, the Audit Committee and the Board considers that change of auditors will enhance the independence of the auditor, and will demonstrate a good corporate governance practice. Therefore, the Company has reached a mutual understanding with Deloitte, and Deloitte has notified the Board and the Audit Committee in writing that it will not offer itself for re-appointment as the auditor of the Company at the AGM. Accordingly, Deloitte will retire as the auditor of the Company upon the conclusion of the AGM.

Upon the recommendation of the Audit Committee, the Board has resolved to propose the appointment of KPMG as the auditor of the Company following the retirement of Deloitte, and to hold office until the next annual general meeting of the Company.

In this regard, Deloitte has confirmed in writing that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee also confirm that to the best of their understanding and knowledge, there are no disagreements or unsolved matters between the Company and Deloitte, and that there are no matters in respect of the change of auditors which need to be brought to the attention of the Shareholders.

### DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.252 per Share for the year ended 31 December 2019. Conditional upon the passing of the ordinary resolution numbered 4 by the Shareholders at the AGM, Shareholders registered under the Hong Kong branch register of members as of 5 June 2020 will be entitled to the final dividends. All final dividends will be paid in Hong Kong dollars and are expected to be paid on or around 24 June 2020. In order to determine the identity of the Shareholders who are entitled to the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 2 June 2020.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 20 of this circular is the notice of the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the appointment of the auditor of the Company, and the declaration of a final dividend.

The register of members of the Company will be closed from 25 May 2020 to 28 May 2020, both days inclusive, in order to determine the eligibility of Shareholders to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 May 2020.

### PROXY FORM

A proxy form is enclosed in this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the proxy form shall not preclude a Shareholder from attending and voting in person at the AGM if they so wish.

### VOTING BY POLL

There is no Shareholder who has any material interest in those resolutions proposed at the AGM regarding the General Mandate and Repurchase Mandate, therefore none of the Shareholders is required to abstain from voting on those resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 11.6 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the AGM, in good faith, allows a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

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## LETTER FROM THE BOARD

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### 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.

### RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM are all in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully  
By order of the Board  
**AsiaInfo Technologies Limited**  
**Dr. TIAN Suning**  
*Chairman of the Board and Executive Director*

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

### **EXERCISE OF THE REPURCHASE MANDATE**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of issued Shares on the date of the passing of the ordinary resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Repurchase Mandate may be bought back. As at the Latest Practicable Date, the total number of issued Shares was 729,076,772. On the basis of such figure, the Directors would be authorized to repurchase up to 72,907,677 Shares during the period up to the date of the next annual general meeting of the Company in 2021, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting, whichever of these three events occurs first.

### **REASONS FOR AND FUNDING OF REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the British Virgin Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The Articles of Association and the laws of the British Virgin Islands provide that the Company may not repurchase its own Share unless (i) the value of the Company's assets exceed its liabilities, and (ii) the Company is able to pay its debts as they fall due.

The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**INTENTION OF THE DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON OF THE COMPANY**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the British Virgin Islands.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZHANG Yichen is deemed to be interested in 213,924,952 Shares through its controlled corporations under the SFO, representing approximately 29.34% of the total number of issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, such interests will be increased to approximately 32.60% of the total number of issued Shares, which would trigger an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Mr. ZHANG Yichen and/or other Shareholders to make a mandatory offer. Save as disclosed above, the Directors are not aware of any other consequences that may arise under the Takeovers Code as a result of a repurchase of the Shares.

**PUBLIC FLOAT**

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares had been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**SHARE PRICES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of twelve months preceding and up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2019</b>		
April	9.53	8.40
May	9.00	7.33
June	9.50	7.40
July	8.76	7.52
August	8.55	6.65
September	8.50	6.81
October	9.31	7.96
November	9.06	8.10
December	9.01	8.47
<b>2020</b>		
January	9.97	8.79
February	11.00	9.02
March	10.80	7.23
April (up to the Latest Practicable Date)	11.14	9.82

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.*

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Executive Director**

#### **Mr. GAO Nianshu**

Aged 57, is an executive Director and was appointed as a Director in August 2017. He joined the Group in July 2016 as the chief executive officer of the Company. He is primarily responsible for the overall business operations and management of the Group. Mr. GAO has over 20 years of working experience as senior management in large telecommunications companies. He served as a non-executive director of Phoenix Media Investment (Holdings) Limited (listed on the Stock Exchange) between September 2006 and August 2016. Mr. GAO served as the general manager of both the data department and the market operations department of China Mobile Communications Corporation (中國移動通信集團公司) between September 2005 and July 2016. Mr. GAO served as the vice general manager of the billing business center and the market operations department, the general manager of the billing business center and the general manager assistant of Beijing Mobile Communication Company Limited (北京移動通信有限責任公司) between June 2002 and September 2005. Mr. GAO also served as a non-executive director of True Corporation Public Company Limited (listed on the Stock Exchange of Thailand) between 2014 and 2016. Mr. GAO was presented with the award “Outstanding Entrepreneur in China’s Electronic Information Industry (中國電子信息行業卓越企業家)” issued by China Information Technology Industry Federation (中國電子信息行業聯合會) in January 2018. In January 2018, he also received the “2017 Outstanding Entrepreneur in China’s Software Industry (2017年中國軟件行業優秀企業家)” award from China Software Industry Association (中國軟件行業協會). In the 2017 Information and Communication Technology (“ICT”) Leaderboard & Excellence Program Award Ceremony (2017 ICT龍虎榜&優秀方案頒獎典禮) held by Communication World Omnimedia (通信世界全媒體) in December 2017, Mr. GAO was presented with the award of “2017 Top Ten ICT Influencers” (2017年ICT十大影響人物). He was awarded the qualification as a senior engineer from the Chinese Academy of Sciences in 1996. Mr. GAO obtained a bachelor’s

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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degree in science of computing major from the department of mathematics in the Jilin University in the PRC in July 1986, a master's degree in engineering from the Institute of Computing Technology, Chinese Academy of Sciences in the PRC in August 1994 and an executive master of business administration degree from the Peking University in the PRC in June 2005.

Mr. GAO has entered into a service contract with the Company for a term of three years commencing from 30 December 2019, which may be terminated by not less than three months' notice in writing served by either Mr. GAO or the Company and subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in the Articles of Association. Mr. GAO did not receive any Director's fee in cash, except the Company may grant to Mr. GAO the share options and/or award shares pursuant to the terms and conditions of the share option schemes and/or share award schemes adopted by the Company from time to time. The remuneration of Mr. GAO as an executive Director will be reviewed and recommended by the remuneration committee of the Company based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. GAO was interested in 8,943,216 Shares pursuant to Part XV of the SFO.

### **Non-executive Director**

#### **Mr. ZHANG Liyang**

Aged 34, is a non-executive Director and was appointed as a Director in June 2018. Mr. ZHANG joined the Group in January 2018. He is responsible for providing professional opinion and judgment to the Board. Mr. ZHANG has over 10 years of experience in business strategy and finance. He joined CITIC Capital Holdings Limited in June 2010 and is currently an executive director of CITIC Capital Partners Advisory (Shanghai) Limited, who is responsible for private equity investments in the telecommunications, media, technology and industrial sectors. From August 2008 to June 2010, he worked for McKinsey & Company as a management consultant, providing strategic and operational advice for leading Chinese telecom and energy companies. Mr. ZHANG obtained his master of business administration degree from Institut Européen d'Administration des Affaires (INSEAD) in December 2013 and a Bachelor of Engineering degree from the Zhejiang University in the PRC in June 2008.

Mr. ZHANG has signed an appointment letter with the Company for a term of one year with effect from 30 December 2019, subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in the Articles of Association. Mr. ZHANG did not receive any Director's fee in cash, except the Company may grant to Mr. ZHANG the share options and/or award shares according to the terms and conditions of the share option schemes and/or share award schemes adopted by the Company from time to time. The remuneration of Mr. ZHANG as a non-executive Director will be reviewed and recommended by the remuneration committee of the Company based

on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. ZHANG did not hold any Shares within the meaning of Part XV of the SFO.

### **Independent Non-executive Director**

#### **Dr. ZHANG Ya-Qin**

Aged 54, was appointed as an independent non-executive Director in December 2018. Dr. ZHANG has extensive experience in the technology and business operation of wireless and satellite communications, security, networking and digital video segments. Dr. ZHANG has been an independent non-executive director of a number of companies, including Chinasoft International Limited (listed on the Stock Exchange) since December 2008 and FMG (Listed on ASX) since October 2019. Dr. ZHANG served as an independent non-executive director of each of ChinaCache International Holdings Ltd (listed on NASDAQ) from September 2010 to July 2017 and China Digital Video Holdings Limited (listed on GEM of the Stock Exchange) from January 2011 to June 2018. Dr. ZHANG served as the president of Baidu, Inc. (listed on NASDAQ) for 5 years from September 2014 to October 2019, responsible for autonomous driving, cloud computing, AI, and international business. Prior to joining Baidu in 2014, Dr. Zhang was a senior Microsoft executive in Redmond and Beijing for 16 years, including the managing director of Microsoft Research Asia, Chairman of Microsoft China, Corporate Vice President of Mobile and Embedded, and Chairman of Asia-Pacific R&D. Dr. ZHANG was inducted to American Academy of Arts and Sciences in 2019, and was awarded a fellow of the Australian Academy of Technology and Engineering in December 2017, and he has also been a fellow of the Institute of Electrical and Electronics Engineers since 1997. Dr. ZHANG obtained his bachelor's degree in radio electronics and master's degree in telecommunication and electrical systems from the University of Science and Technology of China (中國科學技術大學) in July 1983 and January 1986, respectively. In February 1990, Dr. ZHANG obtained his Ph.D. degree in electrical engineering from the George Washington University, Washington D.C., the US.

Dr. ZHANG has signed an appointment letter with the Company for a term of one year with effect from 30 December 2019, subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Dr. ZHANG shall be entitled to receive a fixed Director's fee of US\$60,000 per annum, which is determined based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers. The Company may also grant to Dr. ZHANG the share options and/or award shares according to the terms and conditions of the share option schemes and/or share award schemes adopted by the Company from time to time.

As at the Latest Practicable Date, Dr. ZHANG did not hold any Shares within the meaning of Part XV of the SFO.

**Further information in relation to the re-election of the Directors**

The recommendation of the appointment of the above Directors to the Board was made in accordance with the Company's nomination policy and objective criteria (including without limitation professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. The Board has also taken into account the contributions of the above Directors and their commitment to their roles. The Company has also received the independence confirmation from the independent non-executive Director pursuant to Rule 3.13 of the Listing Rules and was satisfied with his independence.

In view of the above, the Board believes the above independent non-executive Director is independent and the education, background and experience of each of the Directors will allow each of them to provide valuable insights and contribute to the diversity of the Board and therefore should be re-elected.



**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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of AsiaInfo Technologies Limited (the “Company”) will be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, 28 May 2020 at 10 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2019 and the reports of the directors and auditor thereon.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. GAO Nianshu as an executive director;
  - (ii) Mr. ZHANG Liyang as a non-executive director; and
  - (iii) Dr. ZHANG Ya-Qin as an independent non-executive director; and(b) To authorise the board of directors (the “Board”) to fix the remuneration of the directors of the Company.
3. To appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2020.
4. To declare a final dividend for the year ended 31 December 2019.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

**(A) “That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional Shares and to make or grant offers, agreements and options which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to approval in paragraph (i) above, otherwise than pursuant to:
  - (1) any Rights Issue (as defined hereinafter);
  - (2) the grant or exercise of any option under any share option scheme adopted by the Company;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
  - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
    - (a) 20% of the total number of issued shares of the Company as at the date of passing this resolution; plus
    - (b) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (3) the revocation or variation of the authority given to the directors of the Company under this resolution by ordinary resolution of the Company’s shareholders in general meeting; and

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

**(B) “That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board  
**AsiaInfo Technologies Limited**  
**Dr. TIAN Suning**

*Chairman of the Board and executive Director*

Hong Kong, 27 April 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*  
Craigmuir Chambers  
Road Town  
Tortola, VG1110  
British Virgin Islands

*Principal place of business in Hong Kong:*  
31/F, Tower Two  
Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

*Principal place of business and  
head office in China:*  
AsiaInfo Plaza, Dong Qu  
10 Xibeiwang Dong Lu  
Haidian District  
Beijing 100193  
PRC

**Notes:**

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed proxy form, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). The completion and return of the proxy form shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from 25 May 2020 to 28 May 2020, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 May 2020.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (v) The register of members of the Company will be closed from 3 June 2020 to 5 June 2020, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 2 June 2020.
- (vi) In respect of resolution numbered 2 above, Mr. GAO Nianshu, Mr. ZHANG Liyang and Dr. ZHANG Ya-Qin will retire, and being eligible to be re-elected. Details of the above retiring directors of the Company proposed for re-election are set out in Appendix II to the circular dated 27 April 2020.
- (vii) In respect of the resolution numbered 5(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated 27 April 2020.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.