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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of the shareholders of AsiaInfo Technologies Limited (the “**Company**”) will be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, 18 June 2020 at 10:00 a.m. for the following purpose:

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

#### **ORDINARY RESOLUTIONS**

1. **“THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the 182,259,893 new shares of the Company (the “**Subscription Shares**”) to be allotted and issued by the Company pursuant to the subscription agreement (the “**Subscription Agreement**”) dated 14 April 2020 entered into between the Company as issuer and China Mobile International Holdings Limited as subscriber (the “**Subscriber**”):
  - (a) the Subscription Agreement (a copy of which has been produced to the EGM marked exhibit “A” and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
  - (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Subscription Shares to the Subscriber credited or fully paid pursuant to the Subscription Agreement;

- (c) subject to the fulfilment (or waiver as the case may be) of the conditions set out in the Subscription Agreement, the allotment and issuance of the Subscription Shares pursuant to and in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and
- (d) any Director(s) be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the Subscription Agreement; and (ii) any amendment, variation or modification of the Subscription Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of Directors (the “**Board**”) may think fit.”

2. “**THAT**, conditional upon completion of the Subscription Agreement:

- (a) the Software Products and Services Framework Agreement dated 20 April 2020 entered into between the Company and China Mobile Communication Co., Ltd. (the “**Software Products and Services Framework Agreement**”), a copy of which has been produced to the EGM marked exhibit “B” and signed by the chairman of the EGM for identification purpose) and the annual caps for the continuing connected transactions contemplated thereunder for the period from completion of the Subscription Agreement to 31 December 2022, be and are hereby approved, confirmed and ratified; and
- (b) any Director(s) be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the Software Products and Services Framework Agreement; and (ii) any amendment, variation or modification of the Software Products and Services Framework Agreement and the transactions contemplated thereunder upon such terms and conditions as the Board may think fit.”

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

Hong Kong, 28 May 2020

*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 form of proxy, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 form of proxy 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 15 June 2020 to 18 June 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 Company's branch 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 12 June 2020.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolutions set out in this announcement will be taken by poll at the above meeting.
- (vi) If any shareholders have any particular access request or special needs for participating in the above meeting, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (telephone: +852 2862 8555) on or before 18 June 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 Qun Yao, Dr. ZHANG Ya-Qin and Mr. GE Ming as independent non-executive Directors.*