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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)**

## **PROPOSED CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES AND BOOK CLOSURE PERIOD FOR EXTRAORDINARY GENERAL MEETING**

References are made to the announcements of AsiaInfo Technologies Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 16 January 2024 and 6 September 2024, respectively (the “**Announcements**”), in relation to the transfer of the Sale Shares by the substantial shareholder of the Company (the “**Proposed Transaction**”) pursuant to the Share Purchase Agreement and the Voting Rights Entrustment Agreement. Unless the context otherwise requires, capitalised terms used herein have the same meanings as those defined in the Announcements.

### **PROPOSED CHANGE OF DIRECTORS**

In light of the Proposed Transaction and the subsequent change in the substantial shareholder of the Company, the following changes to the Board shall take effect upon Completion of the Proposed Transaction:

- (1) Mr. XIN Yuesheng will resign as an executive Director;
- (2) Mr. CHENG Xike will resign as a non-executive Director;
- (3) Dr. GAO Jack Qunyao will resign as an independent non-executive Director;
- (4) Mr. KWOK Bernard Chuen Wah (“**Mr. KWOK**”) will be appointed as an executive Director;
- (5) Mr. HE Zheng (“**Mr. HE**”) will be appointed as a non-executive Director;

- (6) Mr. JIANG Jian (“**Mr. JIANG**”) will be appointed as a non-executive Director; and
- (7) Dr. WANG Lei (“**Dr. WANG**”) will be appointed as an independent non-executive Director.

The respective biographical details of the above proposed new Directors are as follows:

#### **Executive Director**

**Mr. KWOK Bernard Chuen Wah (郭尊華)**, aged 67, has extensive experience in IT products and global management. Mr. KWOK served as an independent director of Whirlpool (China) Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange (stock code: 600983) from May 2021 to May 2022. Mr. KWOK was a partner of Sequoia Capital from May 2021 to November 2022. From December 2015 to February 2021, he was the global vice president of VMware. Prior to joining VMware, Mr. KWOK served as the global vice president, the president of the Asia Pacific Region and Japan of Symantec (currently known as Gen Digital Inc.), the president and chief executive officer of Fujitsu China Holdings Co., the president of the Greater China Region of EMC Corporation (currently known as Dell EMC), and various senior management positions of 3Com Corporation, Nortel Networks and Alcatel, respectively.

Mr. KWOK graduated from University of Nevada, Reno in the United States in 1982 with a bachelor’s degree in electrical engineering and further obtained a master’s degree in business administration from University of Nevada, Reno in the United States in 1984.

Mr. KWOK will enter into a service contract with the Company for a term of three years commencing on the date of the Completion and renewable automatically for a successive term of three years until terminated by either party by giving not less than three months’ written notice. Mr. KWOK’s directorship will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company (the “**Articles**”). Mr. KWOK will be entitled to receive a Director’s fee of US\$60,000 (or the equivalent amount in other currencies) per annum, subject to annual review by the Board on recommendations of the remuneration committee of the Company (the “**Remuneration Committee**”), with reference to the prevailing market standard as well as his responsibilities and performance from time to time. The Company may grant to Mr. KWOK the share options and/or the awarded shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time, and such options and/or awarded shares shall be deemed to form part of his remuneration.

## Non-executive Directors

**Mr. HE Zheng (何政)**, aged 64, has extensive experience in IT products and senior management. Mr. HE is currently the chairman of the board of directors of AsiaInfo Security, the shares of which are listed on the Shanghai Stock Exchange (stock code: 688225). From 2014 to September 2020, Mr. HE was the chairman of the board of directors of AsiaInfo Security Technologies Co., Ltd. (亞信安全科技有限公司) (currently known as AsiaInfo Security). Mr. HE has served in the Third Department of the People's Liberation Army's General Staff Department and PLA Information Engineering University. He also served as the president of Fuzhou Development Zone Ruidi Software Engineering Co., Ltd.\* (福州開發區瑞迪軟件工程有限公司), the president of Beijing Yada Communications Network Co., Ltd.\* (北京亞大通訊網路有限責任公司) and the senior vice president of Global Data Solutions Co., Ltd., a subsidiary of a variable interest entity of GDS Holdings Limited, the shares of which are listed on both the Stock Exchange (stock code: 9698) and NASDAQ Inc. (stock code: GDS).

Mr. HE obtained a bachelor's degree in computer science from University of Science and Technology of China in 1983.

**Mr. JIANG Jian (蔣健)**, aged 48, has extensive experience in capital markets investments and financing. Mr. JIANG is currently a partner of China Broadband Capital and the founding partner of Chenshan Capital Limited. Mr. JIANG worked at the Equity Financing and Investor Relations Department of China Netcom Group (Hong Kong) Limited. From May 2017 to September 2020, Mr. JIANG was a director of AsiaInfo Security Technologies Co., Ltd. (亞信安全科技有限公司) (currently known as AsiaInfo Security). From September 2020 to September 2023, he continued as a director of AsiaInfo Security, the shares of which are listed on the Shanghai Stock Exchange (stock code: 688225).

Mr. JIANG obtained a bachelor's degree in system engineering from Tianjin University in 1998 and a master's degree in management science from Guanghua School of Management of Peking University in 2002, respectively.

Each of Mr. HE and Mr. JIANG will enter into a letter of appointment with the Company for a term of three years commencing on the date of the Completion and renewable automatically for a successive term of three years until terminated by either party by giving not less than three months' written notice. Each of Mr. HE's and Mr. JIANG's directorship will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles. Each of Mr. HE and Mr. JIANG is not entitled to a Director's fee, however, the Company may grant to each of Mr. HE and Mr. JIANG the share options and/or the awarded shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time, and such options and/or awarded shares will form part of his remuneration. The Board, on the recommendation of the Remuneration Committee will conduct an annual

review of each of Mr. HE's and Mr. JIANG's remuneration with reference to the prevailing market standard as well as their respective responsibilities and performance from time to time.

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

**Dr. WANG Lei (王鐳)**, aged 66, a professorate senior engineer, has extensive experience in senior management in the telecommunications industry. He began working in the industry in April 1975 and held managerial positions at the Mobile Communications Bureau of Hebei Province\* (河北省移動通信局) and Hebei Mobile Communications Company\* (河北移動通信公司), and has served as the general manager of the network department of China Mobile Communications Corporation, the general manager of China Mobile Communications Group Heilongjiang Co., Limited, the general manager of the planning and construction department of China Mobile Communications Corporation, as well as the chairman of the cloud data professional committee of the China Association of Communication Enterprises, respectively.

Dr. WANG obtained a bachelor's degree from Beijing School of Posts and Communication\* (北郵信息學院) (currently known as Beijing University of Posts and Telecommunications) in July 1982, a master's degree in international management from The Australian National University in September 2001, and a doctorate in business administration from the Rennes Business School in France in 2009, respectively. Dr. WANG received a special government allowance of the State Council in 2004.

Dr. WANG will enter into a letter of appointment with the Company for a term of three years commencing on the date of the Completion and renewable automatically for a successive term of three years until terminated by either party by giving not less than three months' written notice. Dr. WANG's directorship will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles. According to the terms of Dr. WANG's appointment letter, Dr. WANG will not receive any Director's fee as an independent non-executive Director.

Save as disclosed above and as at the date of this announcement, each of Mr. KWOK, Mr. HE, Mr. JIANG and Dr. WANG does not (i) have any relationship with any Directors, substantial or controlling shareholders or senior management of the Company; (ii) hold any directorship in other public companies whose securities are listed in Hong Kong or overseas in the past three years or any major appointments or professional qualifications; (iii) hold any other positions with the Group; and (iv) have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Further, Dr. WANG has confirmed: (1) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (2) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (3) that there are no other factors that may affect his independence as at the date of this announcement.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders relating to the proposed appointments of the above new Directors.

## CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the effective changes to the Board as detailed above, the composition of the various Board committees will be changed as follows:

Board Committees	Audit Committee	Remuneration Committee	Nomination Committee	Strategy and Investment Committee
<b>Directors</b>				
<b>Executive Directors</b>				
Dr. Tian Suning ( <i>Chairman</i> )			C	M
Mr. Gao Nianshu ( <i>Chief Executive Officer</i> )			M	M
Mr. Kwok Bernard Chuen Wah				M
<b>Non-executive Directors</b>				
Mr. Ding Jian				
Mr. He Zheng		M		C
Mr. Jiang Jian				
Mr. Yang Lin				M
Ms. Liu Hong			M	M
<b>Independent non-executive Directors</b>				
Dr. Zhang Ya-Qin		C	M	
Mr. Ge Ming	C	M	M	
Ms. Tao Ping	M		M	
Dr. Wang Lei	M		M	

## GENERAL

The proposed appointment of the above new Directors is subject to the approval of the Shareholders at the EGM (as defined below) and Completion of the Proposed Transaction. A circular containing, among other things, details of the proposed appointments will be published in due course.

## CLOSURE OF THE REGISTER OF MEMBERS

The Company will hold the extraordinary general meeting on Wednesday, 30 October 2024 (the “EGM”). The register of members of the Company will be closed from Tuesday, 29 October 2024 to Wednesday, 30 October 2024, both days inclusive, in order to determine the eligibility of the Shareholders to attend the EGM, during which period no share transfers will be registered. To be eligible to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch 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 Monday, 28 October 2024.

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

Beijing, 14 October 2024

*As at the date of this announcement, the Board comprises:*

*Executive Directors: Dr. TIAN Suning, Mr. XIN Yuesheng and Mr. GAO Nianshu*

*Non-executive Directors: Mr. DING Jian, Mr. YANG Lin, Ms. LIU Hong and Mr. CHENG Xike*

*Independent non-executive Directors: Dr. GAO Jack Qunyao, Dr. ZHANG Ya-Qin, Mr. GE Ming and Ms. TAO Ping*

*\* For identification purpose only*