

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, 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 together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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 ADOPTION OF THE 2019 SHARE OPTION SCHEME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the EGM of AsiaInfo Technologies Limited to be held at Executive Meeting Room, 5/F, AsiaInfo Plaza, 10 Xibeiwang East Road, Haidian District, Beijing, China on Monday, 25 November 2019 at 2 p.m. is set out on pages 19 to 21 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.asiainfo.com](http://www.asiainfo.com)). Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish, and in such event the form of proxy shall be deemed to be revoked.



---

## DEFINITIONS

---

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

“2019 Share Option Scheme”	the new share option scheme to be adopted by the Shareholders at the EGM, the principal terms of which are set out in the Appendix to this circular
“Adoption Date”	the date on which the 2019 Share Option Scheme is adopted pursuant to an ordinary resolution to be passed by the Shareholders at the EGM
“Affiliate”	a company that directly, indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company and includes any company which is (a) the holding company of the Company; or (b) a subsidiary of holding company of the Company; or (c) a subsidiary of the Company; or (d) a fellow subsidiary of the Company; or (e) the controlling Shareholder; or (f) a company controlled by the controlling Shareholder; or (g) a company controlled by the Company; or (h) an associated company of the holding company of the Company; or (i) an associated company of the Company; or (j) an associated company of the controlling Shareholder
“Applicable Law(s)”	any relevant laws and regulations (including those of the British Virgin Islands and other overseas jurisdictions as may be applicable) and the Listing Rules
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day(s) on which the Stock Exchange is open for the transactions of business of dealing in securities
“China” or the “PRC”	the People’s Republic of China

---

## DEFINITIONS

---

“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 Stock Exchange (stock code: 1675)
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Executive Meeting Room, 5/F, AsiaInfo Plaza, 10 Xibeiwang East Road, Haidian District, Beijing, China on Monday, 25 November 2019 at 2 p.m.
“Eligible Participant(s)”	any director(s) (including any Director(s)), Employee(s) or consultant(s) of the Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) who the Remuneration Committee considers, in its sole discretion, has/have contributed or will contribute to the Group
“Employee(s)”	any full-time or part-time employee(s) of any member of the Group or an Affiliate
“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 PRC
“Latest Practicable Date”	31 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

---

## DEFINITIONS

---

“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme for the grant of share options to Eligible Participants approved and adopted pursuant to an unanimous written resolution of the Shareholders dated 26 June 2018
“Remuneration Committee”	the remuneration committee of the Company which shall be authorised by the Board to make all determination in respect of the affairs relating to the operation and administration of the 2019 Share Option Scheme
“Share(s)”	ordinary share(s) of the Company
“Share Option(s)”	option(s) granted or to be granted under the 2019 Share Option Scheme to subscribe for the Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent

---

LETTER FROM THE BOARD

---



**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

*Registered office:*

Craigmuir Chambers

Road Town

Tortola, VG1110

British Virgin Islands

*Non-executive Directors:*

Mr. ZHANG Yichen

Mr. XIN Yuesheng

Mr. ZHANG Liyang

*Principal place of business and  
head office in China:*

AsiaInfo Plaza, Dong Qu

10 Xibeiwang Dong Lu

Haidian District

Beijing 100193

PRC

*Independent non-executive Directors:*

Dr. GAO Jack Qunyao

Dr. ZHANG Ya-Qin

Mr. GE Ming

*Principal place of business in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

4 November 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ADOPTION OF THE 2019 SHARE OPTION SCHEME**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding an ordinary resolution to be proposed at the EGM in respect of the adoption of the 2019 Share Option Scheme to enable you to make an informed decision on whether to vote for or against the said resolution.

---

## LETTER FROM THE BOARD

---

### 1. PROPOSED ADOPTION OF THE 2019 SHARE OPTION SCHEME

#### **Purpose of the 2019 Share Option Scheme**

The 2019 Share Option Scheme is a share incentive scheme and is to be established to recognise and acknowledge contributions that the Eligible Participants have made to the growth and development of the Group. The purpose of the 2019 Share Option Scheme is to provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company with the view to achieving the following principal objectives: (a) to motivate the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and (b) to attract and retain the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.

The Remuneration Committee will assess the eligibility of the Eligible Participants, particularly the employees and directors of the Group, based on their individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution to the revenue, profits or business development of the Group during the financial year or in the future. The Directors believe that the success of the Group not only depends on the contributions by the employees and directors of the Group, but also requires the co-operations and contributions from parties who play a part in the business and operations of the Group, including advisers and/or consultants of the Group who will be senior professionals providing technical and strategic support to members of the Group, which all play an important part in the technical development and strategic business development of the Group. The grant of Share Options to these advisers and consultants can motivate such Eligible Participants to continue to make their best efforts in providing more valuable advices and improved services to the Group and/or to maintain business relationship with the Group and most importantly, to work with commitment towards enhancing the value of the Company and the Shares, thereby benefiting the long-term growth of the Group and the interest of the Shareholders.

The rules of the 2019 Share Option Scheme provide that the Remuneration Committee is empowered with the authority to determine the eligibility of the Eligible Participants and the terms and conditions of any Share Option based in each case on relevant factors as the Remuneration Committee considers appropriate. The Board believes that the authority given to the Remuneration Committee under the 2019 Share Option Scheme to specify any minimum holding period and/or performance targets as conditions in any Share Option granted and that the exercise price of a Share Option cannot in any event fall below the price stipulated in the Listing Rules as well as the selection criteria prescribed by the rules of the 2019 Share Option Scheme will serve to protect the value of the Company as well as to achieve the purpose of the 2019 Share Option Scheme.

---

## LETTER FROM THE BOARD

---

### **Number of Shares subject to the Share Options to be granted**

The maximum number of the underlying Shares in respect of which Share Options may be granted under the 2019 Share Option Scheme and any other share option scheme(s) adopted by the Company shall not, in aggregate, exceed 10% of the total number of Shares in issue as at the Adoption Date unless the Company obtains a fresh approval from the Shareholders to renew the 10% limit. As at the Latest Practicable Date, the Company had 725,798,916 Shares in issue. Assuming the total number of Shares in issue remains unchanged on the date of the EGM, the maximum number of Shares in respect of which Share Options may be granted under the 2019 Share Option Scheme would be 72,579,891 Shares, representing approximately 10% of the total number of Shares in issue.

The above maximum number is subject to the condition that the total maximum number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the 2019 Share Option Scheme and any other options granted and yet to be exercised under any other share option scheme(s) shall not exceed 30% of the total number of Shares in issue from time to time. No Share Option may be granted under the 2019 Share Option Scheme and no options may be granted under any other share option scheme(s) if it will result in such limit being exceeded.

The 115,240,128 outstanding options granted under the Pre-IPO Share Option Scheme accounted for 15.88% of the total number of Shares in issue as at the Latest Practicable Date. Therefore, the Share Options to be granted under the 2019 Share Option Scheme and any other options granted and yet to be exercised under any existing share option scheme(s) in aggregate accounted for 25.88% of the total number of Shares in issue at most, and do not exceed 30% of the total number of Shares in issue as at the Latest Practicable Date.

### **Conditions precedent to the 2019 Share Option Scheme**

The adoption of the 2019 Share Option Scheme is conditional upon:

- (a) the passing of ordinary resolution by the Shareholders at the EGM to (1) approve and adopt the 2019 Share Option Scheme; (2) authorise the Board and the Remuneration Committee to grant Share Options under the 2019 Share Option Scheme; and (3) authorise the Board and the Remuneration Committee to allot and issue Shares pursuant to the exercise of any Share Options to be granted pursuant to the 2019 Share Option Scheme; and

---

## LETTER FROM THE BOARD

---

- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the exercise of the Share Options in accordance with the terms and conditions of the 2019 Share Option Scheme.

### **Document available for inspection**

A copy of the 2019 Share Option Scheme is available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong from the date of this circular to the date of the EGM (including the date of the EGM) and at the EGM.

### **General information**

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the exercise of the Share Options to be granted under the 2019 Share Option Scheme.

Upon the adoption of the 2019 Share Option Scheme, the Company will disclose the required information in relation to the 2019 Share Option Scheme in its subsequent annual report and interim report in accordance with the disclosure requirements under Rule 17.07 of the Listing Rules.

A summary of the principal terms of the 2019 Share Option Scheme is set out in the Appendix to this circular.

The Directors consider that it is not appropriate to state the value of the Share Options which may be granted under the 2019 Share Option Scheme as if they had been granted as at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Share Options as at the Latest Practicable Date will not be meaningful to the Shareholders, since the Share Options to be granted shall not be assignable, and no holder of the Share Options shall in any way sell, transfer, charge, mortgage or create any interest (legal or beneficial) in favour of any third party over or in relation to any Share Option.

In addition, any such valuation would have to be made on the basis of certain share option pricing model or other methodology, which depends on various assumptions and variables. The Directors believe that any calculation of the value of the Share Options under the 2019 Share Option Scheme as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and may be misleading to the Shareholders and the investors of the Company.

---

## LETTER FROM THE BOARD

---

There is no trustee of the 2019 Share Option Scheme as at the Latest Practicable Date. In the event that a trustee is appointed in respect of the 2019 Share Option Scheme in the future, the Company will ensure that no Director will become such a trustee or has any direct or indirect interest in such a trustee.

### 2. EGM

A notice convening the EGM, which contains the Shareholders' resolution relating to approval and adoption of the 2019 Share Option Scheme, is set out on pages 19 to 21 of this circular.

A form of proxy for use at the EGM is enclosed, a copy of which can also be obtained via the website of the Company at [www.asiainfo.com](http://www.asiainfo.com) or the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

### 3. VOTING AT THE EGM

As at the Latest Practicable Date, no Shareholder had a material interest in the proposed resolution relating to adoption of the 2019 Share Option Scheme, therefore none of the Shareholders is required to abstain from voting on such resolution.

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 general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of the EGM 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 authorized 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 need not use all his/her votes or cast all the votes he/she uses in the same way.

---

## LETTER FROM THE BOARD

---

### 4. 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.

### 5. RECOMMENDATION

The Directors are of the opinion that the proposed resolution relating to the adoption of the 2019 Share Option Scheme is in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**AsiaInfo Technologies Limited**  
**Dr. TIAN Suning**  
*Chairman and Executive Director*

The following is a summary of the principal terms of the 2019 Share Option Scheme proposed to be approved and adopted at the EGM. It does not form part of, nor is it intended to be part of, the terms of the 2019 Share Option Scheme and it should not be taken as affecting the interpretation of the terms of the 2019 Share Option Scheme.

## 1. PURPOSE OF THE 2019 SHARE OPTION SCHEME

The 2019 Share Option Scheme is a share incentive scheme and is to be established to recognise and acknowledge contributions that the Eligible Participants have made to the growth and development of the Group. The purpose of the 2019 Share Option Scheme is to provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company with the view to achieving the following principal objectives: (a) to motivate the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and (b) to attract and retain the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.

## 2. ELIGIBLE PARTICIPANTS

The Eligible Participants include any director(s), Employee(s) or consultant(s) of the Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) who the Remuneration Committee considers, in its sole discretion, has/have contributed or will contribute to the Group. Consultant of the Group may include:

- (a) any person or entity that provides research, development or other technical support to any member of the Group, i.e. senior professionals who provide consulting services for the Group with cutting-edge technical support such as 5G, big data, artificial intelligence and the Internet of things; and
- (b) any adviser or consultant to any area of business or business development of any member of the Group, i.e. senior professionals who provide strategic advisory or consulting services for the Group's new business, new customers and new model of business development.

The Remuneration Committee shall have the authority to determine which Eligible Participant will receive the Share Options, to grant the Share Options and to set all terms and conditions of the Share Options (including but not limited to any vesting conditions, restrictions or limitations provisions).

When determining which Eligible Participant will receive the Share Options, the Remuneration Committee will take into consideration the following specific criteria:

- (a) whether the Eligible Participant has made or will make valuable contribution to the business of the Group based on the performance and/or the years of service of such Eligible Participant; and/or
- (b) whether the Eligible Participant is regarded as valuable human resources of the Group based on the work experience, knowledge in the industry and other relevant factors of such Eligible Participant.

### 3. GRANT OF SHARE OPTIONS

On and subject to the terms of the 2019 Share Option Scheme, the Remuneration Committee shall be entitled (but shall not be bound) at any time on a Business Day during the period commencing on the Adoption Date, to make an offer to any Eligible Participant as the Remuneration Committee may in its absolute discretion select. An offer shall be made to an Eligible Participant in such written form of a grant letter as the Remuneration Committee may from time to time determine and shall remain open for acceptance by the Eligible Participant concerned for a period of not less than seven (7) Business Days from the date of offer. An offer cannot be accepted by an Eligible Participant who ceases to be qualified as an Eligible Participant after the offer has been made.

An offer shall be deemed to have been accepted when the Company receives the duly signed grant letter from the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein together with a remittance of HK\$1.00 (or such other nominal sum in any currency as the Remuneration Committee may determine) in favour of the Company as consideration for the grant thereof. Such remittance shall in no circumstances be refundable and shall not be deemed to be a part payment of the exercise price. Once accepted, the Share Option is deemed to be granted as from the date on which it was offered to the relevant Eligible Participant.

No Offer shall be made:

- (a) after inside information has come to the knowledge of the Company until the Company has announced the information; or
- (b) during the period commencing one (1) month immediately preceding the earlier of:
  - (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period; or
  - (ii) the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period,

and ending on the date of the results announcement.

### 4. MAXIMUM NUMBER OF SHARES

The maximum number of Shares which may be issued in respect of which Share Options may be granted under the 2019 Share Option Scheme together with the number of Shares which may be issued in respect of any options to be granted under any other share option scheme(s) shall not in aggregate exceed 10% of the total number of Shares in issue

on the date of approval of the 2019 Share Option Scheme at the EGM by the Shareholders (the “**Maximum Number**”), provided, however, that:

- (a) the Maximum Number may be “refreshed”, with the separate approval of the Shareholders in a general meeting, up to a maximum limit of 10% of the total number of Shares then in issue at the date of such approval of the Shareholders, and the circular containing the requisite information in accordance with Rule 17.03(3) of the Listing Rules will be sent to the Shareholders prior to such general meeting; and
- (b) the total maximum number of Shares which may be issued upon exercise of all outstanding Share Options granted but yet to be exercised under the 2019 Share Option Scheme and any other options granted but yet to be exercised under the other share option scheme(s) shall not exceed 30% of the total number of Shares in issue from time to time. No Share Option may be granted under the 2019 Share Option Scheme and no option may be granted under any other share option schemes if it will result in such limit being exceeded.

For the avoidance of doubt, (a) in calculating whether the Maximum Number has been exceeded, the Share Options granted under the 2019 Share Option Scheme or options granted under any other share option scheme(s) which have been lapsed in accordance with the terms of the relevant scheme shall not be counted; and (b) if the Maximum Number is “refreshed” pursuant to the 2019 Share Option Scheme, the Share Options granted under the 2019 Share Option Scheme or options granted under any other share option scheme(s) (including without limitation those outstanding, cancelled or lapsed in accordance with the relevant scheme(s) and those exercised) prior thereto shall not be counted for the purpose of calculating whether the “refreshed” Maximum Number has been exceeded.

#### 5. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Unless separately approved by the Shareholders in general meeting (with the relevant Eligible Participant and such Eligible Participant’s close associates (with the meaning ascribed thereto under the Listing Rules) (or such Eligible Participants’ Associates if the Eligible Participant is a Connected Person of the Company) abstaining from voting), no Eligible Participant shall be granted a Share Option if the total number of Shares issued and to be issued upon exercise of the Share Options (including exercised, cancelled and outstanding Share Options but excluding lapsed Share Options) granted and to be granted to such Eligible Participant in any twelve (12)-month period up to and including such further grant would in aggregate exceed 1% of the total number of Shares in issue from time to time. A circular with the requisite information must be sent to the Shareholders prior to such general meeting, disclosing, amongst others, the identity of such Eligible Participant and the number and terms of the Share Options granted and proposed to be granted. The number and terms (including the exercise price) of the Share Options to be granted to such Eligible Participant must be fixed before the Shareholders’ approvals are sought, and the date of the Board meeting for proposing such further grant should be taken as the date of the grant for the purpose of calculating the exercise price.

**6. GRANT OF SHARE OPTIONS TO CONNECTED PERSONS**

An offer of the grant of a Share Option to a Director, chief executive of the Company or substantial Shareholder (with the meaning ascribed thereto under the Listing Rules) or any of their respective Associates shall be approved by the independent non-executive Directors (excluding any independent non-executive Director who is a proposed grantee of such Share Options).

Without prejudice to the foregoing, if a grant of Share Options to a substantial Shareholder or an independent non-executive Director, or any of their respective Associates, together with all other grants of Share Options (and other options) to any such persons, in each case, whether exercised, cancelled or outstanding, would result in the Shares issued or issuable under all such Share Options (and any other share options) in the twelve (12)-month period up to and including the date of such grant: (i) representing in aggregate more than 0.1% of the total number of Shares in issue from time to time; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, then such further grant of Share Options must be approved by the Shareholders. A circular with the requisite information must be sent to the Shareholders prior to general meeting, disclosing, amongst others, details of the number and terms (including the exercise price) of the Share Options to be granted to each such Eligible Participant, a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a proposed grantee of such Share Options) and other information required under the Listing Rules. The relevant Eligible Participant, his/her/its Associates and all core connected persons (with the meaning ascribed thereto under the Listing Rules) of the Company must abstain from voting in favor at such general meeting, and any vote taken at such meeting must be taken on a poll.

**7. DURATION OF SHARE OPTIONS**

Each Share Option shall be exercisable at such times and subject to terms and conditions set out in the 2019 Share Option Scheme (in particular, the provisions relating to early termination) and such other terms and conditions as the Remuneration Committee determines, provided that the term of any Share Option shall not exceed ten (10) years from the date of grant of the Share Option. The terms of the 2019 Share Option Scheme do not specify a minimum period for which a Share Option must be held before the Share Option can be exercised, but provide that the Remuneration Committee has the power to specify the requirement as to the said minimum period.

**8. PERFORMANCE TARGETS**

Unless the Remuneration Committee otherwise determines and states in the grant letter to be issued to a proposed grantee, a grantee is not required to achieve any performance target before any Share Option(s) granted under the 2019 Share Option Scheme can be exercised.

**9. EXERCISE PRICE**

The exercise price of each Share Option shall be a price determined by the Remuneration Committee in its absolute discretion at the time of grant but not be less than the higher of: (i) the nominal value of a Share; (ii) the closing price of a Share as stated on the Stock Exchange's daily quotations sheet on the date of grant of such Share Option; and (iii) the average closing price of a Share as stated on the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the date of grant of such Share Option.

In determining the exercise price, the Remuneration Committee will take into account, among other things, the performance of the relevant Eligible Participants and/or their contributions (past or future) to the Group, the then prevailing market price of the Share at the date of grant, any minimum holding period, any vesting conditions, etc.

**10. LIFE OF THE 2019 SHARE OPTION SCHEME**

Unless otherwise terminated by the Board or the Shareholders in a general meeting in accordance with the terms of the 2019 Share Option Scheme, the 2019 Share Option Scheme shall be valid and effective for a period of ten (10) years from the Adoption Date, after which no further Share Options will be granted or offered, but the provisions of the 2019 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting Share Option granted prior to the expiry of this ten (10)-year period or otherwise as may be required in accordance with the provisions of the 2019 Share Option Scheme.

**11. LAPSE OF SHARE OPTIONS**

A Share Option (to the extent that such Share Option has not already been exercised) shall lapse and not be exercisable on the earliest of:

- (a) the expiry of the exercise period;
- (b) the expiry of any of the following periods:
  - (i) if a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional (within the meaning of the Takeovers Code), the Share Option (to the extent exercisable as at the date on which the general offer becomes or is declared unconditional and not exercised and to the extent unvested (which shall become vested forthwith)) shall be exercised in full or in part at any time within seven (7) Business Days after the date on which the offer becomes or is declared unconditional (within the meaning of the Takeovers Code);

- (ii) in the event notice is given by the Company to the Shareholders to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee may, by notice in writing to the Company accompanied by the remittance for the total exercise price payable in respect of the exercise of the relevant Share Option (such notice to be received by the Company not later than seven (7) Business Days (excluding any period(s) of closure of the Company's share registers) prior to the proposed meeting), exercise the Share Option (to the extent not already exercised and to the extent unvested (which shall become vested forthwith)) either in full or in part and the Company shall, as soon as possible and in any event no later than the Business Day (excluding any period(s) of closure of the Company's share registers) immediately prior to the date of the proposed Shareholders' meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise;
- (iii) in the event of a compromise or arrangement between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company (other than any relocation schemes as contemplated in Rule 7.14(3) of the Listing Rules), the Company shall give notice thereof to all grantees on the same date as it gives notice of the meeting to its members or creditors to consider such a scheme of arrangement, and thereupon the grantee may, by notice in writing or otherwise through any electronic means to the Company accompanied by the remittance for the total exercise price payable in respect of the exercise of the relevant Share Option (such notice to be received by the Company not later than seven (7) Business Days (excluding any period(s) of closure of the Company's share registers) prior to the proposed meeting), exercise the Share Option (to the extent not already exercised and to the extent unvested (which shall become vested forthwith)) either in full or in part, but the exercise of a Share Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective, and upon such compromise or arrangement becoming effective all Share Options shall lapse except insofar as previously exercised under the 2019 Share Option Scheme. The Company may require the grantee to transfer or otherwise deal with the Shares issued as a result of the exercise of the Share Options in these circumstances so as to place the grantee in the same position, as nearly as possible, as would have been the case had such Shares been subject to such compromise or arrangement; and

- (iv) where a grantee ceases to be an Employee, the Share Option shall be exercised within the respective prescribed period as set out in the relevant grant letter;
- (c) the date on which the grantee sells, transfers, charges, mortgages, encumbers or creates any interest in favour of any third party over or in relation to any Share Option(s) (which constitutes a breach to the terms and conditions of the 2019 Share Option Scheme) (except for the transfer of the Share Option to any trustee appointed by the Remuneration Committee in relation to the 2019 Share Option Scheme or nominee as such trustee may direct);
- (d) the date on which the grantee commits a breach of any terms or conditions attached to the grant of the Share Option, unless otherwise resolved to the contrary by the Remuneration Committee; or
- (e) the date on which the Remuneration Committee resolves that the grantee has failed or otherwise is or has been unable to meet the continuing eligibility criteria as set out in the 2019 Share Option Scheme,

provided always that in each case the Remuneration Committee and/or any one of the executive Directors in its/his absolute discretion may decide that such Share Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as it/he may decide; and that any of such decision shall be conclusive and binding on the grantee.

## **12. ADJUSTMENT RELEVANT TO SHARE OPTIONS**

In the event of any alteration in the capital structure of the Company by way of capitalization issue, rights issue, share split, sub-division, consolidation, combination, reclassification or recapitalization or reduction of capital involving the Shares or other similar corporate transaction or event affecting the Shares (other than an issue of Shares as consideration), or of changes in the Applicable Laws, regulations or accounting principles whilst any Share Option remains exercisable, corresponding adjustments (if any) will be made to the exercise price and/or the number of the Shares subject to the Share Options already granted so far as unexercised and/or the maximum number of Shares to be allotted and issued under the 2019 Share Option Scheme in compliance with the applicable requirement under Chapter 17 of the Listing Rules.

## **13. CANCELLATION OF SHARE OPTIONS**

Any cancellation of the Share Options granted but not exercised may be cancelled at any time with the prior approval of the Remuneration Committee or otherwise pursuant to the terms and conditions of the 2019 Share Option Scheme and shall be subject to the Applicable Laws, or by any applicable policy or arrangement of the Company.

**14. RIGHTS ATTACHING TO SHARES UPON EXERCISE OF SHARE OPTIONS**

The Share Option does not carry any right to vote at the general meetings of the Company, or any dividend, transfer or other rights. The Share to be allotted upon exercise of a Share Option will be subject to all the provisions of the Articles of Association in force as at the date of allotment and will rank *pari passu* in all respects with the existing fully paid Shares in issue on the date of allotment and accordingly will entitle the holders of Shares to participate in all dividends and other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the date of allotment.

**15. ALTERATION OR TERMINATION**

Except to the extent prohibited by the Applicable Laws and unless otherwise expressly provided in a grant letter or in the 2019 Share Option Scheme, the Remuneration Committee may at any time alter, amend or modify the terms and conditions of the 2019 Share Options Scheme, provided that no amendment to the following matters shall be made unless otherwise with Shareholders' approval at a general meeting of the Company:

- (a) the definitions of "Employee" and "exercise period" in and any provisions of the 2019 Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules and the provisions relating to alteration of the 2019 Share Option Scheme, shall not be altered to the advantage of the grantees or the Eligible Participants;
- (b) any alteration to the terms and conditions of the 2019 Share Option Scheme which is of a material nature, except where such alterations take effect automatically under the existing terms of the 2019 Share Option Scheme; and
- (c) any change to the authority of the Directors or the Remuneration Committee in relation to any alternations to the terms of the 2019 Share Option Scheme.

The amended terms of the 2019 Share Option Scheme shall remain in compliance with Chapter 17 of the Listing Rules.

The Company may at any time terminate the operation of the 2019 Share Option Scheme by resolution of the Board or resolution of the Shareholders in a general meeting and in such event, no further Share Options will be offered but the provisions of the 2019 Share Option Scheme shall remain in full force in all other respects. In particular, all Share Options granted prior to such termination and yet to be exercised shall continue to be valid and exercisable in accordance with the terms of the 2019 Share Option Scheme.

**16. TRANSFERABILITY OF SHARE OPTIONS**

The Share Options (i) are personal to the holders of the Share Options and shall not be sold, assigned, alienated, transferred or otherwise encumbered by the person to whom they are granted, except in the event that a grantee ceases to be an Eligible Participant by reason of his/her death, before exercising the Share Option(s) in full; and (ii) during the lifetime of the grantee, shall be exercisable only by the grantee.

**17. ADMINISTRATION OF THE 2019 SHARE OPTION SCHEME**

The 2019 Share Option Scheme will be administered by the Remuneration Committee.

Subject to the terms and conditions set out in the 2019 Share Option Scheme and the Applicable Laws, the Remuneration Committee shall have the authority to (i) determine which Eligible Participant will receive Share Options, to grant Share Options and to set all terms and conditions of Share Options (including but not limited to any vesting conditions, restrictions or limitations provisions); (ii) take all actions and make all determinations contemplated by the 2019 Share Option Scheme, to adopt rules and regulations for carrying out the 2019 Share Option Scheme and; (iii) make such appropriate and equitable adjustments to the terms of the Share Options granted under the 2019 Share Option Scheme as it deems necessary, which shall be final and binding on all persons having or claiming any interest in the 2019 Share Option Scheme or in any Share Options; and (iv) delegate the responsibility for administering the 2019 Share Option Scheme (such as handling the day-to-day operational matters) to any one of the executive Directors on the terms and the duration as the Remuneration Committee thinks fit, subject to limitations as the Board deems appropriate.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



### 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 of the shareholders of AsiaInfo Technologies Limited (the “**Company**”) will be held at Executive Meeting Room, 5/F, AsiaInfo Plaza, 10 Xibeiwang East Road, Haidian District, Beijing, China on Monday, 25 November 2019 at 2 p.m. for the following purpose:

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

### ORDINARY RESOLUTION

“That, subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the ordinary share(s) of the Company which may fall to be issued and allotted upon the exercise of the options to be granted under the 2019 Share Option Scheme of the Company (the “**2019 Share Option Scheme**”), the terms of which are contained in the document marked “A” produced to this meeting and for the purpose of identification signed by the chairman of this meeting, the 2019 Share Option Scheme be and is hereby approved and adopted, and the board of directors (the “**Board**”) of the Company and the remuneration committee of the Company authorised by the Board be and are hereby authorised to grant options thereunder and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the 2019 Share Option Scheme and to take all such steps as may be necessary or expedient in order to implement and to give full effect to the 2019 Share Option Scheme, including but without limitation:

- (a) to administer the 2019 Share Option Scheme under which options will be granted to the Eligible Participants (as defined in the 2019 Share Option Scheme) to subscribe for shares of the Company, including but not limited to determining and granting the options in accordance with the terms of the 2019 Share Option Scheme;
- (b) to modify and/or amend the 2019 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2019 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (c) to grant options under the 2019 Share Option Scheme and to allot and issue from time to time such number of shares of the Company as may be required

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

to be allotted and issued pursuant to the exercise of the options to be granted under the 2019 Share Option Scheme and subject to the Listing Rules, provided that the scheme limit of the 2019 Share Option Scheme and other share option scheme(s) of the Company shall not exceed 10% of the total number of shares of the Company in issue as at the passing of this resolution;

- (d) to make application at appropriate time to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of, and permission to deal in, any shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the 2019 Share Option Scheme and subject to the Listing Rules; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2019 Share Option Scheme and subject to the Listing Rules.”

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

Hong Kong, 4 November 2019

*Notes:*

- (i) A shareholder of the Company 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 of the Company, 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 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 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 20 November 2019 to 25 November 2019, both days inclusive, in order to determine the eligibility of shareholders of the Company 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 19 November 2019.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (v) Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolution set out in this notice will be taken by poll at the above meeting or any adjournment thereof.

*As at the date of this notice, 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.*