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