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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,  
RE-APPOINTMENT OF AUDITOR,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The AGM of AsiaInfo Technologies Limited will be held at AsiaInfo Plaza, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Friday, 28 June 2024. The notice of the AGM is set out on pages 16 to 21 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 branch 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 at 10:00 a.m. on Friday, 28 June 2024, or any adjournment thereof and notice of which is set out on pages 16 to 21 of this circular
“Articles of Association”	the memorandum and articles of association 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 (stock code: 1675)
“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, or sell or transfer Treasury Shares not exceeding 20% of the total number of issued Shares (excluding Treasury 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
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the publication 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
“Remuneration Committee”	the remuneration committee of the Company

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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 (excluding Treasury 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
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorized by the laws of the British Virgin Islands and the Articles of Association
“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. GAO Nianshu (*Chief Executive Officer*)

Mr. XIN Yuesheng

*Registered office:*

Craigmuir Chambers

Road Town

Tortola, VG1110

British Virgin Islands

*Non-executive Directors:*

Mr. ZHANG Yichen

Mr. DING Jian

Mr. YANG Lin

Ms. LIU Hong

Mr. CHENG Xike

*Head office and principal place*

*of business in China:*

AsiaInfo Plaza

10 Xibeiwang Dong Lu

Haidian District

Beijing 100193

PRC

*Independent Non-executive Directors:*

Dr. GAO Jack Qunyao

Dr. ZHANG Ya-Qin

Mr. GE Ming

Ms. TAO Ping

*Principal place of business in Hong Kong:*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITOR  
AND  
DECLARATION OF 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) the 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 re-appointment of KPMG as the auditor of the Company; (d) the declaration of 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 at the AGM to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares, or sell or transfer Treasury Shares, with an aggregate number not exceeding 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the resolution.

An ordinary resolution numbered 5(C) as set out in the notice of the AGM will also be proposed at the AGM authorising the Directors to increase the maximum number of new Shares which may be issued, or Treasury Shares which may be sold or transferred under the General Mandate 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 (excluding Treasury 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 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) shall retire from office by rotation and shall be eligible for re-election at every annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. TIAN Suning, Mr. XIN Yuesheng, Ms. LIU Hong and Dr. GAO Jack Qunyao 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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### RE-APPOINTMENT OF AUDITOR

KPMG will retire as the auditor of the Company at the AGM and being eligible, offer themselves for re-appointment.

After the recommendation of the audit committee of the Company, 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.

### DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.412 per Share for the year ended 31 December 2023. 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 Thursday, 11 July 2024 will be entitled to the final dividend. All final dividend will be paid in Hong Kong dollars and is expected to be paid on or around Monday, 22 July 2024. In order to determine the identity of the Shareholders who are entitled to the final dividend, the register of members of the Company will be closed from Monday, 8 July 2024 to Thursday, 11 July 2024, both days inclusive, during which period no share transfers will be registered. To qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged 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, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 5 July 2024.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 21 of this circular is the notice of the AGM at which, *inter alia*, ordinary resolutions will be proposed to the 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 re-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 Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, in order to determine the eligibility of the Shareholders to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.

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## LETTER FROM THE BOARD

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### 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 branch 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 return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

### VOTING BY POLL

Pursuant to Rule 17.05A of the Listing Rules, trustees holding unvested Shares of the share award schemes of the Company, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. As at the Latest Practicable Date, the number of unvested and ungranted Shares held by the trustees of the share award schemes of the Company was 22,196,388. Save for those unvested Shares held by the said trustees, there is no Shareholder who has any material interest in those resolutions proposed at the AGM, 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.

### 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.



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## LETTER FROM THE BOARD

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### 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 Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to the circumstances such as market conditions and its capital management needs at the relevant time of the repurchases.

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 (excluding Treasury 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 935,304,312. On the basis of such figure, the Directors would be authorised to repurchase up to 93,530,431 Shares during the period up to the date of the next annual general meeting of the Company in 2025, 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 per Share and/or its earnings per Share and will give the Company greater flexibility to manage its capital structure and improve market liquidity.

Repurchases 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 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 the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, 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.

**INTENTIONS OF THE DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS 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 to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

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.

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the British Virgin Islands. Neither the explanatory statement nor the Repurchase Mandate has any unusual features.

**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.

The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for any Shareholders to make a mandatory offer.

**PUBLIC FLOAT**

The Listing Rules prohibit a company from making a 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 (excluding Treasury 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 REPURCHASES MADE BY THE COMPANY**

No repurchases 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 the twelve months preceding and up to and including the Latest Practicable Date are as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	15.58	13.98
May	14.52	12.34
June	12.70	10.10
July	11.24	10.26
August	11.26	9.06
September	9.75	8.41
October	8.94	7.96
November	9.08	8.09
December	8.99	7.669
<b>2024</b>		
January	8.76	7.35
February	8.17	7.13
March	7.54	6.73
April (up to and including the Latest Practicable Date)	7.53	6.68

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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, (i) had any interest in Shares within the meaning of Part XV of the SFO; (ii) held 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, or any major appointments or professional qualifications; and (iii) were 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 was no other matter in relation to the following Directors that needed to be brought to the attention of the Shareholders and there was no other information relating to the following Directors which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Executive Directors**

#### **Dr. TIAN Suning (田溯寧)**

Aged 61, co-founded the Group in 1994, is the chairman and an executive Director of the Company. Dr. TIAN has over 23 years of experience in the business of software products, provision of IT services and software solutions, and is primarily responsible for the overall strategic planning and business direction of the Group.

Dr. TIAN served in various positions in China Netcom Group Corporation (Hong Kong) Limited. He served as the chief executive officer from 1999 to May 2006, as a director from August 2000 to July 2007 and as the vice chairman from April 2005 to July 2007. Dr. TIAN has been the founder and chairman of a private equity fund, China Broadband Capital Partners, L.P. since July 2006. Dr. TIAN was an independent non-executive director of Lenovo Group Limited (listed on the Stock Exchange) from August 2007 to July 2019. Dr. TIAN was an independent non-executive director of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司) (listed on the Shanghai Stock Exchange and the Stock Exchange) from June 2018 to October 2020. He was an independent director of Shanghai Pudong Development Bank Co., Ltd. (listed on the Shanghai Stock Exchange) from June 2016 to March 2018. He was also an independent non-executive director of Taikang Life Insurance Company Ltd. from July 2008 to July 2015. He was a non-executive director of Huayi Tencent Entertainment Company Limited (listed on the Stock Exchange) from January 2008 to February 2016, and served as an independent non-executive director of MasterCard Incorporated (listed on the New York Stock Exchange) from March 2006 to June 2016 and a deputy chairman and a non-executive director of PCCW Limited (listed on the Stock Exchange) from April 2005 to July 2007.

Dr. TIAN currently serves as the director of the China Entrepreneur Club, and the vice chairman of the Internet Society of China, and Dr. TIAN was awarded the New Century Talents — National Candidates (新世紀百千萬人才國家級人選) issued by Ministry of

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

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Human Resources and Social Security of the PRC in 2004. Dr. TIAN obtained his Ph.D. degree in natural resource management from Texas Tech University in December 1993 and a Master of Ecology from Chinese Academy of Sciences in July 1988.

Dr. TIAN has entered into a service contract with the Company for a term of three years commencing from 30 December 2022, which may be terminated by not less than three months' notice in writing served by either Dr. TIAN 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 accordance with the Articles of Association. Dr. TIAN did not receive any Director's fee in cash, except the Company may grant to Dr. TIAN the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Dr. TIAN as an executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable 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, Dr. TIAN was interested in 310,752,117 Shares pursuant to Part XV of the SFO.

### **Mr. XIN Yuesheng (信躍升)**

Aged 54, is an executive Director. He was appointed as a non-executive Director in June 2018 and was redesignated as an executive Director on 28 December 2023. Mr. XIN joined the Group in August 2016. He has over 29 years of experience in finance and investment and is primarily responsible for providing professional opinions and judgment to the Board.

Mr. XIN currently serves as a senior managing director of CITIC Capital Holdings Limited and the managing partner of its private equity arm CITIC Capital Partners. He joined the firm in August 2002 and is responsible for the private equity investment business in China since 2004. Between December 1999 and August 2002, he served as a management consultant at McKinsey & Company in Shanghai and Washington, D.C. to develop business strategies for global clients. From August 1992 to April 1996, Mr. XIN also served as a deputy manager for China Leasing Co., Ltd. (中國租賃有限公司), the largest leasing company in China and a subsidiary of CITIC Group Corporation Ltd. Mr. XIN served as a director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司) (listed on the Shenzhen Stock Exchange) from March 2016 to November 2016. In the nearly 30 years of his financial career, Mr. XIN has accumulated rich professional knowledge and practical experience in respect of financial investment, risk management and other areas, and has implemented his concepts and experience into the Group's decision-making and operations on major matters.

Mr. XIN obtained a Bachelor of Economics degree from Peking University in July 1992 and a Master of Business Administration degree from Harvard Business School with honors in June 1999.

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

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Mr. XIN has entered into a service contract with the Company for a term of three years commencing from 28 December 2023, and 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. Mr. XIN did not receive any Director's fee in cash, except the Company may grant to Mr. XIN the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Mr. XIN as an executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable 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. XIN was not interested in any Shares pursuant to Part XV of the SFO.

### **Non-executive Director**

#### **Ms. LIU Hong (劉虹)**

Aged 51, was appointed as a non-executive Director on 2 September 2020 and currently serves as a director and deputy general manager of China Mobile Information Technology Co., Ltd. From September 2010 to January 2018, Ms. LIU held the position of deputy general manager of the business support system department of China Mobile Communications Corporation. From June 2006 to September 2010, she served as the manager of the planning and construction division in the business support system department of China Mobile Group Corporation. Before that, Ms. LIU worked as a manager in the support office of China Mobile Group Corporation's billing business center from February 2002 to June 2006, and also respectively held the position of deputy director of the account clearing center, billing clearing center and the Beijing billing business center of China Mobile Group Corporation from January 2000 to February 2002. From August 1996 to January 2000, Ms. LIU successively worked in the billing center of the Mobile Communications Bureau of the Ministry of Posts and Telecommunications and the account clearing center of China Mobile Corporation (under preparation). Ms. LIU obtained her Bachelor's degree in Computer Mathematics and Application Software from the Beijing University of Technology in 1996, and subsequently obtained a Master's degree in Business Administration from Peking University in 2006.

Ms. LIU has entered into a service contract with the Company for a term of one year commencing from 2 September 2023, and is 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. Ms. LIU did not receive any Director's fee in cash except



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

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the Company may grant to Ms. LIU the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Ms. LIU as a non-executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable 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, Ms. LIU was not interested in any Shares pursuant to Part XV of the SFO.

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

#### **Dr. GAO Jack Qun Yao (高群耀)**

Aged 66, was appointed as an independent non-executive Director on 19 December 2018. Dr. GAO has extensive experience in IT, media, entertainment and venture capital.

Dr. GAO has currently been the adjunct professor of the business school of The Chinese University of Hong Kong since 2011. Dr. GAO has been the chairman of the ZEASN Group since January 2024 and he has been the founding partner and the chief executive officer at Beijing Times Digiwork Films Technology Co., Ltd. (Smart Cinema) (北京雲途時代影業科技有限公司(移動電影院)) since April 2018, and an independent non-executive director of AGTech Holdings Limited (listed on the Stock Exchange) since May 2015. Dr. GAO was the interim chief executive officer of Legendary Entertainment LLC from January 2017 to October 2017, and was also a director of Legendary Entertainment LLC from January 2016 to October 2017. Dr. GAO served as a director at AMC Entertainment Holdings, Inc. (listed on the New York Stock Exchange) from September 2015 to October 2017. Dr. GAO also served as the senior group vice president and the chief executive officer of international investments and operations, Wanda Cultural Industry Group from June 2015 to October 2017. Dr. GAO was previously a director of Vantone Holdings Co., Ltd. (萬通投資控股股份有限公司) (listed on the Shanghai Stock Exchange) from June 2010 to April 2017. Dr. GAO also served as the corporate senior vice president of News Corporation (listed on NASDAQ) from November 2006 to July 2014. Dr. GAO was an alternate director at Phoenix Media Investment (Holdings) Limited (listed on the Stock Exchange) from December 2008 to June 2013.

Dr. GAO served as the corporate vice president at Autodesk, Inc. (listed on NASDAQ) from June 2003 to November 2006. He was also the general partner of Walden International, Inc. from May 2002 to April 2003. Dr. GAO served as the president and the general manager of Microsoft (China) Co. Ltd., a subsidiary of Microsoft Corporation (listed on NASDAQ) from December 1999 to May 2002.

Dr. GAO obtained his Bachelor's degree, Master's degree and his Ph.D. degree in Engineering from Harbin Institute of Technology in January 1982, December 1984 and December 1994, respectively.



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

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Dr. GAO has signed an appointment letter with the Company for a term of one year with effect from 30 December 2023, 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. GAO 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 comparable listed issuers. The Company may also grant Dr. GAO 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. GAO was interested in 112,000 Shares pursuant to 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, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Friday, 28 June 2024 (the “**AGM**”) for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2023.
2. (a) To re-elect the following retiring Directors:
  - (i) Dr. TIAN Suning as an executive Director;
  - (ii) Mr. XIN Yuesheng as an executive Director;
  - (iii) Ms. LIU Hong as a non-executive Director;
  - (iv) Dr. GAO Jack Qunyao as an independent non-executive Director; and
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-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 2024.
4. To declare a final dividend for the year ended 31 December 2023.

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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 during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the “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 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 pursuant to approval in paragraph (i) above shall not exceed the aggregate of:
  - (a) 20% of the total number of issued Shares (excluding treasury Shares) 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 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 (excluding treasury Shares) as at the date of passing this resolution), and the said approval shall be limited accordingly,

otherwise than pursuant to:

- (1) any Rights Issue (as defined hereinafter);
- (2) the grant or exercise of any option or award under any share schemes 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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; 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:

- (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 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 to holders of Shares (excluding treasury 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 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.

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale or transfer of treasury Shares to the extent permitted under all applicable laws, rules and regulations.”

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## NOTICE OF ANNUAL GENERAL MEETING

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**(B) “That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares 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 (excluding treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) 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 by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares, and to sell or transfer additional treasury Shares, 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 which may be allotted, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares 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 (excluding treasury Shares) 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*

Beijing, 26 April 2024

*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  
10 Xibeiwang Dong Lu  
Haidian District  
Beijing 100193  
PRC

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## NOTICE OF ANNUAL GENERAL MEETING

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### Notes:

- (i) A shareholder entitled to attend and vote at the AGM 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 AGM (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 branch 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 AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, 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 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, 24 June 2024.
- (v) The register of members of the Company will be closed from Monday, 8 July 2024 to Thursday, 11 July 2024, 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 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 Friday, 5 July 2024.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (vi) In respect of resolutions numbered 2(a)(i) to (iv) above, Dr. TIAN Suning, Mr. XIN Yuesheng, Ms. LIU Hong and Dr. GAO Jack Qunyao will retire, and be eligible to be re-elected. Details of the above retiring Directors proposed for re-election are set out in Appendix II to the circular dated 26 April 2024 (the “**Circular**”).
- (vii) In respect of the resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purpose of the Listing Rules.
- (viii) In respect of resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of shareholders. 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.
- (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 AGM.