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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE AND APPOINTMENT OF DIRECTORS

Reference is made to the circular (the “**Circular**”) of AsiaInfo Technologies Limited (the “**Company**” together with its subsidiaries, the “**Group**”) dated 28 May 2020, in relation to, *inter alia*, the Subscription under the Specific Mandate.

Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

COMPLETION OF THE SUBSCRIPTION

The Company is pleased to announce that all conditions as set out in the Subscription Agreement have been fulfilled and the Completion took place on 2 September 2020 in accordance with the terms and conditions of the Subscription Agreement, whereby 182,259,893 new Shares were allotted and issued to the Subscriber as fully paid at the Subscription Price of HK\$7.6 per Share.

The 182,259,893 Shares represent (i) approximately 24.88% of the existing total number of issued Shares immediately before Completion; and (ii) approximately 19.92% of the total number of issued Shares as enlarged only by the allotment and issue of the 182,259,893 Shares immediately after Completion.

Set out below is the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion:

Name of Shareholders	Immediately before Completion		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Skipper Investment Limited (<i>Note 1</i>)	213,924,952	29.20	213,924,952	23.38
Other Directors (<i>Note 2</i>)	151,308,040	20.65	151,308,040	16.54
Subscriber	—	—	182,259,893	19.92
Public Shareholders	<u>367,408,548</u>	<u>50.15</u>	<u>367,408,548</u>	<u>40.16</u>
Total	<u>732,641,540</u>	<u>100</u>	<u>914,901,433</u>	<u>100</u>

Notes:

1. Each of Power Joy (Cayman) Limited (as the controlling shareholder of Skipper Investment Limited), CITIC Capital China Partners II L.P. (as the sole shareholder of Power Joy (Cayman) Limited), CCP II GP, Ltd. (as the general partner of CITIC Capital China Partners II L.P.), CCP LTD (as the general partner of CCP II GP, Ltd.), CITIC Capital Partners Limited (as the sole shareholder of CCP LTD), CITIC Capital Holdings Limited and CP Management Holdings Limited (which hold 51% and 49% shareholding of CITIC Capital Partners Limited, respectively) and Mr. Zhang Yichen (as the sole shareholder of CP Management Holdings Limited) is deemed or taken to be interested in all the Shares which are beneficially owned by Skipper Investment Limited for the purpose of the SFO.
2. Amongst these Shares:
 - i. Dr. Tian Suning is interested in 133,915,128 Shares, of which he is the beneficial owner of 42,961,400 Shares; and for the purpose of the SFO, is deemed or taken to be interested in 39,442,000 Shares beneficially owned by PacificInfo Limited (a company wholly owned by him), 20,302,368 Shares beneficially owned by Info Addition Capital Limited Partnership (general partner of which is Info Addition Limited, a company wholly owned by him), and 31,209,360 Shares beneficially owned by CBC TMT III Limited (a company wholly owned by China Broadband Capital Partners II, L.P., general partner of which is CBC Partners II L.P., a partnership fully controlled by him);
 - ii. Mr. Ding Jian is interested in 12,715,144 Shares, of which he is the beneficial owner of 11,516,704 Shares; and for the purpose of the SFO, is deemed to be interested in 1,198,440 Shares in which New Media China Investment I Limited (a company wholly owned by him) is interested in; and
 - iii. Mr. Gao Nianshu is the beneficial owner of 4,677,768 Shares.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that, with effect on 2 September 2020:

- (a) Mr. Yang Lin (“**Mr. Yang**”) has been appointed as a non-executive Director and a member of the strategy and investment committee of the Company;
- (b) Ms. Liu Hong (“**Ms. Liu**”) has been appointed as a non-executive Director and a member of the nomination committee of the Company; and
- (c) Ms. Tao Ping (“**Ms. Tao**”) has been appointed as an independent non-executive Director and a member of each of the audit committee and the nomination committee of the Company.

The respective biographical details of Mr. Yang, Ms. Liu and Ms. Tao (collectively, the “**New Directors**”) are as follows:

Mr. Yang Lin (楊林) (formerly known as Yang Jinlin (楊瑾林), aged 48, is a senior engineer. Mr. Yang currently serves as the deputy general manager of the government and enterprise division in the Xiong’an office of China Mobile Communications Group Co., Ltd.. He joined the China Mobile Communications Corporation in June 1999. Mr. Yang has extensive experience in engineering construction management, supply chain management and DICT project management. Mr. Yang obtained his bachelor’s degree in communications engineering from the Beijing University of Posts and Telecommunications in 1994 and subsequently obtained a master’s degree in business administration from the China Europe International Business School in 2003.

Ms. Liu Hong (劉虹), aged 47, 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. 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 the Peking University in 2006.

Ms. Tao Ping (陶萍), aged 62, served successively as the deputy general manager and the general manager in the Anhui branch office of China Telecom from June 2002 to February 2011. During that time, China Telecom’s informatisation level was maintained at a leading position within the industry. In 2007, Ms. Tao was awarded the “Outstanding Informatisation Leader Award” by the National Informatisation Evaluation Center and in 2010, she was also awarded the honorary title of “National Model Worker”. From March 2011 to November 2017, Ms. Tao served as the general manager and senior consultant of the strategic department of the China Telecom Group; and from July 2012 to December 2017, she also served as an employee director of the board of directors of the China Telecom Group. Ms. Tao obtained a bachelor’s degree in engineering from Nanjing University of Posts and Telecommunications (formerly known as the Nanjing Institute of Posts and Telecommunications) in 1982. She subsequently obtained a master’s degree in business administration from the Australian National University in 2004.

Each of the New Directors has entered into an appointment letter with the Company, pursuant to which the appointment shall be with effect from 2 September 2020 for a term of one year and renewable for a successive term of one year until terminated by either party by giving not less than three months’ written notice or terminated by the Company by giving immediate notice. Each of the New Directors’ directorship will be subject to retirement by rotation and re-election at the next general meeting of the Company pursuant to the Articles. Pursuant to their respective appointment letters, each of Mr. Yang and Ms. Liu is not entitled to any Director’s fee as a non-executive Director; while Ms. Tao is entitled to a Director’s fee of US\$60,000 (or the equivalent amount in other currencies) per annum as an independent non-executive Director. However, the Company may from time to time grant each of the New Directors options and/or award Shares in accordance with the terms and conditions of the share option schemes and/or share award schemes adopted by the Company, and such options and/or award Shares will form part of the New Directors’ emoluments. The foregoing emolument of Ms. Tao was recommended by the remuneration committee of the Company and approved by the Board with reference to her qualification, experience, level of responsibilities undertaken and prevailing market conditions.

Save as disclosed above and as at the date of this announcement, each of the New Directors does not (i) have any relationship with any Directors, substantial or controlling Shareholders (within the meaning of the Listing Rules) or senior management of the Company; (ii) hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years; (iii) hold any other positions with the Company or its subsidiaries; and (iv) have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (as defined in Part XV of the SFO).

Save as disclosed above and as at the date of this announcement, the Board is not aware of any other matters relating to the appointment of each of the New Directors that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board firmly believes that the appointment of the New Directors would be conducive to reinforce the Company's existing solid foundation and promote sustainable and stable development. The Company would like to extend a warm welcome to Mr. Yang, Ms. Liu and Ms. Tao for joining the Board.

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

Hong Kong, 2 September 2020

As at the date of this announcement, the Board comprises Dr. Tian Suning, Mr. Ding Jian and Mr. Gao Nianshu as executive Directors; Mr. Zhang Yichen, Mr. Xin Yuesheng, Mr. Zhang Liyang, Mr. Yang Lin and Ms. Liu Hong as non-executive Directors; and Dr. Gao Jack Qunyao, Dr. Zhang Ya-Qin, Mr. Ge Ming and Ms. Tao Ping as independent non-executive Directors.