
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental 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.

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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)

**SUPPLEMENTAL CIRCULAR TO
THE COMPANY'S CIRCULAR TO SHAREHOLDERS
DATED 27 APRIL 2021
RELATING TO
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE 2019 SHARE OPTION SCHEME
AND
SUPPLEMENTAL NOTICE OF AGM**

This supplemental circular should be read together with the Company's circular dated 27 April 2021 to the Shareholders.

The initial notice of the AGM to be held on Friday, 28 May 2021 at 10:00 a.m. was set out in the Initial Circular. A supplemental notice of AGM dated 7 May 2021 is set out on pages 8 to 9 of this supplemental circular. By such supplemental notice of AGM, an additional resolution will be proposed for Shareholders' consideration at the AGM, in relation to the refreshment of Scheme Mandate Limit, details of which are set out in this supplemental circular.

The Second Proxy Form for use at the AGM, which contains the additional resolution to be proposed at the AGM, is sent together with this supplemental circular in which the supplemental notice of AGM is set out. Any Shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In such case, the First Proxy Form should not be lodged with the Company. Whether or not you intend to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Hong Kong share registrar of the Company as soon as practicable and in any event not less than 48 hours before the holding of the AGM. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7 May 2021

DEFINITIONS

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

“2019 Share Option Scheme”	the share option scheme adopted by the Shareholders on 25 November 2019
“AGM”	the annual general meeting of the Company to be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Friday, 28 May 2021 at 10 a.m., or any adjournment thereof and supplemental notice of which is set out on pages 8 to 9 of this supplemental circular
“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 Stock Exchange (stock code: 1675)
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the form of proxy sent together with the Initial Circular to the Shareholders
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Initial Circular”	the Company’s circular dated 27 April 2021 to the Shareholders
“Initial Notice of AGM”	the initial notice of AGM dated 27 April 2021 convening the AGM and forms part of the Initial Circular
“Latest Practicable Date”	3 May 2021, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all the Share Options which may be granted under the 2019 Share Option Scheme
“Second Proxy Form”	the revised form of proxy sent together with this supplemental circular of the Company to the Shareholders

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company
“Share Option(s)”	option(s) 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
“Supplemental Notice of AGM”	the supplemental notice of AGM dated 7 May 2021, which forms part of this supplemental circular
“%”	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. DING Jian

Mr. GAO Nianshu (*Chief Executive Officer*)

Non-executive Directors:

Mr. ZHANG Yichen

Mr. XIN Yuesheng

Mr. ZHANG Liyang

Mr. YANG Lin

Ms. LIU Hong

Independent Non-executive Directors:

Dr. ZHANG Ya-Qin

Dr. GAO Jack Qunyao

Mr. GE Ming

Ms. TAO Ping

Registered office:

Craigmuir Chambers

Road Town

Tortola, VG1110

British Virgin Islands

*Head office and principal place
of business and in China:*

AsiaInfo Plaza, Dong Qu

10 Xibeiwang Dong Lu

Haidian District

Beijing 100193

PRC

*Principal place of business
in Hong Kong:*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

7 May 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE COMPANY'S CIRCULAR TO SHAREHOLDERS
DATED 27 APRIL 2021
RELATING TO
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE 2019 SHARE OPTION SCHEME**

LETTER FROM THE BOARD

INTRODUCTION

References are made to the Initial Circular and the Initial Notice of AGM, which contain certain resolutions proposed to be considered and, if thought fit, approved by Shareholders at the AGM.

The purpose of this supplemental circular is to provide you with (i) details of the proposed refreshment of Scheme Mandate Limit; and (ii) the Supplemental Notice of AGM at which a resolution will be proposed to consider and, if thought fit, approve the refreshment of the Scheme Mandate Limit.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The 2019 Share Option Scheme was adopted by the Company on 25 November 2019 pursuant to an ordinary resolution passed at the extraordinary general meeting held on the same date. The 2019 Share Option Scheme shall remain in force for a period of 10 years from the date of adoption. Under the 2019 Share Option Scheme, the Board has the right to grant to the eligible participants Share Options to subscribe for a maximum of 72,590,211 Shares, being 10% of the Shares in issue as at date of approval of the 2019 Share Option Scheme, representing approximately 7.89% of the issued Shares as at the Latest Practicable Date.

Apart from the 2019 Share Option Scheme, the Company also has a pre-IPO share option scheme which has expired on the business day before the date of the listing of the Shares. As at the Latest Practicable Date, share options carrying the right to subscribe for up to 97,522,855 Shares remain outstanding under the pre-IPO share option scheme.

Since the date of adoption of the 2019 Share Option Scheme, the Company has granted 14,516,000 Share Options and 112,000 Share Options on 16 June 2020 and 25 March 2021, respectively, and 1,170,008 Share Options granted had lapsed. As at the Latest Practicable Date, Share Options carrying the right to subscribe for up to 13,457,992 Shares remain outstanding under the 2019 Share Option Scheme. Among those outstanding Share Options, each of Dr. GAO Jack Qun Yao, Mr. GE Ming, Dr. ZHANG Ya-Qin and Ms. TAO Ping, were granted 112,000 Share Options, respectively.

Since the date of adoption of 2019 Share Option Scheme and up to the Latest Practicable Date, the number of issued Shares was increased from 725,902,116 to 920,315,950, the total number of Share Options which may be further granted under the 2019 Share Option Scheme is 59,132,219 (representing approximately 6.43% of the issued Shares as at the Latest Practicable Date).

The Directors consider that the Company should refresh the Scheme Mandate Limit in accordance with the Company's issued share capital at the date of AGM, so that the Company can have more flexibility to provide incentive to (i) recognise and acknowledge the contributions of that eligible participants who have (or may have) made or may make to the Group (whether directly or indirectly); (ii) attract and retain and appropriately remunerate the best possible quality of employees and other eligible participants; (iii) motivate the eligible participants to optimise their performance and efficiency for the

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benefit of the Group; and (iv) retain maximum flexibility as to the range and nature of rewards and incentives which the Company can offer to eligible participants. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole. If the refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 920,315,950 Shares in issue as at the Latest Practicable Date and assuming no new Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to grant Share Options to subscribe for up to a total of 92,031,595 Shares, representing approximately 10% of the Shares in issue as at the date of the AGM.

Pursuant to the terms of the 2019 Share Option Scheme, the maximum number of Shares in respect of which Share Options may be granted under the 2019 Share Option Scheme together with any Share Options outstanding and yet to be exercised under the 2019 Share Option Scheme and any other share option schemes of the Company must not exceed 30% (or such higher percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, the total number of outstanding share options was 110,980,847, representing approximately 12.06% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of Scheme Mandate Limit will be approved, the total number of existing outstanding share options and the Share Options which may be granted under the 2019 Share Option Scheme will be 203,012,442, representing approximately 22.06% of the Shares in issue as at the Latest Practicable Date. Therefore, the limit on the number of Shares which may be issued upon the exercise of all existing outstanding share options and Share Options which may be granted under the 2019 Share Option Scheme after the refreshment of the Scheme Mandate Limit and any other schemes do not exceed the 30% of Shares in issue as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Share Options that may be granted pursuant to the 2019 Share Option Scheme under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares, representing 10% of the Shares in issue as at the date of the AGM which may be issued pursuant to the exercise of the Share Options which may be granted under the refreshed Scheme Mandate Limit.

The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole because it will enhance the ability of the Company to reward and motivate its employees and other selected participants under

LETTER FROM THE BOARD

the 2019 Share Option Scheme. The refreshment of the Scheme Mandate Limit is in line with purpose of the 2019 Share Option Scheme. The Board therefore seeks the approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit.

ANNUAL GENERAL MEETING

The AGM will be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Friday, 28 May 2021 at 10 a.m. The Initial Notice of AGM and the First Proxy Form have been despatched to the Shareholders on 27 April 2021 and are also published on the websites of the Company (www.asiainfo.com) and the Stock Exchange (www.hkexnews.hk).

The Supplemental Notice of AGM is to notify the Shareholders of the new resolution to be submitted at the AGM for consideration. Resolutions originally proposed to be submitted at the AGM for approval and set out in the Initial Notice of AGM remain unchanged.

Whether or not you intend to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at AGM or any adjournment thereof should you so wish.

SECOND PROXY FORM

Since the First Proxy Form which was sent together with the Initial Circular does not contain the proposed additional resolution relating to the refreshment of the Scheme Mandate Limit as set out in this supplemental circular, the Second Proxy Form is sent together with this supplemental circular of which the Supplemental Notice of AGM forms part. Any Shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In such case, the First Proxy Form should not be lodged with the Company. Shareholders are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Any Shareholder who has already lodged the First Proxy Form with the Company should note that:

- (i) if no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion

LETTER FROM THE BOARD

or to abstain from voting on any resolution properly put to the AGM, including the resolution for, among other matters, the refreshment of the Scheme Mandate Limit, as set out in the Supplemental Notice of AGM;

- (ii) if the duly completed and signed Second Proxy Form is lodged with the Company 48 hours prior to the time appointed for holding the AGM (the “Closing Time”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if it is duly completed and signed and returned in accordance with the instructions printed thereon; and
- (iii) if the duly completed and signed Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on any proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the AGM, he/she will have to attend in person and vote at the AGM himself/herself.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

RECOMMENDATION

The Directors consider that the resolution proposed in relation to the refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolution to be proposed at the AGM.

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



AsiaInfo Technologies Limited

亞信科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Initial Notice**”) of annual general meeting (“**AGM**”) dated 27 April 2021, by which AsiaInfo Technologies Limited (the “**Company**”) convenes the AGM to be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Friday, 28 May 2021 at 10 a.m. and this supplemental notice shall be read together with the Initial Notice.

THIS SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the following proposed resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company at the AGM, in addition to the proposed resolutions set out in the Initial Notice:

6. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Shares to be issued upon the exercise of share options which may be granted under the Company’s share option scheme adopted by the Company on 25 November 2019 (the “**2019 Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of share options to subscribe for Shares under the 2019 Share Option Scheme be refreshed and renewed so that the total number of Shares which may be allotted and issued pursuant to the grant and exercise of the share options under the 2019 Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant share options under the 2019 Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By Order of the Board
AsiaInfo Technologies Limited
Dr. TIAN Suning

Chairman of the Board and Executive Director

Hong Kong, 7 May 2021

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder 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, 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) Since the proxy form (the “**First Proxy Form**”) sent together with the Initial Notice does not contain the proposed resolution for the refreshment of the scheme mandate limit of the 2019 Share Option Scheme set out in this supplemental notice, a new proxy form (the “**Second Proxy Form**”) has been prepared and is sent together with the Company’s supplemental circular of which this supplemental notice of AGM forms part.
- (iv) Shareholders are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (v) A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.
- (vi) A shareholder who has already lodged the First Proxy Form with the Company should note that:
 - i. if no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including the resolution for, among other matters, the proposed refreshment of the scheme mandate limit of the 2019 Share Option Scheme, as set out in this supplemental notice of AGM;
 - ii. if the Second Proxy Form is lodged with the Company 48 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed; and
 - iii. if the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
- (vii) Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.
- (viii) Shareholders are reminded to refer to other notes contained in the Initial Notice.