



AsiaInfo Technologies Limited

亞信科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(the “Company”)

(Stock Code: 1675)

Strategy and Investment Committee Terms of Reference (Adopted by the Board of Directors on 30 June 2021)

1. Constitution

The rights, responsibilities and specific duties of the strategy and investment committee (the “**Committee**”) of the board (the “**Board**”) of directors (the “**Directors**”) of AsiaInfo Technologies Limited (the “**Company**”) are summarised as below.

2. Members

- 2.1 The Committee shall be composed of at least three Directors.
- 2.2 The chairman of the Committee (the “**Chairman**”) shall be a Director and appointed by the Board, who shall be responsible for presiding over the works of the Committee.
- 2.3 Members of the Committee shall be elected by a majority of the Board (or by a written resolution signed by all Directors).
- 2.4 The term of office of the Committee shall be the same as that of the Board. Members are eligible for re-election upon expiration of their term of office. During the term of office, if a member ceases to be a Director, his/her membership of the Committee shall be automatically terminated and the Board shall fill the casual vacancy according to the above provisions.

3. Secretary

The secretary of the Committee shall be the company secretary of the Company or its contact person. The secretary of the Committee is responsible for day-to-day liaison work and preparation of meetings. The secretary of the Committee shall record the recommendations made by the members to ensure that the minutes and records of all meetings and all resolutions of the Committee are filed with the Committee as well as with the Company.

4. Authority

The Committee is authorised by and reports directly to the Board.

5. Duties

The major duties of the Committee are:

- (1) to conduct research on the long-term strategic planning, investment policies and major investment and financing projects of the Company and make recommendations, and to monitor and follow up on major investment and financing projects approved by the shareholders' meeting and the Board and to notify all Directors in a timely manner. "Major investment and financing projects" herein refer to major investment and financing plans, major asset transactions and major capital arrangements that are subject to the approval of the Board as stipulated in the Articles of Association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), and mainly include equity investment or disposal, fixed assets purchase or disposal of assets, financing, entering into or terminating financial leasing, mortgage, guarantee, establishment of joint venture and asset restructuring;
- (2) with the authorisation of the Board, to approve major investment and financing projects with a total transaction amount (in a single transaction or transactions in aggregate under the same project) of more than RMB50 million (including the same amount), and such major investment and financing projects do not constitute notifiable transactions under the Listing Rules, or such projects constitute connected transactions which are exempt from the relevant reporting, announcement and independent shareholders' approval requirements, except ordinary operating loans, grant of credits, privatisation loans and income-based transactions in the ordinary course of business;
- (3) to conduct research on other major matters that may have impacts on the development of the Company and make recommendations to the Board; and
- (4) other matters stipulated by the terms of reference of the Committee and authorised by the Board.

Notwithstanding the above, if a transaction is subject to the approval of the Board pursuant to the Listing Rules and other applicable laws and regulations, such approval must be sought.

6. Notice of Meetings

- 6.1 A meeting of the Committee may be convened by any of its members through the company secretary of the Company or its contact person.

6.2 For the meetings of the Committee and as far as practicable for all other meetings, an agenda and accompanying documents shall be sent to all members of the Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7. Frequency and Proceedings of Meetings

7.1 The secretary of the Committee shall be responsible for the preparatory work to be submitted to the Committee and providing supporting materials required for the meeting.

7.2 The Committee shall convene a meeting based on the relevant information submitted by the secretary of the Committee for discussion and consideration.

7.3 The Committee shall convene a meeting as and when necessary and notify all of its members three (3) days before such meeting. The meeting shall be convened and presided by the Chairman or another member of the Committee if the Chairman is not able to attend the meeting.

7.4 The meetings of the Committee shall be convened only if more than half of its members are present. Each member shall have one vote and the resolutions made at the meetings shall only be passed by more than half of all members.

7.5 The voting method of the Committee meetings shall be a show of hands or vote. The meeting may be held in the form of a teleconference or through other means of communication, or may be convened by a written resolution signed by all members.

7.6 Directors and other senior management may be invited to attend the Committee meetings, and an intermediary may be engaged to provide professional advice on their decision-making at the Company's expense if necessary.

7.7 Proceedings and contents of and resolutions passed at the Committee meetings shall comply with requirements of relevant laws, regulations, Articles of Associations of the Company and the terms of reference of the Committee.

7.8 Members present at the meeting are obliged to keep confidential the matters discussed at the meeting and may not disclose relevant information without the Committee's authorisation.

8. Reporting Procedures

The resolutions passed by the Committee meeting and the voting results are subject to the signing of minutes by the Chairman of a meeting and the resolution in writing signed by all the Committee's members. Any transactions and/or connected transactions which are disclosable under the Listing Rules shall be reported to the Board for approval.

9. Minutes

There shall be minutes of the Committee meetings, which shall be kept by the office of the Board and shall be available for inspection at any reasonable time upon reasonable notice by any Director.

10. General

10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and other regulatory requirements, including but not limited to those under the Listing Rules.

10.2 Provided any terms of the Articles of Association of the Company regulating the meetings and proceedings of the Board are applicable to the meetings and proceedings of the Committee and are not replaced by the provisions in these terms of reference, then these terms shall apply to the meetings and proceedings of the Committee.

10.3 The Committee shall make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by publishing them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website (www.asiainfo.com).

Note: This document was drafted in Chinese. The English translation is for reference only. Should any discrepancies arise between the Chinese version and the English version of this document, the Chinese version shall prevail.