



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 of the Company on November 26, 2018)

The major responsibilities of the Strategy and Investment Committee (“**Investment Committee**” or the “**Committee**”) under the board of directors (the “**Board**”) of AsiaInfo Technologies Limited (the “**Company**”) are to conduct research on the strategic planning and major investment and financing projects of the Company and make recommendations to the board of directors, 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.

1. Constitution

The Investment Committee of the Board is set up pursuant to a resolution approved by the Board.

2. Members

- 2.1 The Investment Committee is composed of at least three directors.
- 2.2 The Investment Committee has a chairman (convener of the meeting), who is also the chairman of the Board, and is responsible for presiding over the works of the Strategy and Investment Committee.
- 2.3 Members of the Investment Committee shall be elected by a majority of the Board (or by a written resolution signed by all directors) at the formal meeting convened and formed by the Board pursuant to the Articles of Association of the Company.
- 2.4 The term of office of the Investment Committee shall be the same as that of the Board. Members of the Committee are eligible for re-election upon expiration of their term of office. During the period, if a member ceases to be a director of the Company, his/her qualification shall be automatically terminated and the Board will fill the vacancy of members according to the above provisions.

3. Secretary

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

4. Authority

The Investment Committee is authorized by and reports directly to the Board. The proposals of the Committee shall be submitted to the Board for review and approval.

5. Duties

The major duties of the Investment Committee shall be:

- (1) to conduct research on the long-term strategic planning, annual operational plans, 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 projects, major asset transactions and major capital arrangements that are subject to approval of the Board as stipulated in the Memorandum and Articles of Association of the Company and 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 authorization of the Board, to approve major investment and financing projects with a total transaction amount (in a single transaction or transactions under the same project) of more than RMB20 million but not exceeding RMB50 million, other than ordinary operating loans, credits, privatization loans and income-based transactions in the ordinary course of business. Matters related to the approvals above shall also comply with the relevant requirements of the Listing Rules regarding notifiable transactions.
- (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 Investment Committee and authorized by the Board.

Notwithstanding the above, if a transaction is subject to approval of the Board pursuant to the Listing Rules and other applicable laws and regulations (such as the notifiable transactions and connected transactions under the Listing Rules), such transaction shall also be subject to the approval of the Board according to such relevant requirements.

6. Notice of Meetings

- 6.1 A meeting of the Investment Committee may be convened by any of its members through the company secretary of the Company.
- 6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents shall be sent to all members of the Investment 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 Investment Committee is responsible for the preparation of any proposal submitted to the Investment Committee and providing supporting materials required for the meeting.
- 7.2 The Investment Committee shall convene a meeting based on the relevant information submitted by the secretary of the Committee and submit the results of discussion to the Board for approval.
- 7.3 The Investment Committee shall convene a meeting at least once a year and notify all of its members three day before such proposed 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 Investment Committee shall be convened only if more than half of its members are present; each member shall have one vote; the resolutions made at the meetings shall be passed by more than half of all members.
- 7.5 Notwithstanding provision 7.4 above, approval of major investment and financing projects with a total transaction amount (in a single transaction or transactions under the same project) of or more than RMB20 million but not exceeding RMB50 million (other than ordinary operating loans, credits, privatization loans and income-based transactions in the ordinary course of business) shall be passed with the unanimous consent of all members of the Committee.
- 7.6 The voting method of the Investment 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 of the Committee.
- 7.7 Directors and other senior management may be invited to attend the Investment Committee meetings, and an intermediary may be engaged to provide professional advice on their decision-making at the Company's expenses if necessary.

- 7.8 Proceedings and contents of and resolutions passed at the Investment Committee meetings shall comply with requirements of relevant laws, regulations, Memorandum and Articles of Associations of the Company and the terms of reference of the Committee.
- 7.9 Members present at the meeting are obliged to keep confidential the matters discussed at the meeting and may not disclose relevant information without authorization.

8. Reporting Procedures

The resolutions passed by the Investment Committee meeting and the voting results shall be submitted to the Board for approval in writing.

9. Minutes

There shall be minutes of the Investment Committee meetings; members of the Committee attending the meeting shall give opinions and sign on the resolutions of the meeting; resolutions of the meeting shall be kept by the office of the Board.

10. General

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
- 10.2 The Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Investment Committee.
- 10.3 The Investment Committee shall make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including 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.