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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;
AND
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of AsiaInfo Technologies Limited to be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, May 30, 2019 at 10:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.asiainfo.com). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish and in such event the form of proxy shall be deemed to be revoked.

April 23, 2019

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, May 30, 2019 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 19 to 24 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“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 with 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 Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued 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 PRC
“Latest Practicable Date”	April 17, 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Date”	December 19, 2018, being the date on which the Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.000000125 each 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, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



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

Independent Non-executive Directors:

Dr. GAO Jack Qunyao
Dr. ZHANG Ya-Qin
Mr. GE Ming

Registered office:

Craigmuir Chambers
Road Town
Tortola, VG1110
British Virgin Islands

*Head office and principal place of business
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

April 23, 2019

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the re-appointment of the auditors of the Company.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, the total number of issued Shares was 723,399,796. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 144,679,959 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional amount shall represent up to 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

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 II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

As at the Latest Practicable Date, the total number of issued Shares was 723,399,796. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares are issued or purchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 72,339,979 Shares pursuant to the Repurchase Mandate.

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) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every

LETTER FROM THE BOARD

Director shall be subject to retirement by rotation at least once every three years. In addition, any Director appointed by the Board or resolution of members either to fill a casual vacancy or as an addition to the Board will hold office until the next following general meeting of the Company after his appointment. Accordingly, all Directors will hold office as Directors until the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE AUDITORS

Deloitte Touche Tohmatsu will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company proposed to re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 24 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, and the re-election of the retiring Directors and the re-appointment of the auditors of the Company.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.asiainfo.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if he/she so wish and in such event the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from May 27, 2019 to May 30, 2019, both days inclusive, in order to determine the eligibility of Shareholders to attend the Annual General Meeting, during which period no share transfers will be registered. To be eligible to attend the Annual General Meeting, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged for registration with the

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Hong Kong 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 May 24, 2019.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the General Mandate and Repurchase Mandate, therefore none of the Shareholders is required to abstain from voting on such 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 Annual General Meeting, in good faith, decides to allow 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 of the Annual General Meeting 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 misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the re-appointment of the auditors of the Company are in the interests of the Company 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 Annual General Meeting.

Yours faithfully
By order of the Board
AsiaInfo Technologies Limited
Dr. TIAN Suning
Chairman and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the following Directors 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; and the following Directors were not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein and in the announcement of the Company dated April 8, 2019, there is no other matter in relation to the re-election of following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is 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

Aged 56, co-founded the Group in 1994, is the chairman of the Company and an executive Director. Dr. TIAN has over 20 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 served as the deputy general manager at China Netcom Communications Group Corporation from April 2002 to May 2006. Dr. TIAN has been the founder and chairman of a private equity fund, China Broadband Capital Partners, L.P. since July 2006. Dr. TIAN has been an independent non-executive director of Lenovo Group Limited (listed on the Stock Exchange, stock code: 0992) since August 2007. Dr. TIAN has been 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, stock code: 600016 and also listed on the Stock Exchange, stock code: 1988) since June 2018. He was an independent director of Shanghai Pudong Development Bank Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600000) 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, stock code: 0419) from January 2008 to February 2016, and served as an independent non-executive director of Mastercard Incorporated (listed on the New York Stock Exchange, NYSE: MA) from March 2006 to June 2016 and a deputy chairman and a non-executive director of PCCW Limited (listed on the Stock Exchange, stock code: 0008) from April 2005 to June 2007. Dr. TIAN was awarded the New Century Talents – National Candidates (新世紀百千萬人才國家級人選) in 2004, which was issued by the Ministry of

Human Resources and Social Security of the PRC. 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 an initial term of three years commencing from the Listing Date, 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. The remuneration of Dr. TIAN as the chairman of the Company and an executive Director will be first recommended by the remuneration committee of the Company and 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 115,587,304 Shares pursuant to Part XV of the SFO.

Mr. DING Jian

Aged 54, is an executive Director and was appointed as a Director in June 2018. He joined the Group in January 2014. He has over 15 years of experience in investment in telecommunications, media and technology industries and is primarily responsible for participating in formulation of business plans, strategies and major decisions of the Group. He served as the chairman of the board of AsiaInfo-Linkage, Inc. between April 2003 and July 2010, and has also served as a co-chairman since July 2010. Mr. DING is currently a managing director and general partner of GSR Ventures, a venture capital fund, a role in which he has served since June 2005. He has served as an independent director of Baidu, Inc. (listed on NASDAQ, NASDAQ: BIDU) since August 2005. Mr. DING served as an independent director of Huayi Brothers Media Corporation (listed on the Shenzhen Stock Exchange, stock code: 300027) from March 2011 to August 2017. Mr. DING obtained a Master of Library Science from the University of California, Los Angeles in September 1990.

Mr. DING has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either Mr. DING 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. The remuneration of Mr. DING as an executive Director will be first recommended by the remuneration committee of the Company and 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. DING was interested in 12,715,144 Shares pursuant to Part XV of the SFO.

Mr. GAO Nianshu

Aged 56, is an executive Director and was appointed as a Director in August 2017. He joined the Group in July 2016 as the chief executive officer of the Company. He is primarily responsible for the overall business operations and management of the Group. Mr. GAO has over 20 years of working experience as senior management in large telecommunications companies. He served as a non-executive director of Phoenix Media Investment (Holdings) Limited (listed on the Stock Exchange, stock code: 2008) between September 2006 and August 2016. Mr. GAO served as the general manager of both the data department and the market operations department of China Mobile Communications Corporation (中國移動通信集團公司) between September 2005 and July 2016. Mr. GAO served as the vice general manager of the billing business center and the market operations department, the general manager of the billing business center and the general manager assistant of Beijing Mobile Communication Company Limited (北京移動通信有限責任公司) between June 2002 and September 2005. Mr. GAO also served as a non-executive director of True Corporation Public Company Limited (listed on the Stock Exchange of Thailand, BKK: TRUE) between 2014 and 2016. Mr. GAO was presented with the award “Outstanding Entrepreneur in China’s Electronic Information Industry (中國電子信息行業卓越企業家)” issued by China Information Technology Industry Federation (中國電子信息行業聯合會) in January 2018. In January 2018, he also received the “2017 Outstanding Entrepreneur in China’s Software Industry (2017年中國軟件行業優秀企業家)” award from China Software Industry Association (中國軟件行業協會). In the 2017 Information and Communication Technology (“ICT”) Leaderboard & Excellence Program Award Ceremony (2017 ICT龍虎榜&優秀方案頒獎典禮) held by Communication World Omnimedia (通信世界全媒體) in December 2017, Mr. GAO was presented with the award “2017 Top Ten ICT Influencers” (2017年 ICT十大影響人物). He was awarded the qualification as a senior engineer from Chinese Academy of Sciences in 1996. Mr. GAO obtained a bachelor’s degree in science of computing major from the department of mathematics in Jilin University in July 1986, a master’s degree in engineering from the Institute of Computing Technology, Chinese Academy of Sciences in August 1994, and an EMBA degree from Peking University in June 2005.

Mr. GAO has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either Mr. GAO 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. The remuneration of Mr. GAO as an executive Director will be first recommended by the remuneration committee of the Company and 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. GAO was interested in 8,943,216 Shares pursuant to Part XV of the SFO.

NON-EXECUTIVE DIRECTORS**Mr. ZHANG Yichen**

Aged 56, is a non-executive Director and was appointed as a Director in June 2018. Mr. ZHANG joined the Group in January 2014. He has over 30 years of experience in the financial industry and is primarily responsible for providing professional opinion and judgment to the Board. Mr. ZHANG began his career in 1987 and has previously worked for Greenwich Capital Markets, Bank of Tokyo New York Branch as head of proprietary trading, and Merrill Lynch, where he was the managing director of debt capital market for Greater China. Mr. ZHANG returned to China in the mid-1990s and advised the Ministry of Finance of the PRC and other Chinese agencies on the development of the domestic government bond market. Mr. ZHANG is the chairman and the chief executive officer of CITIC Capital Holdings Limited, a global alternative investment management and advisory company. Prior to his participation in founding CITIC Capital Holdings Limited, Mr. ZHANG was an executive director of CITIC Limited (listed on the Stock Exchange, stock code: 0267) from March 2000 to May 2002, and also the president of CITIC Pacific Communications Limited from March 2000 to May 2002. Mr. ZHANG served as an independent director of Weibo Corporation from January 2014 to December 2015 (listed on NASDAQ, NASDAQ: WB). Since May 2002, Mr. ZHANG has been serving as an independent director of Sina Corporation (listed on NASDAQ, NASDAQ: SINA). Since June 2012, Mr. ZHANG has been serving as the chairman of board and a non-executive director of Genertec Universal Medical Group Company Limited (listed on the Stock Exchange, stock code: 2666). Mr. ZHANG is a member of the 11th, 12th and 13th National Committee of the Chinese People's Political Consultative Conference. Mr. ZHANG obtained a Bachelor of Science degree in computer science and engineering from Massachusetts Institute of Technology, the United States of America in June 1986.

Mr. ZHANG has signed an appointment letter with the Company for a term of one year with effect from the Listing Date, 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. The remuneration of Mr. ZHANG as a non-executive Director will be first recommended by the remuneration committee of the Company and 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. ZHANG was interested in 213,924,952 Shares pursuant to Part XV of the SFO.

Mr. XIN Yuesheng

Aged 49, is a non-executive Director and was appointed as a Director in June 2018. Mr. XIN joined the Group in August 2016. He has over 26 years of experience in finance and investment and is primarily responsible for providing professional opinion 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 the 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, stock code: 002027) from March 2016 to November 2016. He obtained a Bachelor of Economics degree from Peking University in July 1992 and an MBA from Harvard Business School with honors in June 1999.

Mr. XIN has signed an appointment letter with the Company for a term of one year with effect from the Listing Date, 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. The remuneration of Mr. XIN as a non-executive Director will be first recommended by the remuneration committee of the Company and 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 did not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. ZHANG Liyang

Aged 33, is a non-executive Director and was appointed as a Director of the Company in June 2018. Mr. ZHANG joined the Group in January 2018. He is responsible for providing professional opinion and judgment to the Board. Mr. ZHANG has over ten years of experience in business strategy and finance. He joined CITIC Capital in June 2016 and is currently an executive director of CITIC Capital Partners Advisory (Shanghai) Limited, responsible for private equity investments in telecommunications, media, technology and industrial sectors. From August 2008 to June 2010, he worked for McKinsey & Company as a management consultant, providing strategic and operational advice for leading Chinese telecom and energy companies. Mr. ZHANG obtained his MBA from Institut Europe´en d'Administration des Affaires (INSEAD) in December 2013 and a Bachelor of Engineering from Zhejiang University in June 2008.

Mr. ZHANG has signed an appointment letter with the Company for a term of one year with effect from the Listing Date, 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. The remuneration of Mr. ZHANG as a non-executive Director will be first recommended by the remuneration committee of the Company and 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. ZHANG did not have any interests in any Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Dr. GAO Jack Qunyao**

Aged 61, was appointed as an independent non-executive Director effective on December 19, 2018. Dr. GAO has extensive experience in information technology, media, entertainment and venture capital. Dr. GAO has been currently the adjunct professor of the business school of The Chinese University of Hong Kong since 2011. Dr. GAO 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. Dr. GAO has been an independent non-executive director of AGTech Holdings Limited (listed on GEM of the Stock Exchange, stock code: 8279) 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, NYSE: AMC) from September 2015 to October 2017. Dr. GAO also served as the senior group vice president and the chief executive officer of the 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. (listed on the Shanghai Stock Exchange, stock code: 600246) from June 2010 to April 2017. Dr. GAO also served as the corporate senior vice president of News Corporation (listed on NASDAQ, NASDAQ: NWS) from November 2006 to July 2014. Dr. GAO was an alternate director at Phoenix Media Investment (Holdings) Limited (listed on the Stock Exchange, stock code: 2008) from December 2008 to June 2013. Dr. GAO served as the corporate vice president at Autodesk, Inc. (listed on NASDAQ, NASDAQ: ADSK) from June 2003 to November 2006. He was also the general partner of Walden International 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, NASDAQ: MSFT) 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.

Dr. GAO has signed an appointment letter with the Company for a term of one year with effect from the Listing Date, 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 listed issuers.

As at the Latest Practicable Date, Dr. GAO did not have any interests in any Shares within the meaning of Part XV of the SFO.

Dr. ZHANG Ya-Qin

Aged 53, was appointed as an independent non-executive Director effective on December 19, 2018. Dr. ZHANG has extensive experience in the technology and business operation of wireless and satellite communications, security, networking and digital video segments. Dr. ZHANG has been an independent non-executive director of a number of companies, including Chinasoft International Limited (listed on the Stock Exchange, stock code: 0354) since December 2008 and Tarena (listed on NASDAQ, NASDAQ: TEDU) since April 2014. Dr. ZHANG served as an independent non-executive director of ChinaCache (listed on NASDAQ, NASDAQ: CCIH) from September 2010 to July 2017 and China Digital Video Holdings Limited (listed on the GEM of Stock Exchange, stock code: 8280) from January 2011 to June 2018. Dr. ZHANG is currently the president of Baidu, Inc (listed on NASDAQ, NASDAQ: BIDU), in charge of new business since September 2014. Before joining Baidu, Dr. ZHANG served various positions at Microsoft Corporation (listed on NASDAQ, NASDAQ: MSFT) from January 1999 to September 2014, including: the corporate vice president of Microsoft Corporation, the chairman of Microsoft Asia-Pacific Research & Development Group responsible for driving Microsoft's overall research and development efforts in China and the Asia-Pacific region, the managing director and the chief scientist as well as an original founder of Microsoft Research Asia where he was in charge of Microsoft's mobile and embedded division in Microsoft's headquarters. Dr. ZHANG is also a member of Committee 100, a group of leading Chinese-Americans to promote the political, science, social and economic exchanges between the US and China. Dr. ZHANG was awarded a fellow of the Australian Academy of Technology and Engineering in December 2017, and he has also been a fellow of the Institute of Electrical and Electronics Engineers since 1997. Dr. ZHANG obtained his bachelor's degree in radio electronics and master's degree in telecommunication and electrical systems from the University of Science and Technology of China (中國科技大學) in July 1983 and January 1986 respectively. In February 1990, Dr. ZHANG obtained his Ph.D. degree in electrical engineering from George Washington University, Washington D.C.

Dr. ZHANG has signed an appointment letter with the Company for a term of one year with effect from the Listing Date, 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. ZHANG 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 listed issuers.

As at the Latest Practicable Date, Dr. ZHANG did not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. GE Ming

Aged 68, was appointed as an independent non-executive Director effective on December 19, 2018. Mr. GE has extensive experience in the field of auditing and advisory services and has assisted in the listing of various PRC companies on the Stock Exchange. Mr. GE served as an independent non-executive director of Asia Investment Finance

Group Limited (listed on the Stock Exchange, stock code: 0033) from May 2017 to December 2018. Mr. GE is an independent 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, stock code: 002027) since January 2016. Mr. GE served as a non-executive director of China Innovation Investment Limited (listed on the Stock Exchange, stock code: 1217) from June 2015 to February 2016 and also served as a non-executive director of China Trends Holdings Limited (listed on the Stock Exchange, stock code: 8171) from June 2015 to February 2016. Mr. GE served as an independent director of Shanghai Zhenhua Heavy Industries Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600320) from April 2015 to November 2016. Mr. GE is an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange, stock code: 2318 and the Shanghai Stock Exchange, stock code: 601318) since June 2015 and an independent non-executive director of Chong Sing Holdings FinTech Group Limited (listed on the GEM of Stock Exchange, stock code: 8207) since September 2014. Mr. GE also served as an independent non-executive director of Shunfeng International Clean Energy Limited (listed on the Stock Exchange, stock code: 1165) from January 2011 to February 2013. From July 1992 to July 1995, Mr. GE served as a deputy general manager at Ernst & Young Hua Ming; from July 1995 to August 2012, Mr. GE served as the chairman at Ernst & Young Hua Ming; from August 2012 to September 2014, Mr. GE served as a partner of management committee at Ernst & Young Hua Ming LLP and subsequently from September 2014 to January 2016, Mr. GE served as a senior consultant at Ernst & Young Hua Ming LLP. Mr. GE has been a certified public accountant of the Chinese Institute of Certified Public Accountants since October 1983, and is also a senior accountant as certified by the Ministry of Finance of the PRC. Mr. GE is a vice president of the Mergers & Acquisitions Association of All-China Federation of Industry and Commerce (全國工商聯併購公會), an overseas member of the Society of Chinese Accountants and Auditors (香港華人會計師公會) and a member of the Hong Kong Chinese Enterprises Association (香港中國企業協會). Mr. GE obtained his master's degree in western accounting from the Research Institute for Fiscal Science, Ministry of Finance of the PRC in July 1982.

Mr. GE has signed an appointment letter with the Company for a term of one year with effect from the Listing Date, 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. GE 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 listed issuers.

As at the Latest Practicable Date, Mr. GE did not have any interests in any Shares within the meaning of Part XV of the SFO.

Further information in relation to the re-election of the independent non-executive Directors

The recommendation of the appointment of the above independent non-executive 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 independent non-executive Directors and their commitment to their roles. The Company has also received their respective independence confirmation pursuant to Rule 3.13 of the Listing Rules and was satisfied with their independence.

In view of the above, the Board believes the above independent non-executive Directors are independent and their respective education, background and experience will allow them to provide valuable insights and contribute to the diversity of the Board and therefore should be re-elected.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 723,399,796. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 72,339,979 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) 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 to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase 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 a 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 have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. 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 gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2018, 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.

GENERAL

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 if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the British Virgin Islands.

No core connected person (as defined in the Listing Rules) 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.

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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZHANG Yichen is deemed to be interested in 213,924,952 Shares through its controlled corporations under the SFO, representing approximately 29.57% of the total number of issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, such interests will be increased to approximately 32.86% of the total number of issued Shares, which would trigger an obligation to make a mandatory offer under 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 Mr. ZHANG Yichen to make a mandatory offer. Save as disclosed in this circular, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making 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 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 REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have 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 at which the Shares were traded on the Stock Exchange from 19 December 2018 (i.e. the Listing Date) to the Latest Practicable Date were as follows:

Month	Highest prices HK\$	Lowest prices HK\$
2018		
December	10.50	9.78
2019		
January	10.50	8.50
February	10.78	8.11
March	10.14	8.81
April (up to the Latest Practicable Date)	9.53	9.00

NOTICE OF ANNUAL GENERAL MEETING



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 will be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC on Thursday, May 30, 2019 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the reports of the Directors and auditors of the Company thereon.
2. (a) To re-elect the following retiring Directors of the Company:
 - (i) Dr. TIAN Suning as an executive Director;
 - (ii) Mr. DING Jian as an executive Director;
 - (iii) Mr. GAO Nianshu as an executive Director;
 - (iv) Mr. ZHANG Yichen as a non-executive Director;
 - (v) Mr. XIN Yuesheng as a non-executive Director;
 - (vi) Mr. ZHANG Liyang as a non-executive Director;
 - (vii) Dr. GAO Jack Qunyao as an independent non-executive Director;
 - (viii) Dr. ZHANG Ya-Qin as an independent non-executive Director;
and
 - (ix) Mr. GE Ming as an independent non-executive Director;
- (b) To authorise the Board to fix the remuneration of the Directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Deloitte Touche Tohmatsu as the auditors 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 their remuneration for the year ending December 31, 2019.
4. 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 or securities convertible into shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or 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 during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (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; or
- (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, shall not exceed the aggregate of:
 - (a) 20% of the total number of issued Shares as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued Shares as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:
 - (a) “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 to be held; or
 - (3) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution; and
 - (b) “Rights Issue” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of

NOTICE OF ANNUAL GENERAL MEETING

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 restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(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 of the Company on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Takeovers Code and, subject to and in accordance with all applicable laws and 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 the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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:

- (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 to be held; or

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- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(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 make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the total number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued Shares as at the date of passing of the said resolutions.”

By order of the Board
AsiaInfo Technologies Limited
Dr. TIAN Suning
Chairman and Executive Director

Hong Kong, April 23, 2019

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, Dong Wu
10 Xibeiwang Dong Lu
Haidian District
Beijing 100193
PRC

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 4(C) will be proposed to the Shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the Shareholders.
- (ii) 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.
- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the Annual General 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.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong 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 above meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from May 27, 2019 to May 30, 2019, both days inclusive, in order to determine the eligibility of Shareholders to attend the above meeting, during which period no Share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged for registration with the Hong Kong 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 May 24, 2019.
- (vi) In respect of resolution numbered 2 above, all existing Directors will retire, and being eligible to offer themselves for re-election. Details of the retiring Directors are set out in Appendix I to the circular dated April 23, 2019.
- (vii) In respect of the resolution numbered 4(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 as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of resolution numbered 4(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 II to the circular dated April 23, 2019.
- (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 Annual General Meeting.
- (x) Unless the context otherwise requires, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated April 23, 2019.