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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)**

### **INSIDE INFORMATION CONSIDERATION ADJUSTMENT FOR TRANSFER OF SHARES BY SUBSTANTIAL SHAREHOLDER**

This announcement is made by AsiaInfo Technologies Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 16 January 2024 in relation to the transfer of the Sale Shares by the substantial shareholder of the Company pursuant to the Share Purchase Agreement, and the Voting Rights Entrustment Agreement. Unless the context otherwise requires, capitalised terms used herein have the same meanings as those defined in the Announcement.

As stated in the Announcement, the Purchaser (AsiaInfo Security, which is directly and indirectly controlled as to approximately 47.87% by Dr. TIAN Suning (“**Dr. TIAN**”), the chairman and an executive Director of the Company, and a company listed on the Shanghai Stock Exchange (stock code: 688225.SH), Dr. TIAN is also the co-founder of the Group) and/or Purchaser SPV and the Seller (Skipper Investment Limited, the current substantial shareholder of the Company, its ultimate controller is Mr. ZHANG Yichen, a non-executive Director of the Company, and the chairman and chief executive officer of CITIC Capital Holdings Limited) entered into the Share Purchase Agreement on 16 January 2024.

Pursuant to the Share Purchase Agreement, the Purchaser will purchase the Sale Shares held by the Seller (representing approximately 19.236% or approximately 20.316% of the issued share capital of the Company) in cash. At the same time, pursuant to the Voting Rights Entrustment Agreement, the Purchaser will obtain the voting rights of the Shares of the Company (representing approximately 9.572% to approximately 9.605% of the issued share capital of the Company) held by Dr. TIAN and the Voting Rights Entrusting Shareholders controlled by Dr. TIAN through the voting right entrustment immediately after the Completion. After the Completion, and taking into account the Voting Rights Entrustment Agreement, the Purchaser Group will hold and be entitled to exercise a total of approximately 28.808% to approximately 29.921% of the voting rights.

The Board has been informed that given the change in market conditions after entering into the Share Purchase Agreement, as at the date of this announcement, the Purchaser and the Seller have entered into a supplemental agreement, the modifications of which include, inter alia, the following:

- 1) adjusting the Consideration of the Proposed Transaction, which will be adjusted from HK\$9.45 to HK\$7.70 per Share (given that the Company has paid a final dividend for the year ended 31 December 2023 of HK\$0.412 per Share on 22 July 2024, according to the Share Purchase Agreement, assuming there are no other applicable adjustments prior to the Completion, the transaction Consideration will be adjusted to HK\$7.288 per Share, and the total Consideration of the Proposed Transaction will be adjusted to approximately HK\$1,311.2 million or approximately HK\$1,384.8 million); and
- 2) revising the Long Stop Date to 31 December 2024, which shall be automatically extended to 31 March 2025 if additional time is required to obtain certain regulatory approvals, and may be further extended to another date as may be agreed between the parties.

Except for the aforementioned modifications, there are no major changes in the other terms of the Share Purchase Agreement, and the terms of the Voting Rights Entrustment Agreement remain unchanged.

For more details about the supplemental agreement entered into by the Purchaser, please refer to the relevant announcement published by AsiaInfo Security on the website of the Shanghai Stock Exchange. The content of the website is for information purpose only and does not form part of this announcement.

**The Proposed Transaction is subject to the fulfilment (or waiver, where applicable) of a number of conditions precedent, including obtaining the relevant regulatory approvals, and may or may not proceed.**

**Shareholders and other investors are advised to exercise caution when dealing in the securities of the Company.**

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

Beijing, 6 September 2024

*As at the date of this announcement, the Board comprises:*

*Executive Directors: Dr. TIAN Suning, Mr. XIN Yuesheng and Mr. GAO Nianshu*

*Non-executive Directors: Mr. ZHANG Yichen, Mr. DING Jian, Mr. YANG Lin, Ms. LIU Hong and Mr. CHENG Xike*

*Independent non-executive Directors: Dr. GAO Jack Qunyao, Dr. ZHANG Ya-Qin, Mr. GE Ming and Ms. TAO Ping*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*