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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, 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 circular to the purchaser or the 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)**

**PROPOSED APPOINTMENT OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice of the EGM of AsiaInfo Technologies Limited to be held at Flat 03, 39/F, COSCO Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong on Wednesday, 30 October 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form is enclosed in this circular. Whether you are able to attend the EGM, you are advised to complete the proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch 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, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

15 October 2024

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## DEFINITIONS

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

“Articles of Association”	the memorandum and articles of association of the Company
“AsiaInfo Security”	AsiaInfo Security Technologies Co., Limited (亞信安全科技股份有限公司), a limited liability company incorporated in the PRC on 25 November 2014 whose shares are listed on the Shanghai Stock Exchange (stock code: 688225)
“Audit Committee”	the audit committee of the Company
“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 main board of the Stock Exchange (stock code: 1675)
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened at Flat 03, 39/F, COSCO Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 30 October 2024 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the proposed appointment of Directors
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 October 2024, being the latest practicable date prior to the publication of the circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Proposed Transaction”	the proposed acquisition of the Sale Shares pursuant to the terms and conditions of the Share Purchase Agreement
“Remuneration Committee”	the remuneration committee of the Company
“Sale Shares”	the 179,915,689 or 190,016,976 Shares held by Skipper Investment Limited, representing approximately 19.236% or 20.316% of the issued share capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share Purchase Agreement”	the share transfer agreement dated 16 January 2024 entered into between Skipper Investment Limited as the seller and AsiaInfo Security (and/or its purchaser special purpose vehicle) as the purchaser setting out the terms and conditions of the Proposed Transaction
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy and Investment Committee”	the strategy and investment committee of the Company
“US”	the United States of America
“US\$”	US dollar, the lawful currency of the US
“Voting Rights Entrustment Agreement”	the voting rights entrustment agreement dated 16 January 2024 entered into between the voting rights entrusting shareholders of the Company, which include Dr. TIAN Suning, an executive Director and a substantial shareholder of the Company, Info Addition Capital Limited Partnership, PacificInfo Limited, CBC Partners II L.P. (each of Info Addition Capital Limited, PacificInfo Limited and CBC Partners II L.P. is controlled by Dr. TIAN Suning) and AsiaInfo Security



## 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. GAO Nianshu (*Chief Executive Officer*)  
Mr. XIN Yuesheng

*Non-executive Directors:*

Mr. DING Jian  
Mr. YANG Lin  
Ms. LIU Hong  
Mr. CHENG Xike

*Independent non-executive Directors:*

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

*Registered office:*

Craigmuir Chambers  
Road Town  
Tortola, VG1110  
British Virgin Islands

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

AsiaInfo Plaza  
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

15 October 2024

*To the Shareholders,*

Dear Sir or Madam,

## PROPOSED APPOINTMENT OF DIRECTORS

### INTRODUCTION

References are made to the (i) announcements of the Company dated 16 January 2024 and 6 September 2024, respectively, in respect of the transfer of Sale Shares by the substantial shareholder of the Company pursuant to the Share Purchase Agreement and the

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## LETTER FROM THE BOARD

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Voting Rights Entrustment Agreement; and (ii) the announcement dated 14 October 2024 in relation to the proposed change of Directors and composition of board committees of the Company.

The purpose of this circular is to provide you with the notice of the EGM and the information regarding the ordinary resolutions to be proposed at the EGM in relation to the proposed appointment of Directors to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM.

### PROPOSED APPOINTMENT OF DIRECTORS

In light of the Proposed Transaction and the subsequent change in the substantial shareholder of the Company, the following changes to the Board shall take effect upon Completion of the Proposed Transaction:

1. Mr. XIN Yuesheng will resign as an executive Director;
2. Mr. CHENG Xike will resign as a non-executive Director;
3. Dr. GAO Jack Qunyao will resign as an independent non-executive Director;
4. Mr. KWOK Bernard Chuen Wah (“**Mr. KWOK**”) will be appointed as an executive Director;
5. Mr. HE Zheng (“**Mr. HE**”) will be appointed as a non-executive Director;
6. Mr. JIANG Jian (“**Mr. JIANG**”) will be appointed as a non-executive Director; and
7. Dr. WANG Lei (“**Dr. WANG**”) will be appointed as an independent non-executive Director.

The respective biographical details of the above new Directors are set out as follows:

#### Executive Director

**Mr. KWOK Bernard Chuen Wah (郭尊華)**, aged 67, has extensive experience in IT products and global management. Mr. KWOK served as an independent director of Whirlpool (China) Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange (stock code: 600983) from May 2021 to May 2022. Mr. KWOK was a partner of Sequoia Capital from May 2021 to November 2022. From December 2015 to February 2021, he was the global vice president of VMware. Prior to joining VMware, Mr. KWOK served as the global vice president, the president of the Asia Pacific Region and Japan of Symantec (currently known as Gen Digital Inc.), the president and chief executive officer of Fujitsu China Holdings Co., the president of the Greater China Region of EMC Corporation (currently known as Dell EMC), and various senior management positions of 3Com Corporation, Nortel Networks and Alcatel, respectively.

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## LETTER FROM THE BOARD

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Mr. KWOK graduated from University of Nevada, Reno in the United States in 1982 with a bachelor's degree in electrical engineering and further obtained a master's degree in business administration from University of Nevada, Reno in the United States in 1984.

Mr. KWOK will enter into a service contract with the Company for a term of three years commencing on the date of the Completion and renewable automatically for a successive term of three years until terminated by either party by giving not less than three months' written notice. Mr. KWOK's directorship will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. Mr. KWOK will be entitled to receive a Director's fee of US\$60,000 (or the equivalent amount in other currencies) per annum, subject to annual review by the Board on recommendations of the Remuneration Committee, with reference to the prevailing market standard as well as his responsibilities and performance from time to time. The Company may grant to Mr. KWOK the share options and/or the awarded shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time, and such options and/or awarded shares shall be deemed to form part of his remuneration.

### **Non-executive Directors**

**Mr. HE Zheng (何政)**, aged 64, has extensive experience in IT products and senior management. Mr. HE is currently the chairman of the board of directors of AsiaInfo Security, the shares of which are listed on the Shanghai Stock Exchange (stock code: 688225). From 2014 to September 2020, Mr. HE was the chairman of the board of directors of AsiaInfo Security Technologies Co., Ltd. (亞信安全科技有限公司) (currently known as AsiaInfo Security). Mr. HE has served in the Third Department of the People's Liberation Army's General Staff Department and PLA Information Engineering University. He also served as the president of Fuzhou Development Zone Ruidi Software Engineering Co., Ltd.\* (福州開發區瑞迪軟件工程有限公司), the president of Beijing Yada Communications Network Co., Ltd.\* (北京亞大通訊網路有限責任公司) and the senior vice president of Global Data Solutions Co., Ltd., a subsidiary of a variable interest entity of GDS Holdings Limited, the shares of which are listed on both the Stock Exchange (stock code: 9698) and NASDAQ Inc. (stock code: GDS).

Mr. HE obtained a bachelor's degree in computer science from University of Science and Technology of China in 1983.

**Mr. JIANG Jian (蔣健)**, aged 48, has extensive experience in capital markets investments and financing. Mr. JIANG is currently a partner of China Broadband Capital and the founding partner of Chenshan Capital Limited. Mr. JIANG worked at the Equity Financing and Investor Relations Department of China Netcom Group (Hong Kong) Limited. From May 2017 to September 2020, Mr. JIANG was a director of AsiaInfo Security Technologies Co., Ltd. (亞信安全科技有限公司) (currently known as AsiaInfo Security). From September 2020 to September 2023, he continued as a director of AsiaInfo Security, the shares of which are listed on the Shanghai Stock Exchange (stock code: 688225).

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## LETTER FROM THE BOARD

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Mr. JIANG obtained a bachelor's degree in system engineering from Tianjin University in 1998 and a master's degree in management science from Guanghua School of Management of Peking University in 2002, respectively.

Each of Mr. HE and Mr. JIANG will enter into a letter of appointment with the Company for a term of three years commencing on the date of the Completion and renewable automatically for a successive term of three years until terminated by either party by giving not less than three months' written notice. Each of Mr. HE's and Mr. JIANG's directorship will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. Each of Mr. HE and Mr. JIANG is not entitled to a Director's fee, however, the Company may grant to each of Mr. HE and Mr. JIANG the share options and/or the awarded shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time, and such options and/or awarded shares will form part of his respective remuneration. The Board, on the recommendation of the Remuneration Committee will conduct an annual review of each of Mr. HE's and Mr. JIANG's remuneration with reference to the prevailing market standard as well as their respective responsibilities and performance from time to time.

The Board is of the view that each of Mr. KWOK, Mr. HE and Mr. JIANG has the appropriate professional qualifications and extensive experience in the technology sector and they can provide a variety of valuable business experience, knowledge and professional skills to the Board for its efficient and effective running.

### **Independent non-executive Director**

**Dr. WANG Lei (王鐳)**, aged 66, a professorate senior engineer, has extensive experience in senior management in the telecommunications industry. He began working in the industry in April 1975 and held managerial positions at the Mobile Communications Bureau of Hebei Province\* (河北省移動通信局) and Hebei Mobile Communications Company\* (河北移動通信公司), and has served as the general manager of the network department of China Mobile Communications Corporation, the general manager of China Mobile Communications Group Heilongjiang Co., Limited, the general manager of the planning and construction department of China Mobile Communications Corporation, as well as the chairman of the cloud data professional committee of the China Association of Communication Enterprises, respectively.

Dr. WANG obtained a bachelor's degree from Beijing School of Posts and Communication\* (北郵信息學院) (currently known as Beijing University of Posts and Telecommunications) in July 1982, a master's degree in international management from The Australian National University in September 2001, and a doctorate in business administration from Rennes School of Business in France in 2009, respectively. Dr. WANG received the special government allowances of the State Council in 2004.



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## LETTER FROM THE BOARD

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Dr. WANG will enter into a letter of appointment with the Company for a term of three years commencing on the date of the Completion and renewable automatically for a successive term of three years until terminated by either party by giving not less than three months' written notice. Dr. WANG's directorship will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. According to the terms of Dr. WANG's appointment letter, Dr. WANG will not receive any Director's fee as an independent non-executive Director.

Dr. WANG has confirmed (1) his independence as regards each of the factors referred to in Rule 3.13 (1) to (8) of the Listing Rules; (2) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (3) that there are no other factors that may affect his independence as at the Latest Practicable Date.

In accordance with code provision B.3.4 of Appendix C1 of the Listing Rules, the Board has assessed and reviewed the suitability of Dr. WANG as an independent non-executive Director. Having taking into account a wide range of diversity aspects (including but not limited to gender, age, cultural and education background, professional experience, skills and knowledge) and the independence confirmation pursuant to Rule 3.13 of the Listing Rules Dr. WANG has provided to the Company, the Board is of the view that Dr. WANG has the appropriate professional qualifications and extensive experience in the fields of the telecommunications industry and senior management. The track records and experience of Dr. WANG can enable him to contribute to the Board with his valuable views and facilitate the diversity of the Board. Dr. WANG can bring in new perspectives and provide knowledge and professional skills to the Board for its efficient and effective running.

As at the Latest Practicable Date and save as disclosed in this circular, each of Mr. KWOK, Mr. HE, Mr. JIANG and Dr. WANG did not (i) have any relationship with any Directors, substantial or controlling shareholders or senior management of the Company; (ii) hold any directorship in other public companies whose securities are listed in Hong Kong or overseas in the past three years or any major appointments or professional qualifications; (iii) hold any other positions with the Group; and (iv) have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed in this circular, the Board has confirmed that there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders relating to the proposed appointments of the above new Directors.

## LETTER FROM THE BOARD

### CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the effective changes to the Board as detailed above, the composition of the various Board committees of the Company will be changed as follows:

Board Committees Directors	Audit Committee	Remuneration Committee	Nomination Committee	Strategy and Investment Committee
<b>Executive Directors</b>				
Dr. TIAN Suning ( <i>Chairman</i> )			C	M
Mr. GAO Nianshu ( <i>Chief Executive Officer</i> )			M	M
Mr. KWOK Bernard Chuen Wah				M
<b>Non-executive Directors</b>				
Mr. DING Jian				
Mr. HE Zheng		M		C
Mr. JIANG Jian				
Mr. YANG Lin				M
Ms. LIU Hong			M	M
<b>Independent non-executive Directors</b>				
Dr. ZHANG Ya-Qin		C	M	
Mr. GE Ming	C	M	M	
Ms. TAO Ping	M		M	
Dr. WANG Lei	M		M	

### EGM

The EGM will be convened by the Company at Flat 03, 39/F, COSCO Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong on Wednesday, 30 October 2024 at 10:00 a.m. for the Shareholders to consider, and if thought fit, approve the proposed appointment of the new Directors. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

### PROXY FORM

A form of proxy for use at the EGM is enclosed. Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event so that it is received not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 17.05A of the Listing Rules, trustees holding unvested Shares of the share award schemes of the Company, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. As at the Latest Practicable Date, the number of unvested and ungranted Shares held by the trustees of the share award schemes of the Company was 26,151,854. Save for those unvested Shares held by the said trustees, there is no Shareholder who has any material interest in the resolutions proposed at the EGM, therefore none of the Shareholders is required to abstain from voting on the 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 EGM, in good faith, allows 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 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 or this circular misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the proposed appointment of the new Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend all the Shareholders to vote in favor of the corresponding resolutions to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**AsiaInfo Technologies Limited**  
**Dr. TIAN Suning**

*Chairman of the Board and Executive Director*

\* For identification purpose only

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of AsiaInfo Technologies Limited (the “**Company**”) will be held at Flat 03, 39/F, COSCO Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 30 October 2024 at 10:00 a.m. (the “**EGM**”) for the following purposes:

**ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of Mr. KWOK Bernard Chuen Wah as an executive director of the Company.
2. To consider and approve the appointment of Mr. HE Zheng as a non-executive director of the Company.
3. To consider and approve the appointment of Mr. JIANG Jian as a non-executive director of the Company.
4. To consider and approve the appointment of Dr. WANG Lei as an independent non-executive director of the Company.

By order of the Board  
**AsiaInfo Technologies Limited**  
**Dr. TIAN Suning**

*Chairman of the Board and Executive Director*

Beijing, 15 October 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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  
10 Xibeiwang Dong Lu  
Haidian District  
Beijing 100193  
PRC

### Notes:

- (i) A shareholder entitled to attend and vote at the EGM 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 EGM (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) In order to be valid, the completed proxy form, must be deposited at the Hong Kong branch 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 EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from 29 October 2024 to 30 October 2024, 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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 28 October 2024.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolutions set out in this notice will be taken by poll at the above meeting.