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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 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,
RE-APPOINTMENT OF AUDITOR,
DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The AGM of AsiaInfo Technologies Limited will be held at AsiaInfo Plaza, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Wednesday, 28 May 2025. The notice of the AGM is set out on pages 19 to 25 of this circular.

Whether or not you are able to attend the AGM, 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, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

28 March 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — EXPLANATORY STATEMENT	8
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	11
NOTICE OF ANNUAL GENERAL MEETING	19

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at AsiaInfo Plaza, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Wednesday, 28 May 2025, or any adjournment thereof and notice of which is set out on pages 19 to 25 of this circular
“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)
“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
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares, or sell or transfer Treasury Shares not exceeding 20% of the total number of issued Shares (excluding Treasury 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”	25 March 2025, being the latest practicable date prior to the publication of this 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
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) 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 Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorised by the laws of the British Virgin Islands and the Articles of Association
“US”	the United States of America
“US\$”	the US dollars, the lawful currency of the US
“%”	per cent



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. KWOK Bernard Chuen Wah

Registered office:

Craigmuir Chambers
Road Town
Tortola, VG1110
British Virgin Islands

Non-executive Directors:

Mr. DING Jian
Mr. HE Zheng
Mr. YANG Lin
Ms. LIU Hong
Mr. E Lixin

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

AsiaInfo Plaza
10 Xibeiwang Dong Lu
Haidian District
Beijing 100193
PRC

Independent non-executive Directors:

Dr. ZHANG Ya-Qin
Mr. GE Ming
Ms. TAO Ping
Dr. WANG Lei

Principal place of business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

28 March 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the details of: (a) the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; (c) the re-appointment of KPMG as the auditor of the Company; (d) the declaration of final dividend and special dividend; and (e) the notice of the AGM.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution numbered 6(A) as set out in the notice of the AGM will be proposed at the AGM to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares, or sell or transfer Treasury Shares, with an aggregate number not exceeding 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the resolution.

An ordinary resolution numbered 6(C) as set out in the notice of the AGM will also be proposed at the AGM authorising the Directors to increase the maximum number of new Shares which may be issued, or Treasury Shares which may be sold or transferred under the General Mandate by adding to it the number representing the aggregate number of Shares repurchased pursuant to the Repurchase Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution numbered 6(B) as set out in the notice of the AGM will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares with an aggregate number of Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the resolution.

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 I to this circular.

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) shall retire from office by rotation and shall be eligible for re-election at every annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years.

LETTER FROM THE BOARD

Pursuant to article 14.2 of the Articles of Association, any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and such Director shall be eligible for re-election at the relevant meeting. Mr. KWOK Bernard Chuen Wah, Mr. HE Zheng and Dr. WANG Lei were appointed as an executive Director, a non-executive Director and an independent non-executive Director on 8 November 2024, respectively. Mr. E Lixin was appointed as a non-executive Director on 10 March 2025. Accordingly, Mr. GAO Nianshu, Mr. KWOK Bernard Chuen Wah, Mr. DING Jian, Mr. HE Zheng, Mr. E Lixin, Mr. GE Ming, Ms. TAO Ping and Dr. WANG Lei will retire and, being eligible, have offered themselves for re-election as Directors at the AGM.

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

RE-APPOINTMENT OF AUDITOR

KPMG will retire as the auditor of the Company at the AGM and being eligible, offer themselves for re-appointment.

After the recommendation of the audit committee of the Company, the Board proposed to re-appoint KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.252 per Share and a special dividend of HK\$0.160 per Share, amounting to a total of HK\$0.412 per Share, for the year ended 31 December 2024. Conditional upon the passing of the ordinary resolutions numbered 4 and 5 by the Shareholders at the AGM, Shareholders registered under the Hong Kong branch register of members as of Friday, 6 June 2025 will be entitled to the final dividend and special dividend. All final dividend and special dividend will be paid in Hong Kong dollars and is expected to be paid on or around Friday, 20 June 2025. In order to determine the identity of the Shareholders who are entitled to the final dividend and special dividend, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both days inclusive, during which period no share transfers will be registered. To qualify for the final dividend and special dividend, all transfers accompanied by the relevant share certificates must be lodged 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 2 June 2025.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 25 of this circular is the notice of the AGM at which, *inter alia*, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the re-appointment of the auditor of the Company and the declaration of final dividend and special dividend.

The register of members of the Company will be closed from Friday, 23 May 2025 to Wednesday, 28 May 2025, both days inclusive, in order to determine the eligibility of the Shareholders to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged 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, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 May 2025.

PROXY FORM

Whether or not you intend to attend the AGM, you are requested 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

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 50,888,315. Save for those unvested Shares held by the said trustees, there is no Shareholder who has any material interest in those resolutions proposed at the AGM, therefore none of the Shareholders is required to abstain from voting on those 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 AGM, 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.

LETTER FROM THE BOARD

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 as set out in the notice of the AGM are all in the interests of the Group 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 AGM.

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

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

EXERCISE OF THE REPURCHASE MANDATE

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to the circumstances such as market conditions and its capital management needs at the relevant time of the repurchases.

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of issued Shares (excluding Treasury Shares) on the date of the passing of the ordinary resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Repurchase Mandate may be bought back. As at the Latest Practicable Date, the total number of issued Shares was 937,298,792. On the basis of such figure, the Directors would be authorised to repurchase up to 93,729,879 Shares during the period up to the date of the next annual general meeting of the Company in 2026, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting, whichever of these three events occurs first.

REASONS FOR AND FUNDING OF REPURCHASES

Repurchases of the Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or its earnings per Share and will give the Company greater flexibility to manage its capital structure and improve market liquidity.

Repurchases 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 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 believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2024, 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.

INTENTIONS OF THE DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS OF THE COMPANY

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

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

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the British Virgin Islands. Neither the explanatory statement nor the Repurchase Mandate has any unusual features.

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.

The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for any Shareholders to make a mandatory offer.

PUBLIC FLOAT

The Listing Rules prohibit a company from making a 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 (excluding Treasury 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 REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had 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 per Share at which the Shares were traded on the Stock Exchange in each of the twelve months preceding and up to and including the Latest Practicable Date are as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	7.53	6.68
May	7.63	6.94
June	7.18	6.65
July	7.11	4.46
August	5.38	4.50
September	5.88	4.88
October	6.40	4.82
November	6.05	5.00
December	6.38	5.60
2025		
January	6.30	5.30
February	13.44	5.41
March (up to and including the Latest Practicable Date)	12.42	8.77

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, (i) had any interest in Shares within the meaning of Part XV of the SFO; (ii) 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, or any major appointments or professional qualifications; and (iii) were related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, save as disclosed herein, there was no other matter in relation to the following Directors that needed to be brought to the attention of the Shareholders and there was no other information relating to the following Directors which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Mr. GAO Nianshu (高念書)

Aged 61, was appointed as a Director in August 2017. Mr. GAO joined the Group in July 2016 as the Chief Executive Officer of the Company, who is primarily responsible for the overall business operations and management of the Group. Mr. GAO is also a member of our senior management.

Mr. GAO has over 24 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) 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. He 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) 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 and January 2020, Mr. GAO received the “2017 Outstanding Entrepreneur in China’s Software Industry (2017年中國軟件行業優秀企業家)” and “2020 Outstanding Entrepreneur in China’s Software Industry (2020年中國軟件行業卓越優秀企業家)” awards from China Software Industry Association (中國軟件行業協會) respectively. 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

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Omnimedia (通信世界全媒體) in December 2017, Mr. GAO was presented with the award of “2017 Top Ten ICT Influencers” (2017年ICT十大影響人物). Mr. GAO has been honoured as the “China Software Industry Awardee” (中國軟件行業領獎人物) several times at the China International Digital and Software Services Fair (中國國際數字和軟件服務交易會) in 2019, 2021 and 2023, respectively, and was awarded the “BEST CEO in China” in the annual poll of “ASIA’S BEST COMPANIES” organised by FinanceAsia in 2022.

Mr. GAO was awarded the qualification as a senior engineer from the Chinese Academy of Sciences in 1996. Mr. GAO obtained a Bachelor’s degree in Science of Computing major from the Department of Mathematics in the 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 executive Master of Business Administration degree from Peking University in June 2005.

Mr. GAO has entered into a service contract with the Company for a term of three years commencing from 30 December 2022, 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. Mr. GAO did not receive any Director’s fee in cash, except the Company may grant to Mr. GAO the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Mr. GAO as an executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable listed issuers. Any such recommendation shall 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 26,140,913 Shares pursuant to Part XV of the SFO.

Mr. KWOK Bernard Chuen Wah (郭尊華)

Aged 68, was appointed as an executive Director on 8 November 2024. Mr. KWOK 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.

Mr. KWOK graduated from the 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 the University of Nevada, Reno in the United States in 1984.

Mr. KWOK has entered into a service contract with the Company for a term of three years commencing from 8 November 2024, which may be terminated by not less than three months' notice in writing served by either Mr. KWOK 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. Mr. KWOK shall be entitled to receive a fixed Director's fee of US\$60,000 per annum. The Company may also grant Mr. KWOK share options and/or award shares according to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Mr. KWOK as an executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

Non-executive Directors

Mr. DING Jian (丁健)

Aged 60, was appointed as an executive Director in June 2018 and was redesignated as a non-executive Director on 28 December 2023. Mr. DING joined the Group in January 2014. Mr. DING has over 19 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.

Mr. DING 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. Mr. DING has been serving as an independent non-executive director of Baidu, Inc. (百度公司) (listed on the Stock Exchange and NASDAQ Inc.) since August 2005. Mr. DING served as an independent director of Huayi Brothers Media Corporation (listed on the Shenzhen Stock Exchange) from March 2011 to August 2017.

Mr. DING obtained a Master of Library Science from the University of California, Los Angeles and a Bachelor degree of chemistry from Peking University in China in September 1990.

Mr. DING has signed an appointment letter with the Company for a term of three years commencing from 28 December 2023, 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. Mr. DING did not receive any Director's fee in cash, except the Company may grant to Mr. DING the share options

and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Mr. DING as a non-executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

Mr. HE Zheng (何政)

Aged 65, was appointed as a non-executive Director on 8 November 2024. Mr. HE has extensive experience in IT products and senior management.

Mr. HE is currently the chairman of the board of directors of Asiainfo Security Technologies Co., Ltd., a substantial Shareholder, 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 Technologies Co., Ltd. (亞信安全科技股份有限公司)). Mr. HE has served in the NSD 56th Research Institute of the People's Liberation Army 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 and NASDAQ Inc.

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

Mr. HE has signed an appointment letter with the Company for a term of three years commencing from 8 November 2024, which may be terminated by not less than three months' notice in writing served by either Mr. HE 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. Mr. HE did not receive any Director's fee in cash, except the Company may grant to Mr. HE the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Mr. HE as a non-executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

Mr. E Lixin (鄂立新)

Aged 59, was appointed as a non-executive Director on 10 March 2025. Mr. E has served as the chief financial officer of China Broadband Capital (a fund founded by Dr. TIAN Suning, the substantial Shareholder, Chairman and executive Director) since 2008.

Mr. E has over 30 years of extensive experience in financial work, covering a wide range of areas including auditing, corporate accounting and financial operations, tax compliance and planning, corporate internal control, financial restructuring and capital operations. Prior to joining China Broadband Capital, Mr. E held key financial positions in a number of companies and institutions. Mr. E has worked as an auditor at Deloitte & Touche Hong Kong, a senior manager at China International Capital Corporation Limited, the finance director at China Network Communications Corporation and the joint company secretary at China Netcom Communications Group Corporation, and the chief financial officer at Palm Springs Holdings.

Mr. E obtained his Bachelor's degree from the Renmin University of China in 1989, majoring in international finance. In 2005, he obtained a Master of Business Administration degree from China Europe International Business School. Mr. E is currently a fellow of the Association of Chartered Certified Accountants (FCCA).

Mr. E has signed an appointment letter with the Company for a term of three years commencing from 10 March 2025, which may be terminated by not less than three months' notice in writing served by either Mr. E 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. Mr. E did not receive any Director's fee in cash, except the Company may grant to Mr. E the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Mr. E as a non-executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

Independent non-executive Directors

Mr. GE Ming (葛明)

Aged 74, was appointed as an independent non-executive Director on 19 December 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 is an independent non-executive director of China Tourism Group Duty Free Corporation Limited (listed on the Shanghai Stock Exchange and the Stock Exchange) and an independent director of ADAMA Ltd. (listed on the Shenzhen Stock Exchange). He served as an independent non-executive director of Amber Hill Financial Holdings Limited (currently known as International Genius Company) (listed on the Stock Exchange) from May 2017 to December 2018. Mr. GE has been 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) from January 2016 to November 2021. Mr. GE was an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange) from June 2015 to August 2021.

Mr. GE has over 31 years of working experience in the field of auditing with comprehensive risk management knowledge and experience. 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 the 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's risk management experience accumulated in audit work has also had a profound impact on the Group's corporate governance standards. The Group established a regular reporting and solving system in terms of internal control and risk management, which is directed by and accountable to the Audit Committee. Mr. GE is the chairman of the Audit Committee.

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 30 December 2024, 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 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

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

listed issuers. The Company may also grant Mr. GE share options and/or award shares according to the terms and conditions of the share schemes adopted by the Company from time to time.

As at the Latest Practicable Date, Mr. GE was deemed to be interested in 112,000 Shares as a result of his holding of 112,000 share options pursuant to Part XV of the SFO.

Ms. TAO Ping (陶萍)

Aged 67, was appointed as an independent non-executive Director on 2 September 2020. Ms. TAO has been engaged in the telecommunications industry for more than 39 years and has accumulated rich management experience in provincial and group companies of the telecommunications industry. Ms. TAO served successively as the deputy general manager and the general manager in the Anhui branch office of China Telecom from June 2002 to February 2011. During that time, China Telecom's informatisation level was maintained at a leading position within the industry. In 2007, Ms. TAO was awarded the "Outstanding Informatisation Leader Award" by the National Informatisation Evaluation Center and in 2010, she was also awarded the honorary title of "National Model Worker". From March 2011 to November 2017, Ms. TAO served as the general manager and senior consultant of the strategic department of the China Telecom Group; and from July 2012 to December 2017, she also served as an employee director of the board of directors of the China Telecom Group. Ms. TAO obtained a Bachelor's degree in Engineering from the Nanjing University of Posts and Telecommunications (formerly known as the Nanjing Institute of Posts and Telecommunications) in 1982. She subsequently obtained a Master's degree in Business Administration from the Australian National University in 2004.

Ms. TAO has signed an appointment letter with the Company for a term of one year with effect from 2 September 2024, 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. Ms. TAO 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. The Company may also grant Ms. TAO share options and/or award shares according to the terms and conditions of the share schemes adopted by the Company from time to time.

As at the Latest Practicable Date, Ms. TAO was deemed to be interested in 112,000 Shares as a result of her holding of 112,000 share options pursuant to Part XV of the SFO.

Dr. WANG Lei (王鐳)

Aged 67, a professorate senior engineer, was appointed as an independent non-executive Director on 8 November 2024. Dr. WANG has extensive experience in senior management in the telecommunications industry.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Dr. WANG began working in the industry since 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 the Rennes Business School in France in 2009, respectively. Dr. WANG received a special government allowance of the State Council in 2004.

Dr. WANG has signed an appointment letter with the Company for a term of three years commencing from 8 November 2024, which may be terminated by not less than three months' notice in writing served by either Dr. WANG 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. Dr. WANG did not receive any Director's fee.

Further information in relation to the re-election of the Directors

The recommendation of the re-election of the above 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 Directors and their commitment to their roles. The Company has also received the independence confirmation from the independent non-executive Directors 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 the education, background and experience of each of the Directors will allow each of them to provide valuable insights and contribute to the diversity of the Board and therefore should be re-elected.



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 (the “**Company**”) will be held at AsiaInfo Plaza, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Wednesday, 28 May 2025 (the “**AGM**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2024.
2. (a) To re-elect the following retiring Directors:
 - (i) Mr. GAO Nianshu as an executive Director;
 - (ii) Mr. KWOK Bernard Chuen Wah as an executive Director;
 - (iii) Mr. DING Jian as a non-executive Director;
 - (iv) Mr. HE Zheng as a non-executive Director;
 - (v) Mr. E Lixin as a non-executive Director;
 - (vi) Mr. GE Ming as an independent non-executive Director;
 - (vii) Ms. TAO Ping as an independent non-executive Director; and
 - (viii) Dr. WANG Lei as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint KPMG as the auditor 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 its remuneration for the year ending 31 December 2025.

NOTICE OF ANNUAL GENERAL MEETING

4. To declare a final dividend of HK\$0.252 per Share for the year ended 31 December 2024.
5. To declare a special dividend of HK\$0.160 per Share.
6. 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 of the Company (the “Shares”) and to make or grant offers, agreements and options which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and 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 pursuant to approval in paragraph (i) above shall not exceed the aggregate of:
 - (a) 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing this resolution; plus
 - (b) (if the Board is so authorised by resolution numbered 6(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing this resolution), and the said approval shall be limited accordingly,

otherwise than pursuant to:

- (1) any Rights Issue (as defined hereinafter);
- (2) the grant or exercise of any option or award under any share schemes adopted by the Company;
- (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 of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

(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; 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:

- (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 of the Company to be held; or
- (3) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company’s shareholders in general meeting; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares (excluding treasury Shares) on the register of members on a fixed record date in proportion to their then holdings of 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 legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of Shares by way of rights shall be construed accordingly.

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the sale or transfer of treasury Shares to the extent permitted under all applicable laws, rules and regulations.”

NOTICE OF ANNUAL GENERAL MEETING

(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 on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (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 number of issued Shares (excluding treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) 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 of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 6(A) and 6(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 sell or transfer additional treasury Shares, and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 6(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the said resolutions.”

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

Chairman of the Board and Executive Director

Beijing, 28 March 2025

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the AGM 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 AGM (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 AGM 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 AGM (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Friday, 23 May 2025 to Wednesday, 28 May 2025, both days inclusive, in order to determine the eligibility of shareholders to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch 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 Thursday, 22 May 2025.
- (v) The register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend and special dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch 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 Monday, 2 June 2025.

NOTICE OF ANNUAL GENERAL MEETING

- (vi) In respect of resolutions numbered 2(a)(i) to (viii) above, Mr. GAO Nianshu, Mr. KWOK Bernard Chuen Wah, Mr. DING Jian, Mr. HE Zheng, Mr. E Lixin, Mr. GE Ming, Ms. TAO Ping and Dr. WANG Lei will retire, and be eligible to be re-elected. Details of the above retiring Directors proposed for re-election are set out in Appendix II to the circular dated 28 March 2025 (the “**Circular**”).
- (vii) In respect of the resolution numbered 6(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 of the Company as a general mandate for the purpose of the Listing Rules.
- (viii) In respect of resolution numbered 6(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 I to the Circular.
- (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 AGM.