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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 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,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The AGM of AsiaInfo Technologies Limited will be held at AsiaInfo Plaza, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10 a.m. on Thursday, 26 May 2022. The notice of the AGM is set out on pages 34 to 40 of this circular.

The proxy form is enclosed in 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 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.

22 April 2022

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## DEFINITIONS

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*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, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10 a.m. on Thursday, 26 May 2022, or any adjournment thereof and notice of which is set out on pages 34 to 40 of this circular
“Articles of Association”	the memorandum and articles of association of the Company
“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
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM 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 People’s Republic of China
“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing 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

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## DEFINITIONS

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“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 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 Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“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. DING Jian

Mr. GAO Nianshu (*Chief Executive Officer*)

*Registered office:*

Craigmuir Chambers

Road Town

Tortola, VG1110

British Virgin Islands

*Non-executive Directors:*

Mr. ZHANG Yichen

Mr. XIN Yuesheng

Mr. YANG Lin

Ms. LIU Hong

Mr. CHENG Xike

*Head office and principal place*

*of business in China:*

AsiaInfo Plaza, Dong Qu

10 Xibeiwang Dong Lu

Haidian District

Beijing 100193

PRC

*Independent Non-executive Directors:*

Dr. GAO Jack Qunyao

Dr. ZHANG Ya-Qin

Mr. GE Ming

Ms. TAO Ping

*Principal place of business in Hong Kong:*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

22 April 2022

*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,  
DECLARATION OF FINAL DIVIDEND  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you the details of: (a) 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; (e) the proposed amendments to the Articles of Association; and (f) the notice of the AGM.

### GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution numbered 5(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 an aggregate number of Shares not exceeding 20% of the total number of issued Shares.

An ordinary resolution numbered 5(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 under the General Mandate for the issuance and allotment of Shares 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 5(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 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 14.2 of the Articles of Association, the Board shall have the power from time to time and at any time to appoint any person as a Director, either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company, and shall then be eligible for re-election at that meeting. Accordingly, Mr. CHENG Xike who was appointed as a Director on 30 June 2021 will retire from office at the AGM and being eligible, has offered himself for re-election as Director at the AGM.

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## LETTER FROM THE BOARD

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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 and re-appointment 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. Accordingly, Mr. DING Jian, Mr. ZHANG Yichen, Mr. GE Ming and Ms. TAO Ping 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, the Board proposed to 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

The Board has recommended the payment of final dividend of HK\$0.416 per Share for the year ended 31 December 2021. Conditional upon the passing of the ordinary resolution numbered 4 by the Shareholders at the AGM, Shareholders registered under the Hong Kong branch register of members as of Tuesday, 7 June 2022 will be entitled to the final dividends. All final dividends will be paid in Hong Kong dollars and are expected to be paid on or around Thursday, 16 June 2022. In order to determine the identity of the Shareholders who are entitled to the final dividend, the register of members of the Company will be closed from Wednesday, 1 June 2022 to Tuesday, 7 June 2022, both days inclusive. To qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's 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 Tuesday, 31 May 2022.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to (i) bring the Articles of Association in line with the relevant requirements of the applicable laws of the British Virgin Islands and the Listing Rules; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by special resolution at the AGM to amend the Articles of Association.

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## LETTER FROM THE BOARD

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Detailed information of the proposed amendments to the Articles of Association is set out in Appendix III to this circular.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 34 to 40 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 a final dividend; and a special resolution will be proposed to amend the Articles of Associations.

The register of members of the Company will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, 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 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 Friday, 20 May 2022.

### **PROXY FORM**

A proxy form is enclosed in this circular. 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 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**

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.



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## LETTER FROM THE BOARD

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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 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 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 927,517,777. On the basis of such figure, the Directors would be authorised to repurchase up to 92,751,777 Shares during the period up to the date of the next annual general meeting of the Company in 2023, 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 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 and/or its earnings per Share.

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 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 31 December 2021, 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.

**INTENTION OF THE DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON 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 if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

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.

**DIRECTORS' UNDERTAKING**

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.

**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 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 repurchase 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 twelve months preceding and up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2021</b>		
April	13.30	11.88
May	13.64	12.10
June	13.64	12.22
July	13.20	10.78
August	12.96	11.56
September	13.08	12.28
October	13.90	12.22
November	13.78	12.60
December	13.18	12.08
<b>2022</b>		
January	14.90	12.30
February	15.68	14.12
March	14.92	12.04
April (up to the Latest Practicable Date)	14.20	13.10

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*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; 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 Director**

#### **Mr. DING Jian (丁健)**

Aged 57, is an executive Director and was appointed as a Director in June 2018. Mr. DING joined the Group in January 2014. Mr. DING has over 16 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 director of Baidu, Inc. (百度公司) (listed on NASDAQ) 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 in September 1990.

Mr. DING has entered into a service contract with the Company for an initial term of three years commencing from 30 December 2019, 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 option schemes and/or share award schemes adopted by the Company from time to time. The remuneration of Mr. DING as an executive Director will be reviewed and recommended by the remuneration committee of the Company 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. DING held 11,516,704 Shares. New Media China Investment I Limited was wholly owned by Mr. DING and therefore Mr. DING was also deemed to be interested in the 1,198,440 Shares in which New Media China Investment I Limited is interested pursuant to Part XV of the SFO.

### **Non-executive Directors**

#### **Mr. ZHANG Yichen (張懿宸)**

Aged 59, 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 31 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 Wall Street. In 1987, he worked for Greenwich Capital Markets, and then he was the head of proprietary trading in the Bank of Tokyo New York Branch, and Merrill Lynch, where he was the managing director of debt capital market for Greater China. In 2000, Mr. ZHANG joined the CITIC Group and served as the executive director of CITIC Limited and the president of CITIC Pacific Information Technology Co., Ltd. He participated in the founding of CITIC Capital in 2002 and witnessed the whole development process of the company. Mr. ZHANG currently serves as the chairman and chief executive officer of CITIC Capital Holdings Limited. Under the leadership of Mr. ZHANG, CITIC Capital has taken the lead in multiple transactions with milestone significance so far and invested in a series of well-known domestic enterprises, including McDonald's China, Alibaba, Sina, Harbin Pharmaceutical, SF Express, AsiaInfo and Focus Media. Mr. ZHANG currently serves as the chairman of the board of New McDonald's China. Mr. ZHANG served as the independent director of Weibo Corporation from January 2014 to December 2015, which is listed on NASDAQ. From May 2002 to March 2021, Mr. ZHANG served as the independent director of Sina Corporation, which was listed on NASDAQ. From June 2012 to August 2021, Mr. ZHANG served as the chairman of the board and a non-executive director of Genertec Universal Medical Group Company Limited (listed on the Stock Exchange). Mr. ZHANG served as the non-executive director of Frontier Services Group Limited (listed on the Stock Exchange) from March 2020 to February 2021. Mr. ZHANG has been appointed as the independent non-executive director of China Vanke Co., Ltd. (listed on the Stock Exchange) since 30 June 2020. Mr. ZHANG has been appointed as an independent non-executive director, a member of the Corporate Social Responsibility Committee, the Investment Committee, and the Panel Member Selection Committee of Hong Kong Exchanges and Clearing Limited (listed on the Stock Exchange) since 28 April 2021. Mr. ZHANG also serves as a member of the Mainland China Advisory Group (中國業務諮詢委員會) of Hong Kong Exchanges and Clearing Limited which was established on 8 July 2021.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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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 the Massachusetts Institute of Technology, the US in June 1986.

Mr. ZHANG has entered into a service contract with the Company for a term of one year commencing from 30 December 2021, 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. ZHANG did not receive any Director's fee in cash except the Company may grant to Mr. ZHANG the share options and/or award shares pursuant to the terms and conditions of the share option schemes and/or share award schemes adopted by the Company from time to time. The remuneration of Mr. ZHANG as a non-executive Director will be reviewed and recommended by the remuneration committee of the Company based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other 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. ZHANG (as the sole shareholder of CP Management Holdings Limited) was deemed or taken to be interested in all the 213,924,952 Shares which were beneficially owned by Skipper Investment Limited pursuant to Part XV of the SFO.

### **Mr. CHENG Xike (程希科)**

Aged 32, is a non-executive Director and was appointed as a Director on 30 June 2021, who is responsible for providing professional opinion and judgment to the Board.

Mr. CHENG has over 6 years of experience in business strategy and financing. Mr. CHENG joined CITIC Capital Holdings Limited in July 2015 and is currently an employee of CITIC Capital (Tianjin) Equity Investment (Partnership), in which he is mainly responsible for private equity investments in the communications, media, technology and industrial industries. Before joining CITIC Capital Holdings Limited, Mr. CHENG also had entrepreneurial experience and was one of the founders of Beijing Sixing Chuangxiang Technology Co., Ltd. and Beijing Oriental Pilot Education Consulting Co., Ltd.. Mr. CHENG obtained a Master's degree in Management Science and Engineering from Tsinghua University in the PRC in July 2015. Mr. CHENG also obtained a Master's degree in International Energy Management from the Ecole Nationale des Mines de Paris in February 2015. Mr. CHENG obtained a Bachelor's degree in Finance from the University of International Business and Economics in the PRC in July 2011.

Mr. CHENG has entered into a service contract with the Company for a term of one year commencing from 30 June 2021, and is 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. CHENG did not receive any Director's fee in cash except the Company may grant to Mr. CHENG the share options and/or award shares pursuant to the terms and conditions of the share option schemes and/or share award schemes adopted by the Company from time to time. The remuneration of Mr. CHENG as

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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a non-executive Director will be reviewed and recommended by the remuneration committee of the Company based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other 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. CHENG did not hold any Shares within the meaning of Part XV of the SFO.

### **Independent Non-executive Directors**

#### **Mr. GE Ming (葛明)**

Aged 71, 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 was appointed as an independent non-executive director of China Tourism Group Duty Free Corporation Limited, a company listed on the Shanghai Stock Exchange, on 31 May 2021. He served as an independent non-executive director of Amber Hill Financial Holdings Limited (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) since January 2016. Mr. GE served as a non-executive director of China Innovation Investment Limited (listed on the Stock Exchange) from June 2015 to February 2016 and also served as a non-executive director of China Trends Holdings Limited (listed on the Stock Exchange) 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) from April 2015 to November 2016. Mr. GE has been an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange) since June 2015 and was an independent non-executive director of Chong Sing Holdings FinTech Group Limited (listed on the GEM of Stock Exchange) from September 2014 to April 2020. Mr. GE also served as an independent non-executive director of Shunfeng International Clean Energy Limited (listed on the Stock Exchange) 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



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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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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 30 December 2021, 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. The Company may also grant Mr. GE share options and/or award shares according to the terms and conditions of the share option schemes and/or share award schemes adopted by the Company from time to time.

As at the Latest Practicable Date, Mr. GE was interested in 112,000 Shares pursuant to Part XV of the SFO.

### **Ms. TAO Ping (陶萍)**

Aged 64, was appointed as an independent non-executive Director on 2 September 2020. Ms. TAO has been engaged in the telecommunications industry for 36 years and has accumulated rich management experience in provincial and group companies of the telecommunications industry. She 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 2021, 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 option schemes and/or share award schemes adopted by the Company from time to time.

As at the Latest Practicable Date, Ms. TAO was interested in 112,000 Shares pursuant to Part XV of the SFO.

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

The recommendation of the appointment 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 his/her 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.

The following are the proposed amendments to the Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Articles of Association.

**Proposed amendments**  
**Article No. (showing changes to the existing Articles of Association)**

1.1 Any marginal notes, titles or lead in references to these Articles of Association and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, ~~if not consistent with the context~~unless otherwise defined herein, the following words and expressions shall have the following meaning:

electronic meeting a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.

hybrid meeting a general meeting convened for the (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities.

Meeting Location shall have the meaning given to it in Article 11.12.

Members or Shareholders shall mean the persons who are duly registered as the holders from time to time of shares in the register including persons who are jointly so registered.

physical meeting a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.

Principal Meeting Place shall have the meaning given to it in Article 10.4.

Shareholder ~~shall mean a person whose name is entered in the register of members of the Company as the holder of one or more Shares.~~

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
<u>1.8</u>	<u>References to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director (including, without limitation, the chairman of the meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.</u>
<u>1.9</u>	<u>References to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u>
<u>1.10</u>	<u>Nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.</u>
2.4	If at any time the authorised shares of the Company are divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths (3/4) in nominal value of the <del>issued</del> shares of that class <u>present and voting in person or by proxy</u> <del>or with the sanction of a Special Resolution of Members passed at a separate meeting of the holders of shares of that class.</del> In each such separate meeting all the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, provided that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) as at the date of the relevant meeting not less than one-third (1/3) in nominal value of the issued shares of that class.
3.5	<u>Except when a register is closed in accordance with the Companies Ordinance and, if applicable, subject to the additional provisions of Article 3.7, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.</u>

- | <b>Article No.</b> | <b>Proposed amendments<br/>(showing changes to the existing Articles of Association)</b>   |
|--------------------|--|
| 10.1               | The Company shall hold a general meeting as its annual general meeting in each financial year <del>other than the year of the Company's adoption of these Articles,</del> within <u>six months after the end of the Company's financial year</u> <del>a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Stock Exchange may authorise).</del> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.   |
| 10.2               | All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>All general meetings (including annual general meeting, any adjourned meeting or postponed meeting) may be held as in such manner either (a) a physical meeting in any part of the world and at one or more locations as provided in Article 11.12, or (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>  |
| 10.3               | The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened <u>and resolutions shall be added to the agenda of a meeting on the written requisition of any member(s) of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitioner(s), provided that such requisitioner(s) held as at the date of deposit of the requisition in aggregate not less than one-tenth (1/10) of the number of issued shares in the Company which carries the right of voting (on a one vote per share basis) at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half (1/2) of the total voting rights of all of them, may convene the general meeting as a physical meeting at only one location which will be the Principal Meeting Place (as defined in Article 10.4) <del>in the same manner, as nearly as possible, as that in which meetings may be convened by the Board,</del> provided that any meeting so convened shall not be held after the expiration of three (3) months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</u> |

- | <b>Article No.</b> | <b>Proposed amendments<br/>(showing changes to the existing Articles of Association)</b>  |
|--------------------|---|
| 10.4               | <p>An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirements under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <u>(a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the <i>Principal Meeting Place</i>), (c) if the general meeting is a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d), <del>place,</del> agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special Resolution of Members shall specify the intention to propose a resolution as a Special Resolution of Members. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</u></p> |
| 11.2               | <p>For all purposes the quorum for a general meeting shall be two (2) members present <u>(including attendance by electronic means)</u> in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one (1) member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a chairman of a general meeting) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>  |

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
11.5	<p><u>Subject to Article 11.14, t</u><del>he</del> chairman of a general meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or <del>and</del> from place to place and/or from one form to another (physical meeting, hybrid meeting or electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven (7) clear days’ notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>
<u>11.12</u>	<p><u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (<i>Meeting Location(s)</i>). Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p>
<u>11.13</u>	<p><u>All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p><u>(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p>

**Proposed amendments**  
**Article No. (showing changes to the existing Articles of Association)**

- (b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.



Article No.	Proposed amendments (showing changes to the existing Articles of Association)
<u>11.14</u>	<u>The Board and/or, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or through electronic facilities; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) or through electronic facilities shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u>
<u>11.15</u>	<u>If it appears to the chairman of the general meeting that:</u> <ul style="list-style-type: none"><li data-bbox="443 1074 1414 1298">(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 11.12 or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u></li><li data-bbox="443 1330 1414 1447">(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></li><li data-bbox="443 1478 1414 1596">(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></li><li data-bbox="443 1627 1414 1734">(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></li></ul>

**Proposed amendments**  
**Article No. (showing changes to the existing Articles of Association)**

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman of the meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period) and the chairman of the meeting may change the meeting to another date and/or time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. All business conducted at the meeting up to the time of such adjournment shall be valid.

11.16

The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises and/or the electronic facilities at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
<u>11.17</u>	<p data-bbox="443 346 1417 1017"><u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place and/or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date and/or time and/or place and/or change the electronic facilities and/or change the form of the meeting (physical meeting, electronic meeting or hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further Notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p data-bbox="443 1053 1417 1198">(a) <u>when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</u></p> <p data-bbox="443 1234 1417 1336">(b) <u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></p> <p data-bbox="443 1372 1417 1744">(c) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p>

	<b>Proposed amendments</b>
<b>Article No.</b>	<b>(showing changes to the existing Articles of Association)</b>
	<p>(d) <u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p>
<u>11.18</u>	<p><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Articles 64C and 64H, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
<u>11.19</u>	<p><u>Without prejudice to other provisions in Articles 11.15 to 11.18, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>
<u>11.20</u>	<p><u>Without prejudice to Articles 11.12 to 11.19, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
12.2	<u>All Shareholders (including a Shareholder which is a recognized clearing house (or its nominee(s))) shall have the right to (i) speak at a general meeting and (ii) vote at a general meeting except where any member Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution. Where any Shareholder is, under the Listing Rules, required to abstain from voting, or restricted to voting only for or only against any particular resolution, in which case any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted. Otherwise, all Shareholders shall have the right to vote at a general meeting.</u>
12.9	<u>The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of a duly authorised officer, attorney or other person duly authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
12.10	<p>(a) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and Notice of termination of the authority of a proxy). If such an electronic address or electronic means of submission is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that electronic address or by such electronic means of submission, subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Company may from time to time determine that any such electronic address or electronic means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address or via its electronic means of submission in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.</u></p>

**Proposed amendments**  
**Article No. (showing changes to the existing Articles of Association)**

(b) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith), or if the Company has provided an electronic address or electronic means of submission in accordance with the preceding paragraph, shall be received at the electronic address or electronic means of submission specified, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid, provided always that the chairman of the general meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- | <b>Article No.</b> | <b>Proposed amendments<br/>(showing changes to the existing Articles of Association)</b>   |
|--------------------|--|
| 12.15              | <p>If a recognised clearing house (or its nominee(s)) is a member it may <u>appoint proxies</u> or authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s), <u>who enjoy rights equivalent to the rights of other Shareholders</u>, at any <del>general</del> meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any <del>general</del> meeting of any class of members of the Company provided that, if more than one (1) person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this Article shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to <u>speak and vote</u> individually on a show of hands <u>or on a poll</u>, notwithstanding anything to the contrary in these Articles.</p> |
| 14.2               | <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed to fill a casual vacancy <del>shall hold office only until the next following general meeting of the Company, any Director appointed</del> or as an addition to the Board shall hold office only until the <del>next following</del> <u>first annual</u> general meeting of the Company <u>after his appointment</u>, and in each case such Director shall then be eligible for re-election at the relevant meeting.</p>  |
| 14.3               | <p>The Company may from time to time by Resolution of Members increase or reduce the number of Directors, provided that the number of Directors shall not be less than two (2). Subject to the provisions of these Articles and the Act, the Company may by Resolution of Members elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. <u>Where any Director is appointed by Resolution of Members other than in an annual general meeting of the Company, Anysuch</u> Director appointed to fill a casual vacancy <del>shall hold office only until the next following general meeting of the Company, any Director appointed</del> or as an addition to the Board shall hold office only until the <del>next following</del> <u>first annual</u> general meeting of the Company <u>after his appointment</u>, and in each case such Director shall then be eligible for re-election at the relevant meeting</p>  |



Article No.	Proposed amendments (showing changes to the existing Articles of Association)
14.4	<p>No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless <del>during the period, which shall be at least seven (7) days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven (7) days prior to the date of such meeting,</del> there has been given to the Secretary notice in writing by a member (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. <u>The Company shall include the particulars of such proposed person for election as a Director in its announcement or supplementary circular, and shall give the Shareholders at least seven (7) days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.</u></p>
14.6	<p>The <del>Company</del> <u>Shareholders</u> may by Resolution of Members at any time remove any Director (including a managing director or other executive director) before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director and may by Resolution of Members elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
18.1	<p>The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined, <del>four</del> <u>(4) Directors</u> <del>half</del> <u>(1/2) or more of the total number of Directors</u> shall be a quorum. For the purposes of this Article, an alternate Director shall be counted in a quorum in place of the Director who appointed him, and an alternate Director who is an alternate for more than one (1) Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate, provided that nothing in this Article shall be construed as authorising a meeting to be constituted when only one (1) person is physically present. A meeting of the Board or any committee of the Board may be held by <u>a physical meeting or by</u> means of a telephone or teleconference or any other telecommunications facility, provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.</p>
18.13	<p>Unless required otherwise by the Listing Rules, a resolution in writing signed by <del>each and every Director</del> <u>agreed to by a majority of the Directors</u> (or <u>each of his</u> alternate pursuant to Article 14.9) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one (1) or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution which relates to any matter or business in which a substantial shareholder (as such term is defined in the Listing Rules from time to time) of the Company or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
27.2	<p>The <del>Company</del><u>Shareholders</u> shall at every annual general meeting appoint an auditor or auditors of the Company <u>by Resolution of Members</u> who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of a Resolution of Members. The remuneration of the Auditors shall be fixed by the <del>Company</del><u>Shareholders</u> at the annual general meeting at which they are appointed provided that in respect of any particular year the <del>Company</del><u>Shareholders</u> may by Resolution of Members delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by a Resolution of Members in which case the members may appoint Auditors by a Resolution of Members. <u>Subject to the Listing Rules, the Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act, and, the remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u></p>
28.8	<p>Any notice given by electronic means <u>(other than by making it available on the Company's Website)</u> as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. <u>Any notice placed on the Company's Website or the website of the Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member.</u></p>



**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, Dong Qu, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10 a.m. on Thursday, 26 May 2022 (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 “**Directors**”) and auditor of the Company for the year ended 31 December 2021.
2. (a) To re-elect the following retiring Directors:
  - (i) Mr. DING Jian as an executive Director;
  - (ii) Mr. ZHANG Yichen as a non-executive Director;
  - (iii) Mr. CHENG Xike as a non-executive Director;
  - (iv) Mr. GE Ming as an independent non-executive Director;
  - (v) Ms. TAO Ping as an independent non-executive Director; and
- (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 2022.
4. To declare final dividend for the year ended 31 December 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. 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 as at the date of passing this resolution; plus
  - (b) (if the Board is so authorised by resolution numbered 5(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 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 under any share option scheme 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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.”

**(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 as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(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 5(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 or agreed conditional or unconditionally to be allotted 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 5(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.”

### SPECIAL RESOLUTION

6. “**That** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 22 April 2022 (the “**Circular**”) and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialed by the chairman of the AGM, which consolidates all the proposed amendments

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## NOTICE OF ANNUAL GENERAL MEETING

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mentioned in the Circular, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect from the date that it is registered with the British Virgin Islands Registrar of Corporate Affairs; and **that** the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company, including but not limited to instructing the registered agent of the Company to file the amended and restated memorandum and articles of association of the Company with the British Virgin Islands Registrar of Corporate Affairs.”

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

Beijing, 22 April 2022

*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 Qu  
10 Xibeiwang Dong Lu  
Haidian District  
Beijing 100193  
PRC

**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.



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- (iii) In order to be valid, the completed proxy form, 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 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 Monday, 23 May 2022 to Thursday, 26 May 2022, 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 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 Friday, 20 May 2022.
- (v) The register of members of the Company will be closed from Wednesday, 1 June 2022 to Tuesday, 7 June 2022, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, 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 Tuesday, 31 May 2022.
- (vi) In respect of resolutions numbered 2(a)(i)–(v) above, Mr. DING Jian, Mr. ZHANG Yichen, Mr. CHENG Xike, Mr. GE Ming and Ms. TAO Ping will retire, and being eligible to be re-elected. Details of the above retiring Directors proposed for re-election are set out in Appendix II to the Circular.
- (vii) In respect of the resolution numbered 5(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.

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- (viii) In respect of resolution numbered 5(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.