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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)**

## **RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

Reference are made to the announcements dated 20 April 2020 and 23 September 2021 and the circular dated 27 May 2020 issued by the Company in relation to, *inter alia*, the continuing connected transactions between the Group and the China Mobile Group.

### **RENEWAL OF THE CCT AGREEMENTS**

The Group, in its ordinary course of business, regularly entered into continuing transactions with the China Mobile Group in relation to (i) the provision of software products and services to the China Mobile Group, including but not limited to, the provision of software products and related deployment services (including but not limited to CRM, billing account and big data, IoT and 5G intelligent network products), ongoing operation and maintenance services, data-driven operation services, business consulting services, system integration services, corporate trainings and procurement and sale of third-party hardware and software; (ii) the lease of workspace premises from the China Mobile Group when the Group provides the above-mentioned services; and (iii) the provision of information and telecommunication technology services and products by the China Mobile Group to the Group. As the existing agreements for the above transactions contemplated under the CCT Agreements will expire on 31 December 2022, the Board resolved to renew the transactions contemplated under the CCT Agreements with the China Mobile Group and to determine the annual caps for the transactions contemplated thereunder for the three years ending 31 December 2025 in order to comply with the Listing Rules.

## **LISTING RULES IMPLICATION**

CMC is a wholly-owned subsidiary of China Mobile Limited, which wholly owns China Mobile International Holdings Limited (a substantial Shareholder of the Company) and therefore is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the recurring transactions between the Group and the China Mobile Group as contemplated under the CCT Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for the continuing connected transactions under each of the Lease Framework Agreement and the Master Procurement Agreement are more than 0.1% and less than 5%, the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for the continuing connected transactions under the Software Products and Services Framework Agreement are more than 5%, the transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **EGM**

The Company will convene the EGM for the Independent Shareholders to consider and, if thought fit, approve the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps).

A circular containing, among other things, (i) the details of the Software Products and Services Framework Agreement; (ii) the advice of the Independent Financial Adviser regarding the terms of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps); (iii) the recommendation of the Independent Board Committee to the Independent Shareholders as to how to vote at the EGM on the ordinary resolution regarding the approval of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps); and (iv) a notice of the EGM, will be despatched to the Shareholders on or before 2 December 2022.

## (1) Software Products and Services Framework Agreement

<b>Date:</b>	28 October 2022
<b>Parties:</b>	(i) the Company; and  (ii) CMC, a company established in the PRC with limited liability, is a wholly-owned subsidiary of China Mobile Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00941) and on the Shanghai Stock Exchange (stock code: 600941). The ultimate controlling shareholder of China Mobile Limited is China Mobile Communications Group Co., Ltd., which through the China Mobile Group, is principally engaged in the provision of telecommunications and information related services in the PRC. CMC is principally engaged in the business of network and business coordination center.
<b>Duration:</b>	From 1 January 2023 to 31 December 2025 (both dates inclusive), subject to the fulfilment of the condition precedent.
<b>Condition precedent:</b>	The Software Products and Services Framework Agreement is subject to the passing by the Independent Shareholders in accordance with the Listing Rules and all applicable laws at the EGM of resolution approving the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps).
<b>Products and services to be provided:</b>	Provision of software products and services to the China Mobile Group, including but not limited to, the provision of software products and related deployment services (including but not limited to CRM, billing account and big data, IoT and 5G intelligent network products), ongoing operation and maintenance services, data-driven operation services, business consulting services, system integration services, corporate trainings and procurement and sale of third-party hardware and software.

**Definitive Agreement:** The Group and the China Mobile Group will, from time to time during the term of the Software Products and Services Framework Agreement, enter into separate Definitive Agreements in respect of the transactions contemplated thereunder which shall always be in compliance with the Listing Rules and the terms of the Software Products and Services Framework Agreement.

**Pricing:** The prices to be charged by the Group for products and/or services to be provided to the China Mobile Group under any separate Definitive Agreements pursuant to the Software Products and Services Framework Agreement shall be determined based on arm's length negotiation between the parties and on order-by-order basis with reference to the prevailing market price, being the price offered to or charged by Independent Third Parties in contemporaneous transactions in respect of similar types of products or services in the ordinary course of business in the same or nearby service area and subject to normal commercial terms and in accordance with the principle of fairness and reasonableness.

The Group will compare similar transactions or quotations for similar type and specification of products and/or services with Independent Third Parties to ensure that the terms offered to the China Mobile Group are no more favourable than those available to Independent Third Parties.

**Payment:** The fees to be charged for the products and/or services under the Software Products and Services Framework Agreement shall generally be payable according to the stage of completion of the various projects/products/services to be provided according to the specific and separate Definitive Agreements.

## (2) Lease Framework Agreement

- Date:** 28 October 2022
- Parties:** (i) the Company; and  
(ii) CMC.
- Duration:** From 1 January 2023 to 31 December 2025 (both dates inclusive).
- Subject matter:** The Lease Framework Agreement sets out a framework of the terms on which CMC has agreed to lease and use its reasonable endeavours and good faith to procure the China Mobile Group to lease workspace premises to the Group to facilitate the Group's provision of software services to the China Mobile Group.
- Definitive Agreement:** The Group and the China Mobile Group will enter into, from time to time and as necessary, separate Definitive Agreements to set out the specific terms and conditions in respect of the relevant premises leased thereunder which shall always be in compliance with the Listing Rules and the Lease Framework Agreement.
- Pricing:** The pricing terms of each Definitive Agreement shall be consistent with the following guidelines:
- (i) the terms of the Definitive Agreements shall be negotiated and agreed by the parties on an arm's length basis and shall be fair and reasonable;
  - (ii) the rentals under the Definitive Agreement shall represent the prevailing market rentals of similar premises in neighboring areas based on available property rental market comparables and actual gross floor area of each of the leased premises;
  - (iii) annual increments in rentals shall be determined by reference to the potential increase in the value of the premises; and

(iv) where property rental market comparables are not available, the pricing terms shall be determined on a fair and reasonable basis which is equivalent or comparable to those offered to or quoted by Independent Third Parties to the Group for similar premises in proximity.

**Payment:** The rentals under the Lease Framework Agreement shall be payable according to the specific and separate Definitive Agreements and funded by the Group's internal resources.

### **(3) Master Procurement Agreement**

**Date:** 28 October 2022

**Parties** (i) the Company; and  
(ii) CMC.

**Term:** From 1 January 2023 to 31 December 2025 (both dates inclusive).

**Subject matter:** The provision of information and telecommunication technology services and products, including but not limited to voice services, information services (such as SMS, MMS, hotline, prepaid cards, wireless/wired broadband services), mobile cloud business related services and products, advertising and sales, consulting services, customised application technology, application and other services, smart end and telecommunication products, etc., by the China Mobile Group to the Group.

**Definitive Agreement:** The Group and the China Mobile Group will, from time to time during the term of the Master Procurement Agreement, enter into separate Definitive Agreements in respect of the transactions contemplated thereunder which shall always be in compliance with the Listing Rules and the Master Procurement Agreement.

**Pricing:**

The prices to be charged by the China Mobile Group for the services and products to be provided to the Group under any separate Definitive Agreements pursuant to the Master Procurement Agreement shall be determined based on arm's length negotiation between the parties and subject to normal commercial terms and in accordance with the principles of fairness and reasonableness.

Such prices shall be determined with reference to the prevailing market price, being the price offered to or charged by Independent Third Parties in contemporaneous transactions in respect of similar types of products or services in the ordinary course of business in nearby service areas.

**Payment:**

The fees under the Master Procurement Agreement shall be payable in accordance with the terms of the specific and separate Definitive Agreements and funded by the Group's internal resources.

In the event that the parties are willing to enter into transactions relating to other types of products/services/leases which are apparently different from those as stated in the CCT Agreements, the Company intends to enter into separate contracts to govern those transactions, and comply with the relevant Listing Rules requirements.

## Historical Figures

Set out below are the historical amounts between the Group and the China Mobile Group regarding the transactions under the CCT Agreements for the three financial years ended 31 December 2021 and for the six months ended 30 June 2022:

	For the financial year ended			For the six
	31 December			months ended
	2019	2020	2021	2022
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(million)</i>	<i>(million)</i>	<i>(million)</i>	<i>(million)</i>
	<i>(approximate)</i>	<i>(approximate)</i>	<i>(approximate)</i>	<i>(approximate)</i>
Products and services fees paid by the China Mobile Group to the Group under the Software Products and Services Framework Agreement	3,351.4	3,841.5	4,441.2	1,940.3
Rentals paid by the Group to the China Mobile Group under the Lease Framework Agreement	3.9	3.7	4.8	3.6
Products and services fees paid by the Group to the China Mobile Group under the Master Procurement Agreement	3.4	5.9	12.9	9.8

## Annual Caps

The proposed annual caps in respect of the transactions contemplated under the CCT Agreements for the three financial years ending 31 December 2025 are set out below:

	For the financial year ending 31 December		
	2023	2024	2025
	RMB	RMB	RMB
	(million)	(million)	(million)
Software Products and Services			
Framework Agreement	6,200	6,900	7,600
Lease Framework Agreement	12	13	15
Master Procurement Agreement	170	230	290

The annual caps set out above are determined based on the following:

### *Software Products and Services Framework Agreement*

- (a) the historical transaction amounts as disclosed above and the historical annual caps of RMB4,210 million, RMB4,840 million and RMB5,730 million for the three years ending 31 December 2022;
- (b) it is expected in the coming years that the investment in software products and services in the telecommunications industry will continue to grow in the wake of digital transformation brought by the 5G era and the PRC Fourteenth Five Year Plan; and the Group has solid leading position in the telecommunications operators' market with high customer recognition as well as strong technical capability and in-depth understanding on the operating environment and key areas of its customers' business;
- (c) the anticipated needs and demands of the Group's software products and services from the China Mobile Group as a result of its extensive deployment of 5G which will require vast amount of support and services from service providers such as the Group, and in particular, the Group has developed insights into the business and operational needs of the China Mobile Group over the years;
- (d) the continuous synergies and strategic cooperation between the Group and the China Mobile Group in the area of 5G network intelligent operation, data-driven operation, vertical industries and enterprise cloudification, both parties will offer customers from various industries with richer and multi-dimensional communication, information infrastructures and digital services, which will create further provision of products and services from the Group to the China Mobile Group; and

- (e) the inclusion of a buffer to cater for the development plan of, and any unexpected increase in demand from, the China Mobile Group.

***Lease Framework Agreement***

- (a) the historical rentals paid to the China Mobile Group as disclosed above and the historical annual caps of RMB6 million, RMB7.5 million and RMB10 million for the three years ending 31 December 2022;
- (b) the expected stable growth of the market rentals of the premises leased under the Lease Framework Agreement during the three years ending 31 December 2025;
- (c) the expected new leases of the premises arising from increasing demand for provision of software products and services by the Group to the China Mobile Group during the three years ending 31 December 2025;
- (d) with the ease of the epidemic in place, the office mode for the provision of software products and related services by the Group to the China Mobile Group is expected to return to normal; and
- (e) the inclusion of a buffer to accommodate any unexpected increase in the demand of the Group for the new leases of premises for expansion of its business between the Group and the China Mobile Group.

***Master Procurement Agreement***

- (a) the historical transaction amounts as disclosed above and the historical annual caps of RMB60 million and RMB90 million for the two years ending 31 December 2022;
- (b) the anticipated substantial increase in demand for the China Mobile Group's information and telecommunication technology services and products from the Group due to the rapid development of the Three New Business of the Group;
- (c) the continuous synergies and strategic cooperation between the Group and the China Mobile Group in the area of 5G network intelligent operation, data-driven operation, vertical industries and enterprise cloudification, both parties will offer customers from various industries with richer and multi-dimensional communication, information infrastructures and digital services, which will create further procurement of products and services by the Group from the China Mobile Group; and
- (d) the inclusion of a buffer to cater for the business development of, and any unexpected increase in demand for such services and products from the Group.

Such projection is assumed solely for determining the annual caps and shall not be regarded as any indication directly or indirectly as to the respective revenue, profitability or business prospects of the Group or the China Mobile Group.

## **REASONS FOR AND THE BENEFITS OF RENEWAL OF THE CCT AGREEMENTS**

The Group is principally engaged in the provision of (i) BSS software products and related services; (ii) data-driven operation (i.e. DSaaS), OSS, vertical industries and enterprise cloudification services; and (iii) others, including the sale of third-party software and hardware, the provision of system integration services, business consulting services and corporate training. The Group is a leading provider of software products, solutions and services, as well as integrated cloud-network management services, serving large-scale enterprise customers in industries such as communications, government affairs, finance, postal services, transportation, energy, etc. Leveraging on its products, services, operation and integration capabilities, the Group seized 5G opportunity in traditional business to make comprehensive deployment, improve efficiency and reinforce its leading position in the BSS market. In respect of emerging business, it endeavoured the rapid and scalable development in 5G OSS intelligent network, data-driven operation services (i.e. DSaaS), vertical industries and enterprise cloudification, aiming to become a leading digital intelligence provider with full stack capabilities.

The transactions contemplated under the CCT Agreements occur on a continuing basis in the ordinary and usual course of business of the Group and the China Mobile Group.

In line with the market practice and the Company's past practice, the Company considered it necessary for purposes of compliance with the Listing Rules and administrative convenience to renew the framework agreements with CMC in order to better document and manage these continuing connected transactions. The CCT Agreements serve to streamline such continuing transactions between the Group and the China Mobile Group by providing a single basis upon which the Company could comply with the applicable reporting, annual review, announcement and (where applicable) Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules and thereby reducing the administrative burden and costs of the Company in complying with these requirements.

The Directors believe that the maintenance of the strategic business relationships with the China Mobile Group will not only allow the realisation of synergies and economies of scale but will also continue to bring sustainable contribution to the Group's growth in the long run. The Directors (for the purpose of the Software Products and Services Framework Agreement, excluding the independent non-executive Directors who should provide their view after taking into account of advice from the Independent Financial Adviser) consider the transactions contemplated under the CCT Agreements are conducted on normal commercial terms and in the ordinary and usual course of business of the Group and the terms of the CCT Agreements and the transactions contemplated thereunder (including the annual caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## INTERNAL CONTROL MEASURES

The Group has established internal control measures for reporting and monitoring on continuing connected transactions which are complied with by the Group to ensure the compliance with Chapter 14A of the Listing Rules.

According to the Group's prevailing internal administration systems and procedures for connected transactions:

- (1) generally, the mechanism of the price quotation and determination process of the Group shall be in accordance with the "AsiaInfo Technologies' Quotation and Business Response Approval Procedure" and the agreement execution process shall be in accordance with the "AsiaInfo Technologies' Agreement Execution and Management Procedure", which the relevant procedures have set out clear provisions and requirements for tender response, commercial terms negotiation, price quotation and determination, agreement execution, assessment of legal risks, etc., during the preparation of quotation response, with details summarized as follows:
  - (i) the Group adopted the same quotation and price determination process applicable to all customers including connected persons and Independent Third Parties;
  - (ii) during the project quotation management process, the agreement management department of the Group will be mainly responsible for the analysis of requirements specified in the tender, the price quotation and agreement execution and seeking approval and also for coordinating with different departments to carry out relevant works;
  - (iii) the preparation of the price quotation by the sales department and other relevant department(s) will be based on many factors, including the estimated costs of project execution and delivery (such as the number of staff and the number of days required for provision of services, and products costs), complexity of the projects, the costs required for meeting the specific technical specifications, or types of products to be procured and the prevailing prices charged by competitors on similar products or services, and the price charged by the Group for providing similar products or services to other customers who are Independent Third Parties, etc.;
  - (iv) the legal department will assess the risks and commercial terms of the projects; and
  - (v) prior to the execution of any agreement for projects, each of the internal departments of the Group will, pursuant to its relevant responsibilities, manage and seek applicable level of approval (i.e. if a project reaches a certain scale, it will be approved by the management of the Company);

- (2) the Group will conduct an annual assessment of all agreements signed by the sales department, scope of which includes various factors such as commercial terms, quotations and costs, etc.;
- (3) the agreement management department will immediately report to the Board office and the accounting department with details of the possible notifiable or connected transactions to be entered by the Group for review and checking in order to determine the appropriate type of disclosure in compliance with Chapter 14A of the Listing Rules. The agreement management department is also responsible for monitoring the prices of the transactions with connected persons by reviewing samples of the relevant sales contracts and costs, etc., to ensure such prices are in compliance with the pricing policies under the terms of their respective continuing connected transaction master or framework agreements;
- (4) before entering into any definitive agreements pursuant to the respective continuing connected transaction master or framework agreements (including the CCT Agreements), the relevant personnel of the sales department will compare other historical or contemporaneous transactions or quotations for similar transactions with Independent Third Parties for similar products or services in similar quantities and ensure that the terms offered to or by the relevant connected persons are no more or no less favourable than those available to or from Independent Third Parties, respectively. The relevant agreements shall also be submitted to the accounting department for review (especially to check whether the annual caps will be exceeded);
- (5) the accounting department will check and monitor with the total transaction amounts and ensure that the transaction amounts will not exceed the annual caps of the continuing connected transactions. If the total transaction amounts reach 80% of the annual caps, or are expected to exceed the annual caps within the next two months, the designated person of the accounting department shall inform the Board office immediately so as to determine the appropriate actions to be taken;
- (6) the Board office and relevant departments in each subsidiary of the Company has a designated person to record the entering into of continuing connected transactions into the office automation system of the Company;
- (7) the Board office, the financial reporting department and the internal audit department will monitor and disclose the continuing connected transactions by reviewing the minutes of important meetings as well as accounting records to identify if the Group has any undisclosed connected transactions;
- (8) the Board office will also check the terms and implementation status of the Group's policies and requirements related to continuing connected transactions from time to time, including the identification of connected persons and their procedures for dealing with continuing connected transactions; and

- (9) the finance department will carry out annual and semi-annual assessments of the continuing connected transactions conducted by the Group for each financial year, the content of which includes whether the price terms are fair and reasonable and the usage of annual caps, and report to the Board. One of the assessment objectives is to ensure that the continuing connected transactions are carried out at arm's length and the terms are comparable to those with Independent Third Parties.

Furthermore, pursuant to Chapter 14A of the Listing Rules:

- (1) the independent non-executive Directors shall, on an annual basis, review the transactions contemplated under the CCT Agreements and confirm such transactions have been entered into according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and
- (2) the external auditors of the Group shall, on an annual basis, report on the transactions contemplated under the CCT Agreements and confirm whether anything has come to their attention that causes them to believe such transactions were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions.

#### **IMPLICATION UNDER THE LISTING RULES**

CMC is a wholly-owned subsidiary of China Mobile Limited, which wholly owns China Mobile International Holdings Limited (a substantial Shareholder of the Company) and therefore a connected person of the Company under Chapter 14A of the Listing Rules. As a result, the recurring transactions between the China Mobile Group and the Group as contemplated under the CCT Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for the continuing connected transactions under the Lease Framework Agreement and the Master Procurement Agreement are more than 0.1% and less than 5%, the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for these continuing connected transactions under the Software Products and Services Framework Agreement are more than 5%, the transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee has been established to advise and make recommendation to the Independent Shareholders in respect of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps).

Red Sun Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise and make recommendation to the Independent Board Committee and the Independent Shareholders on, among other matters, the fairness and reasonableness of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps).

Save for Mr. YANG Lin and Ms. LIU Hong (who are employees of the China Mobile Group), no Director is considered to have a material interest in the transactions contemplated under the CCT Agreements, and no other Directors had abstained from voting on the Board resolution approving the transactions contemplated under the CCT Agreements (including the annual caps).

## **EGM**

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, approve the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps).

To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, save for China Mobile International Holdings Limited (who holds 182,259,893 Shares), no Shareholders are required to abstain from voting on the relevant resolution at the EGM approving the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps).

A circular containing, among other things, (i) the details of the Software Products and Services Framework Agreement; (ii) the advice of the Independent Financial Adviser regarding the terms of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps); (iii) the recommendation of the Independent Board Committee to the Independent Shareholders as to how to vote at the EGM on the ordinary resolution regarding the approval of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps); and (iv) a notice of the EGM, will be despatched to the Shareholders on or before 2 December 2022, as additional time is required to prepare the required information to be incorporated in the circular.

## **DEFINITIONS**

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

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors

“BSS”	business support systems, used for the management of customer information, customer business and service processes and customer related services and resources, often used together with OSS to form end-to-end comprehensive business and operation management systems for the telecommunications industry
“CCT Agreements”	collectively, the Software Products and Services Framework Agreement, the Lease Framework Agreement and the Master Procurement Agreement
“China Mobile Group”	CMC and its associates
“CMC”	China Mobile Communication Co., Ltd., a company established in the PRC with limited liability and a wholly-owned subsidiary of China Mobile Limited
“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 Stock Exchange (stock code: 1675)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CRM”	customer relationship management
“Definitive Agreement(s)”	any individual definitive agreement(s) in respect of the transactions contemplated under the CCT Agreements (as the case may be) which may from time to time be entered into in pursuance thereto
“Director(s)”	the director(s) of the Company
“DSaaS”	data-driven operation, namely the data-driven SaaS operation services
“EGM”	an extraordinary general meeting of the Company to be convened for the Independent Shareholders to consider and, if thought fit, approve the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps)
“Group”	the Company and its subsidiaries

“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, established for the purpose of advising the Independent Shareholders as to whether the terms of the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole
“Independent Financial Adviser”	Red Sun Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders with regard to the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps)
“Independent Shareholders”	Shareholders who are not required under the Listing Rules to abstain from voting at the EGM to approve the Software Products and Services Framework Agreement and the transactions contemplated thereunder (including the annual caps)
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any its connected person(s)
“IoT”	the Internet of things
“Lease Framework Agreement”	the agreement entered into between the Company and CMC on 28 October 2022 in relation to, <i>inter alia</i> , the lease of workspace premises by the Group from the China Mobile Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Procurement Agreement”	the master information and telecommunication technology services and products procurement framework agreement entered into between the Company and CMC on 28 October 2022 in relation to the provision of information and telecommunication technology services and products by the China Mobile Group to the Group

“OSS”	operations support systems, a software solution used by telecommunications operators for supporting their network operations, often used together with BSS to support various end-to-end telecommunications services
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Software Products and Services Framework Agreement”	the agreement entered into between the Company and CMC on 28 October 2022 in relation to, <i>inter alia</i> , the provision of software products and related services by the Group to the China Mobile Group
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Three New Business”	consists of DSaaS, vertical industries and enterprise cloudification and OSS business
“%”	per cent.

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

Hong Kong, 28 October 2022

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

*Executive Directors: Dr. TIAN Suning, Mr. DING Jian and Mr. GAO Nianshu*

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

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