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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)

ADOPTION OF THE 2023 SHARE AWARD SCHEME

ADOPTION OF SHARE AWARD SCHEME

On 4 December 2023, the Board adopted the 2023 Share Award Scheme, which is a scheme funded solely by the existing Shares and will not involve the issue of any new Shares and shall be valid and effective for a term of 10 years. The purposes are (i) to recognise the contributions and fully motivate the potential and vitality of talents of the Eligible Persons, being those core management personnel of the Group; and (ii) to encourage the Eligible Persons to continue contributing to the strategic transformation, business growth and long-term development of the Group.

The 2023 Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of the 2023 Share Award Scheme will not be subject to Shareholders' approval.

ADOPTION OF SHARE AWARD SCHEME

On 4 December 2023, the Board adopted the 2023 Share Award Scheme with the principal terms and conditions summarized as follows:

1. Purposes of the 2023 Share Award Scheme

The purposes of the 2023 Share Award Scheme are (i) to recognise the contributions and fully motivate the potential and vitality of talents of the Eligible Persons, being those core management personnel of the Group; and (ii) to encourage the Eligible Persons to continue contributing to the strategic transformation, business growth and long-term development of the Group.

2. Nature of Awards

An Award gives a Selected Participant a conditional incentive, when the Award vests, to obtain the Award Shares or, if in the absolute discretion of the Board or the Remuneration Committee or their respective delegate(s), it is not practicable for the Selected Participant to receive the Award in Shares, the cash equivalent from the sale of the Award Shares. An Award includes all cash income from dividends in respect of those Shares from the date the Award is granted to the date the Award vests. For the avoidance of doubt, the Trust Management Committee at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Award Shares be paid to the Selected Participant even though the Award Shares have not yet vested.

Any Award Shares granted under the 2023 Share Award Scheme but not yet vested are personal to the Selected Participants to whom they are granted and cannot be assigned or transferred. The Company is entitled to cancel any outstanding Award or part thereof granted to such Selected Participant if there is any actual or purported breach of the foregoing.

3. Grant of Awards

The Board or the Remuneration Committee or their respective delegate(s) may, from time to time, at their absolute discretion, grant an Award to a Selected Participant by way of an Award Letter during the Award Period. The Award Letter will specify the Grant Date, the number of Award Shares underlying the Award, the vesting criteria and conditions, the Vesting Date and such other details as the Board, the Remuneration Committee or their delegate(s) may consider necessary.

Each grant of an Award to any Director shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of an Award).

The Scheme Rules do not specify the maximum entitlement for an individual participant, and the Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of Award Shares to connected persons of the Company. Since any grant of Award Shares to a Director will form part of the remuneration of the relevant Director under his/her service contract, such grant of Award Shares will be exempted from all the reporting, announcement and independent Shareholders' approval requirements under Rule 14A.95 of the Listing Rules.

4. Scheme Limit

The aggregate number of Shares underlying all grants made pursuant to the 2023 Share Award Scheme (excluding Award Shares which have been forfeited in accordance with the Scheme Rules) shall not exceed 5% (i.e. 46,765,215 Shares) of the total number of issued Shares as at the Adoption Date which can be adjusted and/or refreshed by the Board as it may deem appropriate.

5. Voting Rights

For Shares held under the Trust which have not been vested or granted to any Selected Participants, whether directly or indirectly, the Trustee shall abstain from voting with respect to such Shares on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

For vested Award Shares held under the Trust, neither the Selected Participant nor the Trustee is permitted to exercise any voting rights for such vested Award Shares, unless the Trustee follows the voting mechanism as set out below:

- (i) in respect of each general meeting of the Company, the Company will send a voting instruction form to each of the Selected Participants to solicit votes from such Selected Participants. The voting instruction form will be very similar to the proxy form for the relevant general meeting and will set out a general description of the resolutions proposed at the general meeting and will allow the Selected Participants to select whether to vote for or against each of the resolutions. A copy of the relevant corporate communication concerning matters to be proposed at such general meeting (such as Shareholders' circular and annual report) will also be made available to each of the Selected Participants so that the Selected Participants will have all relevant information for considering the relevant resolutions as if they were Shareholders. Each Selected Participant shall be entitled to one vote for each of the vested Award Shares. The Selected Participants will be required to return the signed and completed voting instruction forms to the Trust Management Committee by the deadline stated in the voting instruction form, which deadline shall be no less than seven (7) days before the time for holding the relevant general meeting and the Selected Participants will be given at least seven (7) days

to consider how they would like to cast their votes. In so far as the duly signed and completed voting instruction forms from the Selected Participants have been received by the Trust Management Committee prior to the proposed deadline, the Trust Management Committee will calculate the total of votes for and against each proposed resolution and will instruct the Trustee accordingly, and the Trustee shall vote only in accordance with the instructions of the Trust Management Committee which reflect the instructions of the Selected Participants; and

- (ii) for those Selected Participants who fail to return a duly signed and completed voting instruction form to the Trust Management Committee prior to the proposed deadline as set out in the voting instruction form, the Trust Management Committee will not give any instruction to the Trustee so that no votes will be cast for such Award Shares and the Trustee shall abstain from voting with respect to such Award Shares.

6. Operation of the 2023 Share Award Scheme

The Company may, at any time and from time to time, cause to be paid the necessary funds to the Trust for the purchase of the Shares through on-market transactions at the prevailing market price or off-market purchase at the price determined by the Company; or transfer to the Trust Shares repurchased by the Company subject to the compliance with the applicable rules and regulations; or instruct the Trustee to accept Shares transferred, gifted, assigned, or conveyed to the Trust from any Shareholder or any party designated by the Company from time to time in such number as such Shareholder or such party designated by the Company may at their sole and absolute discretion determine, for the operation of the 2023 Share Award Scheme.

7. Vesting of Awards

The Trust Management Committee may from time to time determine such vesting criteria and conditions or periods for the Award to be vested. The vesting criteria may comprise a mixture of attaining satisfactory key performance indicators components (including, without limitation, the regular performance review of the Group and/or departments' or individuals' business performance and financial performance) which may vary among the Selected Participants.

For the purposes of vesting of the Award, the Trust Management Committee may direct and procure the Trustee to either (i) release from the Trust, the Award Shares and Related Income derived from such Award Shares by transferring the relevant Award Shares to that Selected Participant; (ii) sell, on-market at the prevailing market price, the number of Award Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds arising from such sale based on the Actual Selling Price of such Award Shares and Related Income derived

from such Award Shares in cash as set out in the vesting notice; or (iii) carry out any other instruction as may be considered reasonable and appropriate by the Trust Management Committee.

8. Lapse of the Award

Any granted Awards shall lapse and not be vested in the Selected Participant on the earliest of:

- (i) seven (7) Business Days after the date of the commencement of the mandatory winding-up of the Company;
- (ii) seven (7) Business Days after the date on which the proposed compromise or arrangement between the Company and its Shareholders or creditors in connection with a scheme for the reconstruction or amalgamation of the Company (other than any relocation schemes as contemplated under Rule 7.14(3) of the Listing Rules) becomes effective;
- (iii) the end of the prescribed period (as set out in the Award Letter, if any) commencing from the date on which the Selected Participant ceases to be an Employee;
- (iv) the date on which the Selected Participant sells, transfers, charges, mortgages, encumbers or creates any interest in favor of any third party over or in relation to any Award (except for the transfer of the Awards to the Trustee as the Trustee may direct);
- (v) the date on which the Selected Participant commits a breach of any terms or conditions (if any) attached to the grant of the Award, unless otherwise resolved to the contrary by the Trust Management Committee; or
- (vi) the date on which the Trust Management Committee resolves that the Selected Participant has failed or otherwise is or has been unable to meet the continuing eligibility criteria as may be prescribed by the Trust Management Committee,

provided that a resolution of the Board to the effect that the Award shall lapse and not be vested on one or more of the grounds as specified above shall be conclusive and binding on the Selected Participant and that in each case above the Remuneration Committee and/or any one of the executive Directors in its/his absolute discretion may decide that such Award shall not so lapse or determine subject to such conditions or limitations as it/he/she may decide; and that any of such decision shall be conclusive and binding on the Selected Participant.

Notwithstanding any other provision in the 2023 Share Award Scheme, if the Selected Participant ceases to be an Employee before any vesting of the Award, the Trust Management Committee shall determine at its absolute discretion and shall notify the Selected Participant whether any unvested Awards granted to such

Selected Participant shall vest and the period within which such Awards shall vest. If the Trust Management Committee determines that such Award shall not be vested, such Award shall lapse automatically with effect from the date on which the Selected Participant's employment is terminated.

9. Termination

The 2023 Share Award Scheme shall terminate on the earlier of:

- (a) the end of the Award Period except in respect of any unvested Award Shares granted hereunder prior to the expiration of the 2023 Share Award Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the 2023 Share Award Scheme; and
- (b) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the Scheme Rules, provided further that for the avoidance of doubt, the change in the subsisting rights of a Selected Participant in this paragraph refers solely to any change in the rights in respect of the Award Shares already granted to a Selected Participant.

10. Administration of the 2023 Share Award Scheme

The Board has the power to administer the 2023 Share Award Scheme, including the power to construe, interpret and alter the Scheme Rules, the terms of the Awards granted under the 2023 Share Award Scheme, and where applicable, the Trust Deed. The Board may delegate the authority to administer the 2023 Share Award Scheme to such committees or other person(s) as deemed appropriate at the sole discretion of the Board. The Board or its delegate(s) may also appoint one or more independent third-party contractors to assist in the administration of the 2023 Share Award Scheme as they think fit.

11. Duration

Subject to any early termination as may be determined by the Board, the 2023 Share Award Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date, and thereafter for so long as there are any unvested Award Shares granted hereunder prior to the expiration of the 2023 Share Award Scheme.

LISTING RULES IMPLICATIONS

The 2023 Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of the 2023 Share Award Scheme will not be subject to Shareholders' approval.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions have the meanings ascribed to them below:

“2023 Share Award Scheme”	the 2023 Share Award Scheme adopted by the Company in accordance with the Scheme Rules on the Adoption Date
“Actual Selling Price”	the actual price at which the Award Shares are sold (factoring in net of brokerage, the Stock Exchange trading fees, the SFC transaction levies and any other applicable costs) on the vesting of an Award pursuant to the 2023 Share Award Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company, the consideration receivable under the related scheme or offer
“Adoption Date”	4 December 2023, being the date on which the Board approved the adoption of the 2023 Share Award Scheme
“Award”	an award granted by the Board or the Remuneration Committee or their respective delegate(s) to a Selected Participant, which may vest in the form of Award Shares or the value of the Actual Selling Price of the Award Shares in cash, as the Trust Management Committee may determine in accordance with the terms of the Scheme Rules
“Award Letter”	the letter issued by the Company to each Selected Participant in such form as the Board or the Remuneration Committee or their respective delegate(s) may from time to time determine, specifying the Grant Date, the number of Award Shares underlying the Award, the vesting criteria and conditions, the Vesting Date and such other details as they may consider necessary
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the tenth (10th) anniversary of the Adoption Date
“Award Share(s)”	the Share(s) granted under the 2023 Share Award Scheme to a Selected Participant in an Award
“Board”	the board of Directors
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities

“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
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	any core management personnel of the Group whom the Board or the Remuneration Committee or their respective delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group; however, no individual who is a resident in a place where the grant, acceptance or vesting of an Award pursuant to the 2023 Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Remuneration Committee or their respective delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the 2023 Share Award Scheme and such individual shall therefore be excluded from the term Eligible Person
“Employee”	any employee (whether full-time or part-time employee) of any members of the Group provided that such person shall not cease to be an employee in the case of any (a) leave of absence approved by the Group; or (b) transfer amongst the members of the Group or any successor, and provided further that an employee shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment
“Grant Date”	the date on which the grant of an Award is made to a Selected Participant, being the date of an Award Letter
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China

“Related Income”	all cash income derived from the Award Shares (i.e. cash dividends declared and paid on the Award Shares) excluding any interest earned on such cash income and held on Trust for the benefit of the Selected Participant
“Remuneration Committee”	the remuneration committee of the Company
“Scheme Limit”	the aggregate number of Shares underlying all grants made pursuant to the 2023 Share Award Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme Rules) shall not exceed 5% (i.e. 46,765,215 Shares) of the total number of issued Shares as at the Adoption Date which can be adjusted and/or refreshed by the Board as it may deem appropriate
“Scheme Rules”	the rules relating to the 2023 Share Award Scheme as amended from time to time
“Selected Participant(s)”	any Eligible Person approved for participation in the 2023 Share Award Scheme and who has been granted any Award pursuant to the Scheme Rules
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust duly constituted by the Trust Deed to service the 2023 Share Award Scheme
“Trust Deed”	the trust deed to be entered into between the Company as settlor and the Trustee (as may be restated, supplemented and amended from time to time)
“Trust Management Committee”	a sub-committee of the Board set up and delegated with the power and authority by the Board to administer the 2023 Share Award Scheme and the Trust
“Trustee(s)”	the trustee to be appointed by the Company for the purpose of the Trust which will be an independent third party and not connected with the Company or the Company’s connected persons

“Vesting Date” the date or dates, as determined from time to time by the Trust Management Committee, on which the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant Award Letter, unless a different Vesting Date is deemed to occur in accordance with the Scheme Rules

“%” per cent

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

Beijing, 4 December 2023

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