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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 RETIRING AUDITOR,
DECLARATION OF FINAL DIVIDEND,
AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The AGM of AsiaInfo Technologies Limited will be held at AsiaInfo Plaza, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Thursday, 28 May 2026. The notice of the AGM is set out on pages 38 to 44 of this circular.

Whether or not you are able to attend the AGM, you are advised to complete the proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

30 April 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at AsiaInfo Plaza, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Thursday, 28 May 2026, or any adjournment thereof and notice of which is set out on pages 38 to 44 of this circular
“Articles of Association”	the memorandum and articles of association of the Company
“AsiaInfo Security”	AsiaInfo Security Technology Co., Ltd. (亞信安全科技股份有限公司), a limited liability company incorporated in the PRC on 25 November 2014, whose shares are listed on the Shanghai Stock Exchange (stock code: 688225)
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System operated by the HKSCC
“Company”	AsiaInfo Technologies Limited (亞信科技控股有限公司), an international business company incorporated in the British Virgin Islands on 15 July 2003, whose Shares are listed on the main board of the Stock Exchange (stock code: 1675)
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares, or sell or transfer Treasury Shares not exceeding 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 April 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorised by the laws of the British Virgin Islands and the Articles of Association
“US”	the United States of America
“US\$”	United States 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. KWOK Bernard Chuen Wah

Non-executive Directors:

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

Independent non-executive Directors:

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

Registered office:

Craigmuir Chambers
Road Town
Tortola, VG1110
British Virgin Islands

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

AsiaInfo Plaza
10 Xibeiwang Dong Lu
Haidian District
Beijing 100193
PRC

*Principal place of business
in Hong Kong:*

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

30 April 2026

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 RETIRING AUDITOR,
DECLARATION OF FINAL DIVIDEND
AND
AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the details of: (a) the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; (c) the re-appointment of KPMG as the auditor of the Company; (d) the declaration of final dividend; and (e) the proposed amendments to the Articles of Association, and 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 Shares, or sell or transfer Treasury Shares, with an aggregate number not exceeding 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the resolution.

An ordinary resolution numbered 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, or Treasury Shares which may be sold or transferred under the General Mandate by adding to it the number representing the aggregate number of Shares repurchased pursuant to the Repurchase Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution numbered 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 (excluding Treasury Shares) as at the date of passing of the resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 14.18 of the Articles of Association, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than one-third) shall retire from office by rotation and shall be eligible for re-election at every annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years.

Pursuant to article 14.2 of the Articles of Association, any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and such Director shall be eligible for re-election at the relevant meeting. Dr. LIU Jun was appointed as an independent

LETTER FROM THE BOARD

non-executive Director on 5 February 2026. Accordingly, Dr. TIAN Suning, Mr. YANG Lin, Ms. LIU Hong, Dr. ZHANG Ya-Qin and Dr. LIU Jun 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 RETIRING AUDITOR

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

After the recommendation of the audit committee of the Company, the Board proposed the re-appointment of KPMG as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB5,500,000 to RMB6,200,000.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.054 per Share for the year ended 31 December 2025. Conditional upon the passing of the ordinary resolution numbered 4 by the Shareholders at the AGM, Shareholders registered under the register of members as of Monday, 8 June 2026 will be entitled to the final dividend. The final dividend will be paid in Hong Kong dollars and is expected to be paid on or around Monday, 22 June 2026. 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, 3 June 2026 to Monday, 8 June 2026, both days inclusive, 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 with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2026.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Articles of Association for the purposes of, among other things, (i) aligning the existing Articles of Association with the expanded paperless listing regime, the holding of hybrid and electronic meetings and permitting electronic voting by listed issuers, and the new treasury shares regime under the Listing Rules; and (ii) incorporating certain minor consequential and housekeeping amendments.

Detailed information of the proposed amendments to the Articles of Association is set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Company's legal advisers in respect of the Hong Kong law and the British Virgin Islands law have respectively confirmed that the proposed amendments comply with the applicable requirements of the Listing Rules and do not contravene or violate the laws of the British Virgin Islands. The Company also confirms that the proposed amendments are not unusual in the context of a British Virgin Islands company listed on the Stock Exchange.

The proposed amendments and the adoption of the amended and restated Articles of Association incorporating such amendments (which shall replace and supersede the existing Articles of Association) are subject to the approval of the Shareholders by way of a special resolution at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, 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. The record date for determining the eligibility to attend and vote at the above meeting will be Thursday, 28 May 2026. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2026.

PROXY FORM

Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.05A of the Listing Rules, trustees holding unvested Shares of the share award schemes of the Company, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. As at the Latest Practicable Date, the number of unvested and ungranted Shares held by the trustees of the share award schemes of the Company was 45,614,315. Save for those unvested Shares held by the said trustees, there is no Shareholder who has any material interest in those resolutions proposed at the AGM, therefore none of the Shareholders is required to abstain from voting on those resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 11.6 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the AGM, in good faith, allows a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM are all in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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

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

EXERCISE OF THE REPURCHASE MANDATE

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

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of issued Shares (excluding Treasury Shares) on the date of the passing of the ordinary resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Repurchase Mandate may be bought back. As at the Latest Practicable Date, the total number of issued Shares (excluding Treasury Shares) was 939,984,140. On the basis of such figure, the Directors would be authorised to repurchase up to 93,998,414 Shares during the period up to the date of the next annual general meeting of the Company in 2027, 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.

Upon the passing of the special resolution for the proposed amendments to the Articles of Association at the AGM, the Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

REASONS FOR AND FUNDING OF REPURCHASES

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

Repurchases of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the British Virgin Islands. The Company may not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The Articles of Association and the laws of the British Virgin Islands provide that the Company may not repurchase its own Share unless (i) the value of the Company's assets exceed its liabilities, and (ii) the Company is able to pay its debts as they fall due.

The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

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

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

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

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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

PUBLIC FLOAT

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares (excluding Treasury Shares) would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the twelve months preceding and up to and including the Latest Practicable Date are as follows:

Month	Highest HK\$	Lowest HK\$
2025		
April	9.57	6.60
May	10.86	8.67
June	10.28	8.41
July	13.00	8.63
August	12.06	9.81
September	12.88	9.58
October	10.44	8.36
November	9.19	7.65
December	8.47	7.22
2026		
January	10.06	7.37
February	8.60	7.15
March	7.16	5.62
April (up to and including the Latest Practicable Date)	6.36	5.72

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, underlying shares and debentures of the Company and/or its associated companies (within the meaning of Part XV of the SFO); (ii) held any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any major appointments or professional qualifications; and (iii) were related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

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

EXECUTIVE DIRECTOR

Dr. TIAN Suning (田溯寧)

Aged 63, co-founded the Group in 1994, is the chairman and an executive Director of the Company. Dr. TIAN has over 25 years of experience in the business of software products, provision of IT services and software solutions, and is primarily responsible for the overall strategic planning and business direction of the Group.

Dr. TIAN is the de facto controller of AsiaInfo Security Technology Co., Ltd. (亞信安全科技股份有限公司), a substantial shareholder, the shares of which are listed on the Shanghai Stock Exchange (stock code: 688225). Dr. TIAN served in various positions in China Netcom Group Corporation (Hong Kong) Limited. He served as the chief executive officer from 1999 to May 2006, as a director from August 2000 to July 2007 and as the vice chairman from April 2005 to July 2007. Dr. TIAN has been the founder and chairman of a private equity fund, China Broadband Capital Partners, L.P. since July 2006. Dr. TIAN was an independent non-executive director of Lenovo Group Limited (listed on the Stock Exchange) from August 2007 to July 2019. Dr. TIAN was an independent non-executive director of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司) (listed on the Shanghai Stock Exchange and the Stock Exchange) from June 2018 to October 2020. He was an independent director of Shanghai Pudong Development Bank Co., Ltd. (listed on the Shanghai Stock Exchange) from June 2016 to March 2018. He was also an independent non-executive director of Taikang Life Insurance Company Ltd. from July 2008 to July 2015. He was a non-executive director of Huayi Tencent Entertainment Company Limited (currently known as Hony Media Group) (listed on the Stock Exchange) from January 2008 to February 2016, and served as an independent non-executive director of MasterCard Incorporated (listed on the New York Stock Exchange) from March 2006 to June 2016 and a deputy chairman and a non-executive director of PCCW Limited (listed on the Stock Exchange) from April 2005 to July 2007.

Dr. TIAN currently serves as the director of the China Entrepreneur Club, and the vice chairman of the Internet Society of China, and Dr. TIAN was awarded the New Century Talents — National Candidates (新世紀百千萬人才國家級人選) issued by Ministry of Human Resources and Social Security of the PRC in 2004, and he was honoured as the Distinguished Person of China's Software Industry in 40 Years (中國軟件產業40年功勳人物) at the third China International Software Development Conference (中國國際軟件發展大會) in 2024.

Dr. TIAN obtained his Ph.D. degree in natural resource management from Texas Tech University in December 1993 and a Master of Ecology from Chinese Academy of Sciences in July 1988.

Dr. TIAN has entered into a service contract with the Company for a term of three years commencing from 30 December 2025, which may be terminated by not less than three months' notice in writing served by either Dr. TIAN or the Company and subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Dr. TIAN did not receive any Director's fee in cash, except the Company may grant to Dr. TIAN the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Dr. TIAN as an executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other comparable listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. TIAN was interested in 279,854,851 Shares pursuant to Part XV of the SFO.

NON-EXECUTIVE DIRECTORS

Mr. YANG Lin (楊林)

Aged 54, was appointed as a non-executive Director on 2 September 2020. Mr. YANG is a senior engineer. Mr. YANG currently serves as the deputy general manager of the government and enterprise division in the Xiong'an office of China Mobile Communications Group Co., Ltd. He joined the China Mobile Communications Corporation in June 1999. Mr. YANG has extensive experience in engineering construction management, supply chain management and DICT project management. Mr. YANG obtained his Bachelor's degree in Communications Engineering from the Beijing University of Posts and Telecommunications in 1994 and subsequently obtained a Master's degree in Business Administration from the China Europe International Business School in 2003.

Mr. YANG has entered into a service contract with the Company for a term of one year commencing from 2 September 2025, which may be terminated by not less than three months' notice in writing served by either Mr. YANG 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. YANG did not receive any Director's fee in cash except the Company may grant to Mr. YANG 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. YANG as a non-executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

Ms. LIU Hong (劉虹)

Aged 53, was appointed as a non-executive Director on 2 September 2020 and currently serves as a director and deputy general manager of China Mobile Information Technology Co., Ltd. From September 2010 to January 2018, Ms. LIU held the position of deputy general manager of the business support system department of China Mobile Communications Corporation. From June 2006 to September 2010, she served as the manager of the planning and construction division in the business support system department of China Mobile Group Corporation. Before that, Ms. LIU worked as a manager in the support office of China Mobile Group Corporation's billing business center from February 2002 to June 2006, and also respectively held the position of deputy director of the account clearing center, billing clearing center and the Beijing billing business center of China Mobile Group Corporation from January 2000 to February 2002. From August 1996 to January 2000, Ms. LIU successively worked in the billing center of the Mobile Communications Bureau of the Ministry of Posts and Telecommunications and the account clearing center of China Mobile Corporation (under preparation). Ms. LIU obtained her Bachelor's degree in Computer Mathematics and Application Software from the Beijing University of Technology in 1996, and subsequently obtained a Master's degree in Business Administration from Peking University in 2006.

Ms. LIU has entered into a letter of appointment with the Company for a term of one year commencing from 2 September 2025, which may be terminated by not less than three months' notice in writing served by either Ms. LIU or the Company, 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. Ms. LIU did not receive any Director's fee in cash except the Company may grant to Ms. LIU the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. The remuneration of Ms. LIU as a non-executive Director will be reviewed and recommended by the Remuneration Committee based on appropriate criteria including but not limited to meritocracy and common market practice for

comparable board compensations of other comparable listed issuers. Any such recommendation shall then be determined by the Board as authorised by the Shareholders in accordance with the Articles of Association.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. ZHANG Ya-Qin (張亞勤)

Aged 60, was appointed as an independent non-executive Director on 19 December 2018. Dr. ZHANG is the chair professor of AI Science at Tsinghua University and the director of the Institute for AI Industry Research (AIR) at Tsinghua University. He served as the president of Baidu, Inc. (百度公司) (listed on NASDAQ) from September 2014 to October 2019. Prior to serving as the president in Baidu, Dr. ZHANG worked at Microsoft Corporation (listed on NASDAQ) for 16 years, where he served as the senior corporate vice president, the chairman of Microsoft Asia-Pacific Research & Development Group, the managing director and chief scientist of Microsoft Research Asia, and corporate vice president of Microsoft and the chairman of Microsoft China successively.

Dr. ZHANG is a world-class scientist and entrepreneur in the field of digital video and Artificial Intelligence. He has more than 60 US patents, and also published more than 500 papers and 11 monographs. He is a member of the Artificial Intelligence Committee at the World Economic Forum in Davos, a member of the Steering Committee for Future Transportation, and chairman of the Apollo Alliance, the world's largest open platform for autonomous driving technology. He is also a corporate board director of The United Nations Development Programme (UNDP). Dr. ZHANG is a member of the Chinese Academy of Engineering (foreign nationality), a member of the American Academy of Arts and Sciences, and the Australian National Academy of Engineering (foreign nationality). He is also a fellow of the National Academy of Inventors (NAI), a member of the Eurasian Academy of Sciences and a fellow of the Chinese Association for Artificial Intelligence. He was awarded IEEE Fellow in 1997 at the age of 31, being the youngest scientist in history to receive this honour, and received the IEEE Technology Pioneer Award in 2004. He serves as a school manager, honorary or visiting professor at more than a dozen of the world's leading universities.

Dr. ZHANG served as a non-executive director in Fortescue Metals Group Ltd. (listed on the Australian Stock Exchange) and currently serves as a non-executive director in WPP PLC (listed on the London Stock Exchange) as well as Chinasoft International Limited (listed on the Stock Exchange) and an independent non-executive director of Horizon Robotics (listed on the Stock Exchange).

Dr. ZHANG obtained his Bachelor's degree in Radio Electronics and Master's degree in Telecommunication and Electrical Systems from the University of Science and Technology of China (中國科技大學) in July 1983 and January 1986, respectively. In February 1990, Dr. ZHANG obtained his Ph.D. degree in Electrical Engineering from The George Washington University, Washington D.C.

Dr. ZHANG has entered into a letter of appointment with the Company for a term of one year commencing from 30 December 2025, 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. Dr. ZHANG 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 Dr. ZHANG 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, Dr. ZHANG was deemed to be interested in 112,000 Shares as a result of his holding 112,000 share options pursuant to Part XV of the SFO.

Dr. LIU Jun (劉軍)

Aged 50, has extensive experience in artificial intelligence and Agent research and development.

Dr. LIU Jun currently serves as a faculty member and an associate professor at the School of Artificial Intelligence, Beijing University of Posts and Telecommunications (“BUPT”), the director of the Data Science Research Center at BUPT, and the chief scientist of the Agent Internet Branch of the China Association of Productivity Promotion Centers guided by the Science and Technology Department of the Ministry of Industry and Information Technology of the PRC.

Dr. LIU Jun's primary research focus is on Agent and the Agent Internet. Since 1998, he has been continuously and deeply engaged in the study of Agent-related theories and technologies. He has published more than 50 high-level papers indexed in SCI/EI journals, led the drafting of national standards for Agent interconnection, and his research achievements have won three provincial and ministerial-level Science and Technology Progress Awards. He has also guided students to win multiple national awards in various university student innovation and entrepreneurship projects.

From May 2007 to June 2012, Dr. LIU Jun served as the General Manager of Huancheng (Beijing) Technology Co., Ltd. From June 2003 to May 2007, he served as a senior researcher and department manager at IBM China Research Laboratory.

Dr. LIU Jun obtained his Bachelor's degree in Information Engineering in July 1998 and a Ph.D. degree in Signal and Information Processing in June 2003, respectively from BUPT.

Dr. LIU Jun has entered into a letter of appointment with the Company for a term of three years commencing from 5 February 2026, which may be terminated by not less than three months' notice in writing served by either Dr. LIU Jun or the Company, 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. Dr. LIU Jun is entitled to an annual Director's fee of US\$60,000 (or its equivalent in other currencies),

which has been determined by the Board with reference to his qualifications, working experience, responsibilities within the Company, prevailing market levels, and the Company's current remuneration policy, and upon the recommendation of the Remuneration Committee. The Company may also grant Dr. LIU Jun 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.

FURTHER INFORMATION IN RELATION TO THE RE-ELECTION OF THE DIRECTORS

The recommendation of the re-election of the above Directors to the Board was made in accordance with the Company's nomination policy and objective criteria (including without limitation professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. The Board has also taken into account the contributions of the above Directors and their commitment to their roles. The Company has also received the independence confirmation from the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and was satisfied with their independence.

In view of the above, the Board believes the above independent non-executive Directors are independent and the education, background and experience of each of the Directors will allow each of them to provide valuable insights and contribute to the diversity of the Board and therefore should be re-elected.

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.

Article No. Proposed Amendments (showing changes to the existing Memorandum of Association)

2.2 The Company was incorporated on the 15th day of July, 2003 pursuant to the International Business Companies Act 1984 and immediately prior to its automatic re-registration under the BVI Business Companies Act 2004, revised edition 2020, it was governed by the International Business Companies Act.

6.1 Each Share in the Company confers upon the Shareholder:

- (a) the right to one (1) vote on any Resolution of Members or Special Resolution of Members;
- (b) the right to an equal share in any dividend paid by the Company; and
- (c) the right to an equal share in the distribution of the surplus assets of the Company,

provided always that any Treasury Shares shall not confer upon the Company (as the holder thereof) any of the rights set out in paragraphs (a), (b) or (c) above and such rights shall be suspended for so long as such Shares are held as Treasury Shares.

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

1.1 *Act* shall mean the BVI Business Companies Act 2004, revised edition 2020, as amended from time to time, and includes the BVI Business Companies Regulations 2012, revised edition 2020 and any other regulations made under the Act.

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ASR Code shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.

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Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
	<p><i>Board</i> means shall mean the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present.</p> <p>.....</p>
	<p><u><i>Central Clearing and Settlement System</i></u> shall mean the Central Clearing and Settlement System operated by the HKSCC.</p> <p>.....</p>
	<p><i>Companies Ordinance</i> means shall mean the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time.</p> <p>.....</p>
	<p><i>electronic meeting</i> shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</p> <p>.....</p>
	<p><u><i>Electronic System</i></u> shall mean any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the Securities and Futures (Uncertificated Securities Market) Rules, including but not limited to the UNSRT System and any other clearing or settlement system.</p> <p>.....</p>
	<p><u><i>HKSCC</i></u> shall mean the Hong Kong Securities Clearing Company Limited.</p> <p>.....</p>

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

hybrid meeting shall mean 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.

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physical meeting shall mean 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.

prescribed securities shall have the meaning given to it under the Securities and Futures Ordinance.

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register of holders shall have the meaning given to it under the Securities and Futures (Uncertificated Securities Market) Rules.

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

Resolution of Members

shall mean either:
(a) a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person (whether physically or by virtual attendance with the use of technology) or, in the case of any member being a corporation, by its duly authorised representative(s) or, where proxies are allowed, by proxy(ies) (including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine) at a duly convened and constituted general meeting of the Company in accordance with the provisions of the Articles; or
(b) a written resolution signed by all the members in accordance with the provisions of the Articles.

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Securities and Futures Ordinance

shall mean the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.

Securities and Futures (Uncertificated Securities Market) Rules

shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.

SFC

shall mean the Securities and Futures Commission of Hong Kong.

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

Special Resolution of Members shall mean either:

- (a) a resolution passed by a majority of not less than three-fourths (3/4) of the votes of such members as, being entitled to do so, vote in person (whether physically or by virtual attendance with the use of technology) or, in the case of any member being a corporation, by its duly authorised representative(s) or, where proxies are allowed, by proxy(ies) (including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine) at a duly convened and constituted general meeting of the Company in accordance with the Articles; or
- (b) a written resolution signed by all the members in accordance with the provisions of the Articles.

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Treasury Share shall mean a share held by the Company in its own name as a treasury share that was previously issued but was purchased, redeemed, surrendered or otherwise acquired by the Company and not cancelled, in accordance with the Act.

uncertificated shall mean a share or other security of the Company that is not evidenced by a certificate and is recorded in the register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.

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

UNSR T System shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.

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 shares of that class present and voting in person (whether physically or by virtual attendance with the use of technology) or by proxy (including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine) at a separate meeting of the holders of shares of that class. In each such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* 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.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
2.12	<p>The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share. Shares that the Company purchases, redeems or otherwise acquires shall be cancelled, and no share shall be held as treasury share by the Company. <u>Shares that the Company purchases, redeems or otherwise acquires pursuant to these Articles may either be cancelled or held by the Company as Treasury Shares (to the extent permitted by the Act and the Listing Rules), in each case subject to and in accordance with the Act and the Listing Rules, provided that the number of shares purchased, redeemed or otherwise acquired and held as Treasury Shares, when aggregated with shares of the same class already held by the Company as Treasury Shares, may not exceed 50% of the shares of that class previously issued by the Company excluding shares that have been cancelled. Shares which have been cancelled shall be available for reissue. The Company may by a Resolution of Directors determine whether any shares so purchased, redeemed or otherwise acquired by the Company shall be cancelled or held as Treasury Shares. All rights and obligations attaching to a Treasury Share are suspended and shall not be exercised by the Company while it holds the share as a Treasury Share. Treasury Shares may be transferred by the Company on such terms and conditions (not otherwise inconsistent with the Act, the Listing Rules, the Memorandum and these Articles) as the Company may by a Resolution of Directors determine.</u></p>
2.13	<p>The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation <u>or hold by the Company as Treasury Shares, or, in the case of shares held in uncertificated form, by such electronic means or process as may be prescribed by the Board or the relevant system operator,</u> and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
3.2	If the Board considers it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the British Virgin Islands as the Board thinks fit. The principal register and the branch register(s) shall together be treated as the register for the purposes of these Articles. <u>The register may be maintained in electronic form and may reflect holdings in both certificated and uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the register with any Electronic System.</u>
3.5	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 and the register of holders shall during business hours be kept open to the inspection of any member <u>or any holder of the prescribed securities (as the case may be)</u> without charge.
3.8	Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25 (or such lesser sum as the Company may prescribe), for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of ten (10) days commencing on the date following the day on which the request is received by the Company.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
3.10	<p>Every person whose name is entered as a member in the register shall be entitled to hold their shares in uncertificated form through the <u>UNSRT System, the Central Clearing and Settlement System or any other system approved under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, as applicable, in compliance with the Listing Rules and other relevant regulations.</u> Where share certificates are issued, every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Act, <u>the ASR Code or as by the Stock Exchange</u> may from time to time determine, whichever is shorter, <u>if such a time limit is applicable</u>, and subject to payment of any fees which may be payable pursuant to Article 6.8, after allotment or lodgment of transfer, or within such other period as the conditions of issue shall provide, one (1) certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an exchange board lot, such number of certificates for shares in exchange board lots or multiples thereof as he shall request and one (1) for the balance (if any) of the shares in question, provided that, (a) in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one (1) of several joint holders shall be sufficient delivery to all such holders; and (b) any request for more than one (1) certificate shall be subject to payment to the Company for every certificate after the first of such reasonable out-of-pocket expenses as the Board may determine from time to time. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register. <u>The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer and registration of its prescribed securities, including electronic processes for corporate actions, as required by the uncertificated securities market regime or the ASR Code.</u></p>
3.11	<p>Every certificate for <u>Where</u> shares or debentures or representing any other form of security <u>securities</u> of the Company <u>are issued in certificated form</u>, such certificate shall be issued under the seal of the Company, which shall only be affixed with the authority of the Board.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
3.12	Every Where share certificates are issued, they shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.
3.14	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules <u>or prescribed by the ASR Code</u> (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.
5.10	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy <u>(including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine)</u> , or be counted in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
6.2	<p>The For certificated shares, the instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee, provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee, provided that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, where the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one (1) of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof. <u>Notwithstanding the aforesaid but subject to the Act and all applicable laws and regulations, including without limitation the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System or any other system approved by the Stock Exchange or the SFC, without the need for a written instrument of transfer. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default.</u></p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
6.6	<p data-bbox="475 353 1414 421">The Board may also decline to register any transfer of any shares unless:</p> <ul style="list-style-type: none"><li data-bbox="475 463 1414 570">(a) a fee of such maximum as the Stock Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company;<li data-bbox="475 612 1414 910">(b) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares <u>(if one has been issued)</u> to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);<li data-bbox="475 953 1414 1017">(c) <u>if applicable</u>, the instrument of transfer is in respect of only one (1) class of shares;<li data-bbox="475 1059 1414 1166">(d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four (4);<li data-bbox="475 1208 1414 1283">(e) the shares concerned are free from any lien in favour of the Company; and<li data-bbox="475 1325 1358 1355">(f) if applicable, the instrument of transfer is properly stamped.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
6.8	<p>Upon every transfer of shares, the certificate (if one has been issued) held by the transferor shall be given up for cancellation and shall forthwith be cancelled accordingly and a new certificate shall, <u>upon request by the transferee and subject to the Board resolving to issue share certificate(s)</u>, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Stock Exchange <u>or the ASR Code</u> may from time to time determine to be payable (or such lesser sum as the Board may from time to time require), to the transferee in respect of the shares transferred to him. If any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, <u>upon request by the transferor and subject to the Board resolving to issue share certificate(s)</u>, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Stock Exchange <u>or the ASR Code</u> may from time to time determine to be payable (or such lesser sum as the Board may from time to time require). The Company shall also retain the instrument(s) of transfer. <u>Where shares are transferred in uncertificated form, no certificate shall be required to be surrendered or issued, and the transfer of shares shall be registered in accordance with the applicable uncertificated securities regime.</u></p>
7.4	<p>A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share. Subject to the compliance with requirements of Article 12.3, such person may vote at meetings <u>(whether physically or by virtual attendance with the use of technology).</u></p>
10.1	<p>The Company shall hold a general meeting as its annual general meeting in each financial year within six months after the end of the Company's financial year. 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.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
10.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened 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 <u>excluding Treasury Shares</u> 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), 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.</p>
11.2	<p>For all purposes the quorum for a general meeting shall be two (2) members present (including attendance by electronic means)<u>(whether physically or by virtual attendance with the use of technology)</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 <u>(whether physically or by virtual attendance with the use of technology)</u> 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>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
11.3	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and <u>where applicable, place and in such form and manner referred to in Article 10.2</u> as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative), <u>whether physically or by virtual attendance with the use of technology,</u> or by proxy shall be a quorum and may transact the business for which the meeting was called.
11.4	<u>(i) The chairman of the board of Directors shall take the chair at every general meeting, or, if there is no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as chairman of the general meeting, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, the members present (whether in person or represented by proxy or duly authorised representative) shall choose one (1) of their own number to be chairman of the general meeting, whether physically or by virtual attendance with the use of technology. (ii) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 11.4(i) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
12.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) <u>(whether physically or by virtual attendance with the use of technology)</u> shall have one (1) vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy shall have one (1) vote for each share registered in his name in the register. On a poll a member entitled to more than one (1) vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, <u>(i) where more than one (1) proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one (1) vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll, and (ii) votes (whether on a show of hands or by way of poll) may be cast by members by electronic means, if such means are provided.</u></p>
12.4	<p>Where there are joint registered holders of any share, any one (1) of such persons may vote at any meeting, either personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one (1) of such joint holders is present at any meeting personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy, the person so present being the more or most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>
12.6	<p>Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member), or to be counted in a quorum, either personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy at any general meeting.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
12.8	<p>Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote on his behalf and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy <u>(including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine)</u>. A proxy need not be a member. A member may appoint any number of proxies to attend on his behalf at any one (1) general meeting (or at any one (1) class meeting).</p>
12.10	<p>.....</p> <p>(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 <u>(whether physically or by virtual attendance with the use of technology)</u> at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
22.22	<p>Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk. The payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. <u>For the avoidance of doubt, any such amount may also be paid by electronic funds transfer or other electronic means on such terms and conditions as the Board may determine, and any such payment shall be at the risk of the person entitled to such payment.</u></p>
26.11	<p>To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 26.10 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon, <u>in the same manner as notices may be served by the Company as provided in these Articles (including electronic means).</u></p>

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
28.1	<p>Except as otherwise provided in these Articles, any notice or document <u>(including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules)</u> may be served by the Company and any notices <u>(including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules)</u> may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company <u>without the need for any additional consent or notification</u> or by placing it on the Company’s Website <u>without the need for any additional consent or notification</u>, provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing; or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>
<u>28.13</u>	<p><u>Every person who is entitled to receive notice (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) from the Company under the provisions of the Act or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p>

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

36

UNCERTIFIED SECURITIES AND ELECTRONIC PROCESS

The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, to facilitate the holding, transfer and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the Stock Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the British Virgin Islands.

Article No.	Proposed Amendments (showing changes to the existing Articles of Association)
<u>37</u>	<p data-bbox="475 351 1407 421"><u>PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS</u></p> <p data-bbox="475 463 1407 570"><u>To the extent permitted by the laws of the British Virgin Islands and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:</u></p> <p data-bbox="475 612 1407 1017">(a) <u>accept instructions from members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and</u></p> <p data-bbox="475 1059 1407 1504">(b) <u>pay any corporate action proceeds (including proceeds paid by the Company to members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.</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, 10 Xibeiwang Dong Lu, Haidian District, Beijing, PRC at 10:00 a.m. on Thursday, 28 May 2026 (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 2025.
2. (a) To re-elect the following retiring Directors:
 - (i) Dr. TIAN Suning as an executive Director;
 - (ii) Mr. YANG Lin as a non-executive Director;
 - (iii) Ms. LIU Hong as a non-executive Director;
 - (iv) Dr. ZHANG Ya-Qin as an independent non-executive Director; and
 - (v) Dr. LIU Jun as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2026.
4. To declare a final dividend of HK\$0.054 per share of the Company (the “**Share(s)**”) for the year ended 31 December 2025.

NOTICE OF ANNUAL GENERAL MEETING

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 and to make or grant offers, agreements and options which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to approval in paragraph (i) above shall not exceed the aggregate of:
 - (a) 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing this resolution; plus
 - (b) (if the Board is so authorised by resolution numbered 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 (excluding treasury Shares) as at the date of passing this resolution), and the said approval shall be limited accordingly,

otherwise than pursuant to:

- (1) any Rights Issue (as defined hereinafter);
- (2) the grant or exercise of any option or award under any share schemes adopted by the Company;
- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares; and

(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (3) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company’s shareholders in general meeting; and

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

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

(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

NOTICE OF ANNUAL GENERAL MEETING

accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

- (ii) the aggregate number of the Shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (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 sell or transfer additional treasury Shares, and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 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, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the said resolutions.”

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 30 April 2026 (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

NOTICE OF ANNUAL GENERAL MEETING

chairman of the AGM, which consolidates all the proposed amendments 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, 30 April 2026

Registered office:
Craigmuir Chambers
Road Town
Tortola, VG1110
British Virgin Islands

Principal place of business in Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street, Causeway Bay
Hong Kong

*Principal place of business and
head office in China:*
AsiaInfo Plaza
10 Xibeiwang Dong Lu
Haidian District
Beijing 100193
PRC

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed proxy form must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, in order to determine the eligibility of shareholders to attend the AGM, during which period no share transfers will be registered. The record date for determining the eligibility to attend and vote at the above meeting will be Thursday, 28 May 2026. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2026.
- (v) The register of members of the Company will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, 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 branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2026.

NOTICE OF ANNUAL GENERAL MEETING

- (vi) In respect of resolutions numbered 2(a)(i) to (v) above, Dr. TIAN Suning, Mr. YANG Lin, Ms. LIU Hong, Dr. ZHANG Ya-Qin and Dr. LIU Jun will retire, and be eligible to be re-elected. Details of the above retiring Directors proposed for re-election are set out in Appendix II to the circular dated 30 April 2026 (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.
- (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.