



AsiaInfo Technologies Limited

亞信科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(the “**Company**”)

(Stock Code: 1675)

Nomination Committee Terms of Reference

(Adopted by the Board of Directors of the Company on November 26, 2018)

1. Constitution

The board of directors of the Company (the “**Board**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below.

2. Members

- 2.1 The Nomination Committee shall be appointed by the Board and consist of not less than three (3) members, the majority of whom shall be independent non-executive directors of the Company.
- 2.2 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director of the Company (the “**Chairman**”).
- 2.3 The quorum for a meeting of Nomination Committee shall be two (2) members, one (1) of whom shall be an independent non-executive director of the Company. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee. Members of the Nomination Committee shall attend the meeting in person or through electronic communications of, including but not limited to, telephone or video conference.

3. Secretary

The company secretary of the Company or his/her delegate shall be the secretary of the Nomination Committee.

4. Authority

- 4.1 The Nomination Committee is authorized by the Board to act within the scope of the terms of reference. It is authorized to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Nomination Committee.
- 4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee shall seek independent professional advice at the Company's expense but subject to prior discussion with the Board on costs to perform its responsibilities.

5. Duties

The duties of the Nomination Committee are to:

- 5.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.3 assess the independence of independent non-executive directors;
- 5.4 make recommendations to the Board on matters in relation to the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive officer; and
- 5.5 perform tasks as assigned by the Board from time to time.

6. Notice of Meetings

- 6.1 A meeting of the Nomination Committee may be convened by any of its members through the company secretary of the Company.
- 6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents shall be sent to all members of the Nomination Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7. Frequency and Proceedings of Meetings

- 7.1 The Nomination Committee shall meet at least once every year or at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or other regulatory requirements applicable to the Company from time to time.

7.2 The Chairman may convene additional meetings at his discretion.

7.3 The meetings of the Nomination Committee shall be convened only if more than half of its members are present; each member shall have one vote; the resolutions made at the meetings shall be passed by more than half of all members.

8. Reporting Procedures

8.1 The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.

8.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe that individual shall be elected and the reasons why they consider him to be independent.

8.3 The Nomination Committee shall have a policy concerning diversity of board members, and shall disclose the policy or a summary of the policy in the corporate governance report.

9. Minutes

9.1 Minutes of the Nomination Committee meetings shall be kept by the the office of the board of directors and shall be open for inspection at any reasonable time on reasonable notice by any director.

9.2 Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

10. General

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
- 10.2 The Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Nomination Committee.
- 10.3 The Nomination Committee shall make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website (www.asiainfo.com).

Note: This document was drafted in Chinese. The English translation is for reference only. Should any discrepancies arise between the Chinese version and the English version of this document, the Chinese version shall prevail.