



## 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)**

## BOARD DIVERSITY POLICY

### 1 PURPOSE

The purpose of this policy (this “**Policy**”) is to set out the principles and measurable objectives of AsiaInfo Technologies Limited (the “**Company**”) in relation to the diversity of the membership of the board of directors (the “**Board**”) in order to enhance the effectiveness of the Board and corporate governance and to achieve sustainable development.

### 2 SCOPE OF APPLICATION

This Policy applies to the Board of AsiaInfo Technologies Limited.

### 3 POLICY STATEMENT

- 3.1 The Company embraced the benefits of having a diverse Board to the quality of its performance.
- 3.2 Board appointments will be based on meritocracy, taking into account the skills and experience required for the good functioning of the Board as a whole, and with due regard to the measurable objectives of diversity of the Board, which shall be considered and determined in a holistic manner.
- 3.3 The composition of the Board will be disclosed in the Corporate Governance Report in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

### 4 MEASURABLE OBJECTIVES

- 4.1 In selecting the members of the Board, the Company will consider the diversity of the Board in a number of measurable aspects, including but not limited to independence, cultural and educational background, professional skills and experience, age, gender, ethnicity, a balanced mix of knowledge and skills amongst the directors, and other qualities that are essential to the Company’s business. The final decision will be based on the strengths and contributions that the selected candidate will bring to the Board.

- 4.2 Independence: There should be a balanced composition of executive and non-executive directors (including independent non-executive directors) on the Board to ensure that the Board is independent and able to exercise independent judgment effectively. In order to be committed to maintaining good corporate governance, not less than one-third of the Board members should be independent non-executive directors.
- 4.3 Cultural and Educational Backgrounds: The Board actively includes directors from different cultural and educational backgrounds in order to promote cultural exchange and cooperation, and to enhance the scientific nature of the Board's decision-making.
- 4.4 Professional Skills and Experience: The Board shall possess a variety of skills appropriate to the business needs of the Company and be able to provide the Company with experience in different business areas, including knowledge and experience in business management, communications and IT technologies, software solutions, finance, investment, auditing and accounting. There should be a balanced mix of knowledge and skills amongst the directors to ensure that the Board members have complementary valuable experience, knowledge and expertise in key areas such as finance, legal internal control, strategy, communications and IT technology, capital markets, etc., so as to enable the Board to operate in an efficient and effective manner and to serve the Company's overall operation and development strategy.

During their tenure of office, the Company has provided training to all directors on directors' duties, the Listing Rules and corporate governance and comprehensive internal training to the executive directors to develop and update their knowledge and skills to ensure that they continue to contribute to the Board in a fully informed and relevant manner.

- 4.5 Age: The Board will consider the balance of age and experience, aim to build a Board with a reasonable age structure, experience and foresight to facilitate the transition and transfer of knowledge between the old and the new.
- 4.6 Gender: The Board will strive to achieve and ensure an appropriate balance of male and female directors to avoid a single-sex Board. At the same time, the Board will make reference to international and local regulatory requirements and take into account shareholders' expectations and, where necessary, the Nomination Committee of the Company (the "**Nomination Committee**") will recruit or assist in identifying potential female directors to further enhance the proportion of female directors on the Board and each committees.
- 4.7 Diversity of Senior Management and Employees: In addition to the diversity of the Board, taking into account the various factors of a good corporate governance structure, the Company will endeavor to promote a diverse culture of the Company as well as the diversity of the Company's senior management and employees as far as practicable in order to enhance the overall effectiveness of its corporate governance.
- 4.8 The Company will conduct a formal evaluation of the performance of the Board every two years to ensure that the skills, experience and diversity of the Directors are in line with the overall operational and strategic development of the Company.

## **5 MONITORING AND REVISION**

- 5.1 This Policy is subject to annual review by the Nomination Committee. The Nominating Committee will monitor and evaluate the Board Diversity Policy from time to time to ensure that it is current and effective.
- 5.2 The Nomination Committee will discuss any amendments to the Policy and submit proposed amendments to the Board for approval.

## **6 DISCLOSURE**

- 6.1 This Policy will be published on the Company's website ([www.asiainfo.com](http://www.asiainfo.com)) for public information access.
- 6.2 A summary of this Policy together with the measurable objectives set for implementing of this Policy, and the progress and review of the achievement of those objectives will be disclosed in the annual Corporate Governance Report of the Company.

## **7 EFFECTIVENESS AND INTERPRETATION**

- 7.1 This Policy shall be effective from the date of its approval by the Board and any amendments thereto.
- 7.2 The interpretation right of this Policy shall belong to the Nomination Committee.