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**中國民航信息網絡股份有限公司**  
**TravelSky Technology Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 0696)**

**NOTICE OF 2012 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 annual general meeting (the “**AGM**” or “**Annual General Meeting**”) of TravelSky Technology Limited ( the “**Company**”) shall be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, 18 June 2013 for the purpose of considering and approving, if appropriate, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 22 April 2013):

**ORDINARY RESOLUTIONS**

1. To consider and approve the resolution in relation to the report of the Board of the Company for the year ended 31 December 2012.
2. To consider and approve the resolution in relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2012.
3. To consider and approve the resolution in relation to the audited financial statements of the Group (i.e. the Company and its subsidiaries) for the year ended 31 December 2012.
4. To consider and approve the resolution in relation to the allocation of profit and distribution of final dividend for the year ended 31 December 2012.
5. To consider and approve the resolution in relation to the re-appointment of auditors for the year ending 31 December 2013 and the authorization to the Board to fix the remuneration thereof.
6. To consider and approve the election of the Directors of the fifth session of the Board of the Company:
  - 6.1 To consider and approve the resolution in relation to the re-appointment of Mr. Xu Qiang as the executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;

- 6.2 To consider and approve the resolution in relation to the re-appointment of Mr. Cui Zhixiong as the executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.3 To consider and approve the resolution in relation to the re-appointment of Mr. Xiao Yinhong as the executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.4 To consider and approve the resolution in relation to the re-appointment of Mr. Wang Quanhua as the non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.5 To consider and approve the resolution in relation to the re-appointment of Mr. Sun Yude as the non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.6 To consider and approve the resolution in relation to the appointment of Mr. Cai, Kevin Yang as the non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.7 To consider and approve the resolution in relation to the re-appointment of Mr. Cheung Yuk Ming as the independent non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.8 To consider and approve the resolution in relation to the re-appointment of Mr. Pan Chongyi as the independent non-executive Director of the fifth session of the Board of the Company for a term of office of two years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
  - 6.9 To consider and approve the resolution in relation to the appointment of Mr. Zhang Hainan as the independent non-executive Director of the fifth session of the Board of the Company for a term of office of two years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration.
7. To consider and approve the election of certain Supervisors of the fifth session of the Supervisory Committee of the Company:
    - 7.1 To consider and approve the resolution in relation to the re-appointment of Ms. Zeng Yiwei as the shareholder representative Supervisor of the fifth session of the Supervisory Committee of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine her remuneration;

- 7.2 To consider and approve the resolution in relation to the appointment of Mr. He Haiyan as the shareholder representative Supervisor of the fifth session of the Supervisory Committee of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;
- 7.3 To consider and approve the resolution in relation to the re-appointment of Mr. Rao Geping as the independent Supervisor of the fifth session of the Supervisory Committee of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration.

### **SPECIAL RESOLUTIONS**

8. To consider and approve the resolution in relation to the authorization of a general mandate to the Board of the Company to issue new H Shares and Domestic Shares of the Company:

**“THAT:**

- (a) Subject to paragraphs (c) and (d) below and in accordance with the Listing Rules, the Company Law, and other applicable laws and regulations (as amended from time to time), a general unconditional mandate be and is hereby granted to the Board to exercise once or more during the Relevant Period (as defined in paragraph (e) below) all the powers of the Company to allot, issue or otherwise deal with new shares on such terms and conditions the Board may determine and that, in the exercise of the powers to allot and issue shares, the authority of the Board shall include, but not limited to the followings:
- (i) the determination of the class and number of the shares to be allotted;
  - (ii) the determination of the issue price of the new shares;
  - (iii) the determination of the opening and closing dates of the issue of new shares;
  - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
  - (v) to make or grant offers, agreements and options which might require the exercise of such powers; and
  - (vi) in the case of an offer or issue of shares to the shareholders of the Company, excluding shareholders who are residents outside the PRC or the Hong Kong Special Administrative Region of the PRC, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board considers expedient;
- (b) upon the exercise of the powers granted under paragraph (a), the Board may during the Relevant Period (as defined in paragraph (e) below) make or grant offers, agreements and options which might require the shares relating to the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period (as defined in paragraph (e) below);

- (c) the aggregate nominal amount of the new Domestic Shares and new H Shares to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the Board pursuant to the authority granted under paragraph (a) above shall not exceed 20% of the Domestic Shares and H Shares in issue as at the date of passing of this resolution respectively;
- (d) the Board in exercising the powers granted under paragraph (a) above shall (i) comply with the Company Law or other applicable laws and regulations of the PRC, and the Listing Rules and (ii) (if required) be subject to the approvals of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (ii) the expiration of a 12-month period following the passing of this special resolution; or
  - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in any general meeting; and
- (f) subject to the Listing Committee of the Stock Exchange granting or agreeing to grant listing of, and permission to deal in, the H Shares proposed to be issued by the Company and (if required) the approval of China Securities Regulatory Commission for the issue of shares by the Company, the Board be and is hereby authorized to amend, as they may deem appropriate and necessary, the articles of association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the powers granted under paragraph (a) to allot and issue new shares.”.

9. To consider and approve the resolution in relation to the authorization of a general mandate to the Board of the Company to repurchase H Shares of the Company:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below and in compliance with all applicable laws, rules, and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, a general and unconditional mandate be and is hereby granted to the Board to exercise once or more the powers of the Company to repurchase the issued H Shares on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;

- (c) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to be held on Tuesday, 18 June 2013 (or on such adjourned date as may be applicable) for such purpose;
  - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
  - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the Articles of the Company;
- (d) for the purpose of this special resolution, "**Relevant Period**" means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution; or
  - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in any general meeting or by a special resolution of H Shareholders or Domestic Shareholders at their respective class meetings.
- (e) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and be hereby authorised to:
- (i) amend the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
  - (ii) file the amended Articles with the relevant governmental authorities of the PRC."

By order of the Board  
**TravelSky Technology Limited**  
**Xu Qiang**  
*Chairman*

Beijing, the People's Republic of China  
22 April 2013

*Notes:*

1. Details of the above resolutions are set out in the appendices to the circular dated 22 April 2013.
2. For the purpose of determining Shareholders' entitlement to attend the AGM, the H Share register of members of the Company will be closed from Sunday, 19 May 2013 to Tuesday, 18 June 2013 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Thursday, 16 May 2013. H Shareholders whose name appear on the Register of Members of the Company maintained by Hong Kong Registrars Limited on or before the above date will be eligible to attend the AGM.
3. The Board has recommended a final dividend of RMB0.133 per Share (tax inclusive) for the year ended 31 December 2012 and, if such dividend is approved by the Shareholders upon passing the resolution No. 4, it is expected to be paid to those Shareholders whose names appear on the register of members of the Company on Thursday, 27 June 2013.

To determine the identity of the Shareholders entitled to receive the final dividend, **the Company's register of members will be closed from Saturday, 22 June 2013 to Thursday, 27 June 2013 (both days inclusive) during which period no transfer of H Shares will be registered.** In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the Registrar, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong **by 4:30 p.m. on Friday, 21 June 2013.**

4. In accordance with the relevant requirements of the Listing Rules, the resolutions set out in the notice of the AGM will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.
5. Each shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on behalf of him/her. A proxy needs not to be a Shareholder of the Company.
6. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be completed and deposited at the Company's registered office (for A Shareholders) or the Registrar of the Company (for H Shareholders), at least 24 hours before the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the AGM or any adjournment thereof should he/she so wish.
7. In case of joint shareholdings and the shareholder or the proxy attending the AGM is more than one person, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names appear in the register of members of the Company in respect of the joint shareholdings.
8. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the registered address of the Company on or before Tuesday, 28 May 2013 in person, by mail or by fax.
9. The AGM is expected to last for half a day. Shareholders (or their proxies) attending the AGM shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the AGM.

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

*Executive Directors: Mr. Xu Qiang (Chairman), Mr. Cui Zhixiong and Mr. Xiao Yinhong;*

*Non-executive Directors: Mr. Wang Quanhua, Mr. Sun Yude and Mr. Xu Zhao;*

*Independent non-executive Directors: Mr. Cheung Yuk Ming, Mr. Zhou Deqiang and Mr. Pan Chongyi.*