

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, stock broker, solicitor, professional accountant or other appropriate independent advisers.

If you have sold or transferred all your shares in TravelSky Technology Limited, you should at once hand this circular together with the accompanying forms of proxy and reply slips to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**(1) PROPOSED RE-ELECTION AND APPOINTMENT OF
DIRECTORS AND SUPERVISORS;
(2) PROPOSED GRANT OF ISSUE MANDATE;
(3) PROPOSED GRANT OF REPURCHASE MANDATE;
(4) NOTICE OF 2012 ANNUAL GENERAL MEETING;
(5) NOTICE OF 2013 FIRST H SHAREHOLDERS'
CLASS MEETING;
AND
(6) NOTICE OF 2013 FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING**

A notice convening the AGM to 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 is set out on pages 7 to 13 of this circular.

A notice convening the H Shareholders' Class Meeting to be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013 immediately following the conclusion of the AGM or any adjournment thereof is set out on pages 14 to 16 of this circular.

A notice convening the Domestic Shareholders' Class Meeting to be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013 immediately following the conclusion of the AGM and the H Shareholders' Class Meeting or any adjournment thereof is set out on pages 17 to 19 of this circular.

Whether or not you are able to attend the AGM and/or the Class Meeting(s), you are advised to read the notice(s) of the AGM and/or the Class Meeting(s) and to complete the accompanying form(s) of proxy in accordance with the instructions printed thereon and return the same to the Registrar of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) or the registered office of the Company at 7 Yu Min Da Street, Houshayu Town, Shunyi District, Beijing 101308, the PRC (in case of Domestic Shareholders), no later than 24 hours before the time stipulated for convening the relevant meeting(s) or any adjourned meeting(s) thereof. Completion and delivery of the form(s) of proxy will not prevent you from attending, and voting at, the relevant meeting(s) or any adjournment thereof if you so wish.

If you intend to attend the AGM and/or the Class Meeting(s) in person or by proxy, you are required to complete and return the reply slip(s) to the Company's registered office, on or before Tuesday, 28 May 2013.

22 April 2013

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF 2012 ANNUAL GENERAL MEETING	7
NOTICE OF 2013 FIRST H SHAREHOLDERS' CLASS MEETING	14
NOTICE OF 2013 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING	17
APPENDIX I - BUSINESS TO BE CONSIDERED AT THE AGM AND CLASS MEETINGS	20
APPENDIX II - EXPLANATORY STATEMENT ON REPURCHASE MANDATE	27
APPENDIX III - BIOGRAPHIC DETAILS OF THE PROPOSED DIRECTORS	31
APPENDIX IV - BIOGRAPHIC DETAILS OF THE PROPOSED SUPERVISORS	36

DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the 2012 annual general meeting of the Company to be held at 9:30 a.m. on Tuesday, 18 June 2013 for the purpose of, among other things, approving the re-election and appointment of directors and supervisors, the grant of the Issue Mandate and the Repurchase Mandate, the notice of which is set out on pages 7 to 13 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	have the meaning ascribed to it under the Listing Rules
“Board”	the board of the Directors
“Class Meetings”	collectively, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting
“Company”	TravelSky Technology Limited, a company incorporated under the laws of the PRC whose H Shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in the United States of America
“Company Law”	the Company Law of the PRC (中華人民共和國公司法) (as amended from time to time)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholder(s)”	holder(s) of Domestic Shares

DEFINITIONS

“Domestic Shareholders’ Class Meeting”	the 2013 first Domestic Shareholders’ class meeting of the Company to be held on Tuesday, 18 June 2013 immediately following the conclusion of the AGM and the H Shareholders’ Class Meeting or any adjournment thereof for the purpose of approving the grant of the Repurchase Mandate, the notice of which is set out on pages 17 to 19 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange are traded in HK dollars (Stock Code:696)
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2013 first H Shareholders’ class meeting of the Company to be held on Tuesday, 18 June 2013 immediately following the conclusion of the AGM or any adjournment thereof for the purpose of approving the grant of the Repurchase Mandate, the notice of which is set out on pages 14 to 16 of this circular
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Board by the Shareholders at the AGM to issue not more than 20% of each of the Domestic Shares and H Shares in issue as at the date of passing the resolution, at any time during the period specified in the relevant resolution set out in the notice of the AGM
“Latest Practicable Date”	15 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

DEFINITIONS

“PRC” or “China”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong and the Macau Special Administrative Region
“Registrar”	the Hong Kong share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Repurchase Mandate”	subject to the conditions set out in the proposed resolutions approving the repurchase mandate at the AGM and the Class Meetings, the general mandate granted by the Shareholders to the Board to repurchase not more than 10% of the H Shares in issue as at the date of passing of the relevant resolutions
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“Shares”	H Shares and Domestic Shares
“Shareholders”	H Shareholders and Domestic Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Code on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD



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)

Directors:

Xu Qiang (Chairman)[#]

Cui Zhixiong[#]

Xiao Yinhong[#]

Wang Quanhua^{##}

Sun Yude^{##}

Xu Zhao^{##}

Cheung Yuk Ming^{###}

Zhou Deqiang^{###}

Pan Chongyi^{###}

[#] Executive Directors

^{##} Non-executive Directors

^{###} Independent non-executive Directors

Registered office in the PRC:

7 Yu Min Da Street,

Houshayu Town,

Shunyi District,

Beijing 101308,

the PRC

Principal place of business

in Hong Kong:

Room 3606, 36/F.,

China Resources Building,

26 Harbour Road,

Wan Chai,

Hong Kong

22 April 2013

To the Shareholders

Dear Sirs,

1. INTRODUCTION

On behalf of the Board, I invite you to attend the AGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting to be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013.

The purpose of this circular is to provide you with the notice of the AGM, the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting, and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolution(s) at the AGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting.

LETTER FROM THE BOARD

2. BUSINESS TO BE CONSIDERED AT THE AGM AND CLASS MEETINGS

The items of business to be considered at the AGM are described in detail in the notice of the AGM set out on pages 7 to 13 of this circular. At the AGM, the followings will be proposed for approval as ordinary resolutions: (1) the resolution in relation to the report of the Board of the Company for the year ended 31 December 2012; (2) the resolution in relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2012; (3) 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) the resolution in relation to the allocation of profit and distribution of final dividend for the year ended 31 December 2012; (5) 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) the resolution in relation to the election of the Directors of the fifth session of the Board of the Company; (7) the resolution in relation to the election of certain Supervisors of the fifth session of the Supervisory Committee of the Company, and the followings will be proposed for approval as special resolutions: (8) the resolution in relation to the grant of the Issue Mandate; and (9) the resolution in relation to the grant of Repurchase Mandate.

Each item of business to be considered at the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting respectively is the special resolution in relation to the grant of Repurchase Mandate, which is set out in each notice of the Class Meetings in detail.

In order to enable you to have a better understanding on the resolutions to be proposed at the AGM and/or Class Meetings and to make informed decisions thereof with sufficient and necessary information, we have provided the Shareholders with detailed information in the appendices to this circular, including information and explanation of the resolutions to be proposed at the AGM and/or Class Meetings for approval.

3. AGM AND CLASS MEETINGS

A notice convening the AGM to 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 is set out on pages 7 to 13 of this circular.

A notice convening the H Shareholders' Class Meeting to be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013 immediately following the conclusion of the AGM or any adjournment thereof is set out on pages 14 to 16 of this circular.

A notice convening the Domestic Shareholders' Class Meeting to be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013 immediately following the conclusion of the AGM and the H Shareholders' Class Meeting or any adjournment thereof is set out on pages 17 to 19 of this circular.

LETTER FROM THE BOARD

A reply slip and a proxy form to be used at each of the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are enclosed herewith. If you intend to appoint a proxy to attend the AGM and/or the Class Meeting(s), you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon. The proxy form(s) should be returned to the Registrar (for H Shareholders) or to the Company's registered office (for Domestic Shareholders), in person or by post not less than 24 hours before the time stipulated for convening the relevant meeting(s) or any adjourned meeting(s) thereof. Completion and return of the proxy form(s) will not preclude you from attending, and voting at, the AGM and/or the Class Meeting(s) or at any adjournment if you so wish.

If you intend to attend the AGM and/or the Class Meetings in person or by proxy, you are required to complete and return the reply slip(s) to the Company's registered office, on or before Tuesday, 28 May 2013.

The Company's registered office is located at 7 Yu Min Da Street, Houshayu Town, Shunyi District, Beijing 101308, the PRC. The Registrar, Hong Kong Registrars Limited, is located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

4. VOTING AT THE AGM AND THE CLASS MEETINGS

In accordance with the relevant requirements of the Listing Rules, the resolutions set out in the notices of the AGM and the Class Meetings will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.

5. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the resolutions as set out in the notices of the AGM and Class Meetings are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM and/or the Class Meetings.

6. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
TravelSky Technology Limited
Xu Qiang
Chairman

NOTICE OF 2012 ANNUAL GENERAL MEETING



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;

NOTICE OF 2012 ANNUAL GENERAL MEETING

- 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

NOTICE OF 2012 ANNUAL GENERAL MEETING

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;

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (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

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (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

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (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

NOTICE OF 2012 ANNUAL GENERAL MEETING

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.

NOTICE OF 2013 FIRST H SHAREHOLDERS' CLASS MEETING



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 2013 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2013 first H Shareholders' class meeting (the "H Shareholders' Class Meeting") of TravelSky Technology Limited (the "Company") shall be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013 immediately following the conclusion of the AGM or any adjournment thereof, for the purpose of considering and approving, if appropriate, the following resolution (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):

SPECIAL RESOLUTION

To consider and approve 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 AGM 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

NOTICE OF 2013 FIRST H SHAREHOLDERS' CLASS MEETING

- (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

NOTICE OF 2013 FIRST H SHAREHOLDERS' CLASS MEETING

Notes:

1. Details of the above resolution are set out in the appendices to the circular dated 22 April 2013.
2. For the purpose of determining Shareholders' entitlement to attend the H Shareholders' Class Meeting, 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 H Shareholders' Class Meeting, 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 H Shareholders' Class Meeting.
3. In accordance with the relevant requirements of the Listing Rules, the resolution set out in the notice of the H Shareholders' Class Meeting will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.
4. Each shareholder who is entitled to attend and vote at the H Shareholders' Class Meeting 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.
5. 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 Registrar of the Company, at least 24 hours before the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting or any adjournment thereof should he/she so wish.
6. In case of joint shareholdings and the shareholder or the proxy attending the H Shareholders' Class Meeting 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.
7. Shareholders who intend to attend the H Shareholders' Class Meeting 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.
8. The H Shareholders' Class Meeting is expected to last for half a day. Shareholders (or their proxies) attending the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the H Shareholders' Class Meeting.

NOTICE OF 2013 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING



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 2013 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2013 first Domestic Shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of TravelSky Technology Limited (the "**Company**") shall be held at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC on Tuesday, 18 June 2013 immediately following the conclusion of the AGM and the H Shareholders' Class Meeting or any adjournment thereof, for the purpose of considering and approving, if appropriate, the following resolution (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):

SPECIAL RESOLUTION

To consider and approve 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 AGM and the H 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

NOTICE OF 2013 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

- (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

NOTICE OF 2013 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. Details of the above resolutions are set out in the appendices to the circular dated 22 April 2013.
2. In accordance with the relevant requirements of the Listing Rules, the resolution set out in the notice of the Domestic Shareholders' Class Meeting will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.
3. Each shareholder who is entitled to attend and vote at the Domestic Shareholders' Class Meeting 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.
4. 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 registered office of the Company, at least 24 hours before the Domestic Shareholders' Class Meeting 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 Domestic Shareholders' Class Meeting or any adjournment thereof should he/she so wish.
5. In case of joint shareholdings and the shareholder or the proxy attending the Domestic Shareholders' Class Meeting 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.
6. Shareholders who intend to attend the Domestic Shareholders' Class Meeting 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.
7. The Domestic Shareholders' Class Meeting is expected to last for half a day. Shareholders (or their proxies) attending the Domestic Shareholders' Class Meeting shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the Domestic Shareholders' Class Meeting.

ORDINARY RESOLUTIONS**1. THE REPORT OF THE BOARD OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2012**

In accordance with the requirements of the relevant regulations and the Articles, the Board of the Company prepared the Report of the Board of the Company for the year ended 31 December 2012. Please refer to the section headed "Report of Directors" in the 2012 annual report of the Company for details.

2. THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2012

In accordance with the requirements of the relevant regulations and the Articles, the Supervisory Committee of the Company prepared the Report of the Supervisory Committee of the Company for the year ended 31 December 2012. Please refer to the section headed "Report of Supervisory Committee" in the 2012 annual report of the Company for details.

3. THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2012

The 2012 final accounts prepared by the Company in accordance with the International Financial Reporting Standards are summarized as follows:

(i) Revenue and profit

According to the consolidated financial statements of the Company for the year ended 31 December 2012, the Company recorded revenue of RMB4,060.5 million, operating expenses of RMB2,842.9 million. Profit before taxation and profit after taxation amounted to RMB1,304.2 million and RMB1,162.6 million respectively. Profit attributable to owner of the parent was RMB1,132.9 million in 2012.

(ii) Cash flow

According to the consolidated financial statements of the Company for the year ended 31 December 2012, the net increase in cash and cash equivalents was RMB852.4 million, including RMB696.7 million of net cash flow from operating activities, RMB514.0 million of net cash flow from investing activities and RMB358.4 million of the net cash used in financing activities.

(iii) Asset and liabilities

According to the consolidated financial statements of the Company for the year ended 31 December 2012, as at the end of 2012, the Company's total assets amounted to RMB9,880.9 million, including RMB6,571.1 million of current assets, RMB3,309.8 million of non-current assets; the Company's total liabilities amounted to RMB1,449.3 million.

4. THE ALLOCATION OF PROFIT AND DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2012

The Board has recommended an appropriation of 10% of its net profit amount to RMB97.4 million to the discretionary surplus reserve fund and 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, 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.**

5. THE RE-APPOINTMENT OF AUDITORS FOR THE YEAR ENDING 31 DECEMBER 2013 AND THE AUTHORISATION TO THE BOARD TO FIX THE REMUNERATION THEREOF

Baker Tilly Hong Kong Limited and Baker Tilly China were appointed as the Company's overseas and domestic auditors respectively for financial report of the Company for the year 2012. In the process of auditing, the auditors effectively performed their duties in an earnest and sincere manner based on independent auditing principles. Moreover, they are familiar with the Company's production operations.

In view of the above, it is proposed to re-appoint Baker Tilly Hong Kong Limited and Baker Tilly China as the overseas and domestic auditors for the Company's 2013 financial reporting for H Shares and Domestic Shares respectively, for a term of one year until the 2013 annual general meeting. It is proposed at the AGM to authorize the Board to determine matters in relation to their remunerations. The above matters are hereby submitted to the Shareholders for approval at the AGM.

6. THE ELECTION OF THE DIRECTORS OF THE FIFTH SESSION OF THE BOARD OF THE COMPANY

Reference is made to the announcement of the Company dated 10 April 2013, in relation to, among others, the election of the Directors of the fifth session of the Board.

According to the Articles, the term of office of the fourth session of the Board of the Company has expired.

In accordance with the relevant requirements of the Articles, the Company Law and the Listing Rules, the Board proposed that the fifth session of the Board shall consist of nine Directors, including three executive Directors, three non-executive Directors and

three independent non-executive directors. The Board proposed the re-election of Mr. Xu Qiang, Mr. Cui Zhixiong and Mr. Xiao Yinhong as executive Directors of the fifth session of the Board, the re-election of Mr. Wang Quanhua and Mr. Sun Yude as non-executive Directors of the fifth session of the Board, and the re-election of Mr. Cheung Yuk Ming and Mr. Pan Chongyi as independent non-executive Directors of the fifth session of the Board. The Board also proposed the appointment of Mr. Cai, Kevin Yang as a non-executive Director of the fifth session of the Board and the appointment of Mr. Zhang Hainan as an independent non-executive Director of the fifth session of the Board.

The term of office of each session of the Board shall in general be three years. However, according to the policy concerning diversity of Board composition adopted by the nomination committee of the Company, the Company will not, in general, nominate a person aged 70 or above as a Director. If an existing Director reaches the age of 70 during his or her term of office, his or her term of office shall accordingly be shortened in accordance with the requirement of the relevant PRC authorities. As such, it is proposed that the term of office of the fifth session of the Board will be three years commencing from the conclusion of the AGM, except that the term of office of Mr. Pan Chongyi and Mr. Zhang Hainan (both aged 68 in 2013) will be two years commencing from the conclusion of the AGM. According to the relevant provisions of the Company Law and the Articles, if the term of office of the members of the fifth session of the Board expires, such members shall continue to service as Directors until the election of the new Directors.

Pursuant to the relevant provisions of the Company Law and the Articles, all Directors of the fourth session of the Board shall continue to perform their duties as Directors in accordance with applicable laws and regulations until the election and appointment of the members of the fifth session of the Board becoming effective on the conclusion of the AGM. Mr. Xu Zhao and Mr. Zhou Deqiang, Directors of the fourth session of the Board, will cease to be Directors after the members of the fifth session of the Board being elected and appointed at the AGM.

Biographic details of each of the proposed Directors are set out in **Appendix III** to this circular.

As far as the Directors are aware and save as disclosed in this circular, none of the proposed Directors for re-election or appointment held 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 and none of them has any relationship with any Director, Supervisor, senior management or substantial or controlling shareholders of the Company, nor do they have any interests in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

As far as the Directors are aware and save as disclosed in this circular, there is nothing which need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any issues which need to be brought to the attention of the Shareholders in respect of each of the aforesaid proposed Directors for election.

The Company will enter into a service contract with each of the proposed Directors of the fifth session of the Board after their re-election and appointments are approved at the AGM. The remuneration of the Directors of the fifth session of the Board will be determined in accordance with the applicable laws, regulations and regulatory provisions by the Board to be authorized by the Shareholders at the AGM.

7. THE ELECTION OF CERTAIN SUPERVISORS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE OF THE COMPANY

Reference is made to the announcement of the Company dated 10 April 2013, in relation to, among others, the election of certain Supervisors of the fifth session of the Supervisory Committee.

According to the Articles of Association, the term of office of the fourth session of the supervisory committee has expired.

In accordance with the relevant requirements of the Articles and the Company Law, the Supervisory Committee proposed that the fifth session of the Supervisory Committee shall consist of five Supervisors, including two shareholder representative Supervisors, two staff representative Supervisors and an independent Supervisor. According to the Articles, the proposed re-election and appointment of shareholder representative Supervisors and the independent Supervisor are subject to the approval by Shareholders at a general meeting, and the staff representative Supervisors shall be appointed by the staff representative meeting of the Company.

The Supervisory Committee proposed the re-election of Ms. Zeng Yiwei as a shareholder representative Supervisor, the re-election of Mr. Rao Geping as the independent Supervisor and the appointment of Mr. He Haiyan as a shareholder representative Supervisor of the fifth session of the Supervisory Committee. The relevant proposals will be put forward to the AGM for Shareholders' consideration and approval. If approved by the Shareholders at the AGM, the term of office of the shareholder representative Supervisors and the independent Supervisor of the fifth session of the Supervisory Committee will be three years commencing from the conclusion of the AGM or the election of the sixth session of the Supervisory Committee. The Company will disclose the relevant information on the appointment of the staff representative Supervisors of the fifth session of the Supervisory Committee in accordance with applicable regulatory provisions in due course.

Pursuant to the relevant provisions of the Company Law and the Articles, all Supervisors of the fourth session of the Supervisory shall continue to perform their duties as Supervisors in accordance with applicable laws and regulations until the re-election and appointments of the Supervisors of the fifth session of the Supervisory Committee becoming effective.

Mr. Yu Yanbing, shareholder representative Supervisor of the fourth session of the Supervisory Committee, will cease to be Supervisor after the shareholder representative Supervisors of the fifth session of the Supervisory Committee being appointed at the AGM.

Biographic details of each of the proposed Supervisors are set out in **Appendix IV** to this circular.

As far as the Directors are aware and save as disclosed in this circular, none of the proposed Supervisors for re-election or appointment held 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 and none of them has any relationship with any Director, Supervisor, senior management or substantial or controlling shareholders of the Company, nor do they have any interests in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

As far as the Directors are aware and save as disclosed in this circular, there is nothing which need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any issues which need to be brought to the attention of the Shareholders in respect of each of the aforesaid proposed Supervisors for election.

The Company will enter into a service contract with each of the proposed Supervisors of the fifth session of the Supervisory Committee after their re-election and appointments are approved at the AGM and the staff representative meeting of the Company, respectively. The remuneration of the Supervisors of the fifth session of the Supervisory Committee will be determined in accordance with the applicable laws, regulations and regulatory provisions by the Board to be authorized by the Shareholders at the AGM.

SPECIAL RESOLUTIONS

8. THE AUTHORIZATION OF A GENERAL MANDATE TO THE BOARD TO ISSUE NEW H SHARES AND DOMESTIC SHARES OF THE COMPANY

At the AGM, a special resolution will be proposed that the Board be granted the Issue Mandate to exercise the power of the Company to authorise, allot, issue or otherwise deal with, and to make or grant offers, agreements and options in respect thereof, Shares up to a maximum of 20% of each of the Domestic Shares and H Shares in issue as at the date of passing the relevant resolution at the AGM.

On the basis of 1,993,647,589 Domestic Shares and 932,562,000 H Shares in issue as at the Latest Practicable Date and assuming no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM, the Board will be allowed under the Issue Mandate to issue a maximum of 398,729,517 Domestic Shares and 186,512,400 H Shares respectively, subject to the passing of the proposed resolution approving the grant of the Issue Mandate to the Board.

The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue Mandate to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to issue Shares, the ability to do so would give them the flexibility to capture the opportunity if it so arises.

The Issue Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting following the passing of this special resolution; (b) the expiration of a 12-month period following the passing of this special resolution; or (c) 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.

Details of the special resolution in relation to the Issue Mandate, are set out in the notice of the AGM.

9. THE AUTHORIZATION OF A GENERAL MANDATE TO THE BOARD TO REPURCHASE ISSUED H SHARES OF THE COMPANY

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, at the AGM and Class Meetings, a special resolution will be proposed that the Board be granted the Repurchase Mandate to exercise the power of the Company to repurchase H Shares not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolutions.

(i) Legal and regulatory requirements

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to its staff; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with merger or division.

The Articles provide that, subject to obtaining the approval of the relevant PRC regulatory authorities and in compliance with the Articles, the Company may repurchase its issued Shares for the purpose of reducing its share capital, or in connection with a merger between itself and another entity that holds its Shares, or in other circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to the board of directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting and by way of special resolutions passed by holders of domestic shares and holders of overseas listed foreign shares at separate class meetings.

The repurchase of H Shares by the Company is subject to the approvals of various PRC governmental authorities, including SASAC, SAFE and/or (if appropriate) any other regulatory authorities as required by the laws and regulations of the PRC.

In accordance with the requirements of the Articles applicable to capital reduction, the Company will have to notify its creditors in writing of the passing of

the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and also by way of publication on three occasions of a press announcement in the PRC within 30 days after the passing of such special resolution. Creditors of the Company then have a period of up to 30 days after the Company's notification or if no such notification has been received, up to 90 days after the first publication of the aforesaid press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

(ii) Conditions for the Repurchase Mandate

The Repurchase Mandate will be conditional upon (a) the special resolution for the grant of the Repurchase Mandate being approved at each of the AGM and Class Meetings; (b) the approvals of SASAC and SAFE and/or (if appropriate) any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained; and (c) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the provisions of the Articles. If the Company determines to repay any amount to any of its creditors in circumstances described under condition (c) above, it currently expects to do so out of its internal resources. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Board.

The Repurchase Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting following the passing of this special resolution; or (b) 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.

The total number of H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue as at the date of passing of the special resolutions approving the Repurchase Mandate. Details of the special resolutions to be proposed at the AGM, H Shareholders' Class Meeting and Domestic Shareholders' Class Meeting are set out respectively in the notice of the AGM, the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting.

(iii) Explanatory Statement

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in **Appendix II** to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Board the Repurchase Mandate.

This explanatory statement contains all the information required to be given to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit a PRC issuer listed on the Stock Exchange to repurchase its shares listed on the Stock Exchange, subject to certain restrictions. Among such restrictions applicable to a PRC issuer, the Listing Rules provide that the shares of such PRC issuer must be fully paid up and all repurchases of shares by such PRC issuer must be approved in advance by a special resolution of shareholders in a general meeting and of holders of domestic shares and holders of overseas listed foreign shares at separate meetings conducted in accordance with such PRC issuer's articles of association for approving share repurchases, either by way of a general mandate or by specific approval of a particular transaction.

2. REASONS FOR THE REPURCHASE MANDATE

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. The Directors have no present intention to exercise the Repurchase Mandate.

3. REGISTERED CAPITAL

At as the Latest Practicable Date, the registered capital of the Company was RMB2,926,209,589, comprising 1,993,647,589 Domestic Shares of RMB1.00 and 932,562,000 H Shares of RMB1.00 each.

4. EXERCISE OF THE REPURCHASE MANDATE

Subject to the passing of the special resolutions approving the granting of the Repurchase Mandate to the Board at the AGM and Class Meetings, the Repurchase Mandate will be conditionally granted to the Directors until the end of the earlier of (a) the conclusion of the next annual general meeting following the passing of this special resolution; or (b) 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.

The exercise of the Repurchase Mandate is subject to (a) the special resolution for the grant of the Repurchase Mandate being approved at each of the AGM and Class Meetings; (b) the approvals of SASAC and SAFE and/or (if appropriate) any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained; and (c) the Company not being required by any of its creditors

to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the provisions of the Articles. If the Company determines to repay any amount to any of its creditors in circumstances described under condition (c) above, it currently expects to do so out of its internal resources. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Board.

The exercise in full of the Repurchase Mandate (on the basis of 932,562,000 H Shares in issue as at the Latest Practicable Date and assuming no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting) would result in up to 93,256,200 H Shares being repurchased by the Company during the abovementioned relevant period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolutions.

5. FUNDING OF REPURCHASES

The Company is empowered by the Articles to repurchase the H Shares. Any repurchases by the Company may only be made out of either the capital paid up on the relevant shares to be repurchased, or the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose or from sums standing to the credit of the share premium account of the Company.

In repurchasing the H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles and the applicable laws, rules and regulations of the PRC.

Based on the financial position disclosed in audited accounts contained in the annual report of the Company for the year ended 31 December 2012, the Board considers that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

6. STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws and the Articles, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

7. PRICES OF H SHARES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
March	4.16	3.98
April	4.47	4.22
May	4.44	4.06
June	4.23	3.93
July	4.00	3.78
August	4.11	3.77
September	4.21	4.04
October	4.20	4.00
November	4.09	3.89
December	4.14	3.92
2013		
January	4.79	4.18
February	5.18	4.74
March	5.35	4.85
April (up to the Latest Practicable Date)	5.28	4.73

8. PREVIOUS REPURCHASE

No repurchase of H Shares has been made by the Company for the previous six months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase H Shares pursuant to the Repurchase Mandate (if approved to be granted at the AGM and the Class Meetings), such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China TravelSky Holding Company, the largest substantial shareholder (as defined in the Listing Rules) and a promoter of the Company, held 857,226,589 Domestic Shares, which represented approximately 29.29% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to repurchase H Shares in accordance with the terms of the Repurchase Mandate, the total interests of China TravelSky Holding Company in the registered capital of the Company would be increased to approximately 30.26%, and this will result in China TravelSky Holding Company and party acting in concert with it obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any other consequences which will arise under either or both of the Takeovers Code and any similar applicable laws as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

The Directors have no intention to exercise the Repurchase Mandate to an extent that it may result in a public shareholding of the H Shares to be less than 25%.

10. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws, rules and regulations of the PRC.

None of the Directors and to the best of their knowledge having made all reasonable enquiries, none of their associates presently intend to sell H Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved and the conditions to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any connected person of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders and the conditions to which the Repurchase Mandate is subject are fulfilled.

The biographic details of the proposed Directors are as follows:

Mr. Xu Qiang, aged 51, the Chairman and an executive director of the Company. Mr. Xu graduated from First Research Institute of Ministry of Aviation and Aerospace Industry (航空航天部第一研究院) and got Ph.D. Degree. From November 1990 to May 1999, Mr. Xu served at the Ministry of Aero-Space Industry (航空航天部), China Aerospace Industry Corporation (中國航天工業總公司) as engineer, vice-director and director of research office as well as vice director and director of 13th Institute in succession. From May 1999 to May 2007, Mr. Xu served at China Aerospace Science and Technology Corporation (中國航天科技集團公司), held the position of assistant to president and vice president of First Research Institute (第一研究院), president of 10th Research Institute (第十研究院) and general engineer of China Aerospace Science and Technology Corporation. Mr. Xu served as general manager and deputy party secretary of China TravelSky Holding Company since May 2007. Mr. Xu served as an executive director and Chairman of the third session of the Board of the Company since May 2008. From August 2008, Mr. Xu served as the deputy secretary of the Communist Party Committee of the Company. Since March 2010, Mr. Xu has served as an executive director and the Chairman of the fourth session of the Board of the Company, and the Chief Member (Chairman) of the Strategic Committee and the Executive Committee. Mr. Xu is holding positions as the chairman of TravelSky Technology (Hong Kong) Limited, a subsidiary of the Company. China TravelSky Holding Company had interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, and Mr. Xu was an employee of China TravelSky Holding Company.

Mr. Cui Zhixiong, aged 52, an executive director of the Company. Mr. Cui, a postgraduate, graduated from the Party School of the Central Committee of the CPC (中央黨校) majoring in Global Economics and had an EMBA degree from Nankai University. From December 1976 to September 1989, he served as an army officer. From September 1989 to February 1993, he worked in the Government Offices Administration of the State Council (國務院機關事務管理局) and had held positions as an deputy supervisor, deputy secretary and secretary of the State Organs of the CPC. From February 1993 to April 2004, he worked in the Communist Youth League Work Committee of the State Organs of the CPC (共青團中央國家機關工作委員會) and had served as deputy secretary and secretary. In June 2000, he served as the Chairman of the State Organs Youth Federation of the CPC (中央國家機關青年聯合會). Meanwhile, from November 2001 to October 2003, he served as Deputy Secretary-General of Gansu Provincial Committee and Deputy Secretary of Municipal Committee of Jiayuguan, Gansu Province. Since April 2004, he has served as the party secretary of China TravelSky Holding Company and deputy general manager of China TravelSky Holding Company from April 2004 to June 2008. Since August 2008, he has been the Deputy Party Secretary of the Company. Since October 2008, Mr. Cui served as an executive director of the third session of the Board of the Company. Since March 2010, Mr. Cui has served as an executive director of the fourth session of the Board of the Company, and a member of the Strategic Committee and the Executive Committee. Mr. Cui was a member of the Remuneration and Evaluation Committee from March 2010 to August 2011.

Mr. Xiao Yinhong, aged 50, an executive director and the General Manager of the Company. Mr. Xiao was awarded a master's degree of Beihang University (北京航空航天大學) and was a professor-level senior engineer with over 20 years of management experience in the aviation industry of the PRC. From July 1984 to October 2000, Mr. Xiao had consecutively held positions such as the deputy director of Application Office (應用室), director of Information Office (信息室), assistant to general manager and deputy general manager of China Civil Aviation Computer Information Center (中國民航計算機信息中心). Mr. Xiao served as an executive director of the first session of the Board of the Company from October 2000 to December 2003. From October 2000 to August 2008, Mr. Xiao had served as a deputy general manager of the Company and has served as the General Manager of the Company since August 2008. Since October 2008, Mr. Xiao served as the executive director of the third session of the Board of the Company. Since March 2010, Mr. Xiao has served as an executive director of the fourth session of the Board of the Company, and a member of the Strategic Committee and the Executive Committee. Mr. Xiao is also the chairman of InfoSky Technology Co., Ltd., the chairman of Civil Aviation Cares of Qingdao Ltd. and the director of TravelSky Technology (Hong Kong) Limited, all of which are subsidiaries of the Company.

Mr. Wang Quanhua, aged 58, a non-executive director of the Company. Mr. Wang is a university graduate and has about 30 years of management experience in China's civil aviation industry. He joined China Southern Airlines Company (中國南方航空公司) in June 1991. Since June 1998, he had served as the General Manager of the Strategic Planning and Development Department, and then as the Assistant to the President and the Vice President of Southern Air (Holding) Company (南方航空(集團)公司), a promoter of the Company. He has been the Deputy General Manager of China Southern Air Holding Company since October 2002 and a director of China Southern Airlines Company Limited (a company listed on the Main Board of the Stock Exchange and a subsidiary of China Southern Air Holding Company) since March 2003. Since December 2003, Mr. Wang served as a non-executive director and a Vice Chairman of the second session of the Board of the Company. In March 2004, Mr. Wang was appointed by the Board as a member of the Strategic Committee and the Remuneration and Evaluation Committee of the second session of the Board. Since January 2007, Mr. Wang has been re-appointed as a non-executive director of the Company's third session of the Board and a member of the Strategic Committee and the Remuneration and Evaluation Committee. From January 2007 to March 2009, Mr. Wang served as the Vice Chairman of the third session of the Board of the Company. Since March 2010, Mr. Wang has served as a non-executive director of the fourth session of the Board of the Company, and a member of the Remuneration and Evaluation Committee and the Strategic Committee. China Southern Air Holding Company had interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, and Mr. Wang was an employee of China Southern Air Holding Company.

Mr. Sun Yude, aged 59, a non-executive director of the Company, graduated from Civil Aviation Institute of China (中國民航學院) (currently known as Civil Aviation University of China (中國民航大學)) majoring in economic management. He started his career in China's civil aviation industry in 1972 and served as the Deputy Head of CAAC Taiyuan Terminal (民航太原航站) and Head of Ningbo Terminal (寧波航站), as well as General Manager of CNAC Zhejiang Airlines (中航浙江航空公司). In October 2002, Mr. Sun joined Air China International Corporation (中國國際航空公司) as Vice President and General Manager of Zhejiang branch, and has been serving as Vice President of Air China Limited (a company listed on the Main Board of the Stock Exchange and a subsidiary of China National Aviation Holding Company (a promoter and a substantial shareholder of the Company)); stock code: 0753 (Stock Exchange); 601111 (Shanghai Stock Exchange); AIRC (London Stock Exchange)) since September 2004. Mr. Sun has been serving as Chairman of Shandong Aviation Group (山東航空集團有限公司) since November 2004, as well as President and the deputy party secretary since December 2005. Mr. Sun served as a director, president and party secretary of China National Aviation Corporation (Group) Limited since March 2007. He was appointed as deputy general manager and a party constitution member of China National Aviation Holding Company, a director and the president of China National Aviation Corporation (Group) Limited in May 2009 and served as the chairperson of the supervisory committee of Air China Limited during the period from October 2007 to October 2010. Mr. Sun served as a director of Air China Limited since October 2010. Since March 2010, Mr. Sun has served as a non-executive director of the fourth session of the Board of the Company, and a member of the Strategic Committee. China National Aviation Holding Company had interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, and Mr. Sun was an employee of China National Aviation Holding Company.

Mr. Cai, Kevin Yang, aged 45, Australian nationality. Mr. Cai graduated from Monash University in Australia with a master degree in information management and then obtained Executive Master of Business Administration (EMBA) from China Europe International Business School (中歐國際工商學院). Mr. Cai has profound expertise and experience in the aviation industry. From November 1992 to November 1997, Mr. Cai served as a senior analyst programmer of IBM Global Service Australia Company. From November 1997 to December 1998, Mr. Cai served as a senior consultant of Cable & Wireless Hong Kong Telecommunications Limited. From December 1998 to April 2001, Mr. Cai served as a software development manager of Airport Authority Hong Kong. From April 2001 to March 2003, Mr. Cai served as the vice president of technology development of Global China Technology Group. From March 2003 to September 2006, Mr. Cai served as the manager of system delivery of Hong Kong Dragon Airlines Limited. From September 2006 to October 2009, Mr. Cai served as the IT planning manager of Cathay Pacific Airways Ltd. Since October 2009, Mr. Cai has served as the chief information officer of China East Airlines Corporation Limited. (中國東方航空股份有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 0670; and a subsidiary of China Eastern Air Holding Company, which is a substantial shareholder of the Company). Since September 2011, Mr. Cai has served on IBM Board of Advisors.

Mr. Cheung Yuk Ming, aged 60, an independent non-executive director of the Company, is a certified public accountant registered in Hong Kong and a member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Bankers, the Institute of Internal Auditors of the United States, the Alliance of Merger and Acquisition Advisors (Chicago, the United States), the Institute of Chartered Accountants in England and Wales, the Chartered Institute of Arbitrators (UK), the Hong Kong Securities Institute, the Construction Management Association of America and the Canadian Institute of Mining, Metallurgy and Petroleum. He obtained a master's degree in business administration from the University of East Asia, Macau (澳門東亞大學) in 1987 and completed courses on construction management, development and financing of mining industry, petroleum economies and petroleum risk management conducted by the China University of Geosciences, the Institution of Civil Engineering Surveyors and other associations. Prior to June 2009, Mr. Cheung had worked at PriceWaterhouse, Lau, Cheung, Fung & Chan, the Hong Kong Government and other organisations. Since January 2005, Mr. Cheung acts as an executive director of Lawrence CPA Limited. Mr. Cheung was appointed as an independent non-executive director of Metallurgical Corporation of China Ltd. (Stock Exchange stock code: 1618) in June 2009. Since June 2011, Mr. Cheung is an independent non-executive director of EPI (Holdings) Limited (Stock Exchange stock code: 0689). Since March 2010, Mr. Cheung serves as an independent non-executive director of the fourth session of the Board of the Company, the Chief Member (Chairman) of the Audit Committee and a member of the Remuneration and Evaluation Committee.

Mr. Pan Chongyi, aged 67, an independent non-executive director of the Company, is a professor-level senior engineer. Mr. Pan graduated from University of Shanghai for Science and Technology (上海理工大學). Mr. Pan served as vice factory director of Harbin Turbine Company (哈爾濱汽輪機廠), Director of the Light Industry Bureau of Harbin (哈爾濱市輕工業局) and deputy general manager of HPEGC (哈爾濱電站設備集團公司) from December 1968 to October 1994. He served as vice chairman and general manager of Harbin Power Equipment Company Limited (哈爾濱動力設備股份有限公司) (Stock Exchange stock code:1133) from October 1994 to April 1997. Mr. Pan served as deputy general manager of China National Machinery Industry Corporation (中國機械工業集團公司) and general manager of China National Electric Equipment Corporation (中國電工設備總公司) from April 1997 to August 2005. From 2005 to October 2010, Mr. Pan has taken the positions as the Chairman of China Perfect Machinery Industry Corp., Ltd. (中國浦發機械工業股份有限公司), an external director of China Railway Communication Co. Ltd. (中國鐵通集團公司) and an external director of China National Real Estate Group Corporation (中國房地產集團公司) in chronological order. Since March 2010, Mr. Pan has served as an external director of China Coal Technology & Engineering Group Corporation. Since January 2011, he has served as an external director of China Machinery Engineering Corporation. Since March 2010, Mr. Pan has been an independent non-executive director of the fourth session of the Board of the Company, a member of the Audit Committee and the Remuneration and Evaluation Committee.

Mr. Zhang Hainan, aged 68, a senior engineer, graduated from North-western Poly-technical University (西北工業大學), majoring in aeronautical engineering computer science. From October 1984 to October 1989, Mr. Zhang served as deputy head of 782 factory and 762 factory of the former Ministry of Electronics Industry. From November 1989 to January 1996, Mr. Zhang served as director of the Electronic Industry Bureau of Shaanxi Province and executive deputy director of Shaanxi Economic and Trade Commission. From February 1996 to October 2001, Mr. Zhang served as a member of the communist party committee of the government of Shaanxi Province, the assistant to the Governor of Shaanxi Provincial and concurrently the director of Shaanxi Economic and Trade Commission. From November 2001 to June 2006, Mr. Zhang served as the president and the secretary to the communist party committee of China Satellite Communication Corporation (中國衛星通信集團公司). From 2002 to 2006, Mr. Zhang served as a non-executive director of APT Satellite Holdings Limited (香港亞太衛星控股有限公司) and the vice chairman of China Users Association for Satellite Communications, Broadcasting & Television (中國衛星通信廣播用戶協會). From February 2007 to December 2010, Mr. Zhang successively served as an external director of Yunnan Airport Group Co., Ltd. (雲南機場集團有限公司) and an external director of China TieTong Telecommunications Corporation (中國鐵通集團有限公司). Since April 2009, Mr. Zhang has served as an external director, the chairman of the Remuneration and Evaluation Committee and a member of Nomination Committee of China Iron & Steel Research Institute Group (中國鋼研科技集團有限公司).

The biographic details of the proposed shareholder representative Supervisors and independent supervisor are as follows:

Ms. Zeng Yiwei, aged 41, a supervisor of the Company, graduated from Xiamen University with a master's degree and is a senior accountant. Since 1993, Ms. Zeng has been working as the deputy manager, manager and deputy general manager of the Finance Division of the Finance and Accounting Department of Xiamen Airlines (廈門航空有限公司), and she was promoted to be the general manager of the Finance and Accounting Department of Xiamen Airlines since September 2010. Since March 2010, Ms. Zeng has served as a supervisor of the fourth session of the Supervisory Committee of the Company.

Mr. He Haiyan, aged 50. Mr. He graduated from Lanzhou University, majoring in nuclear physics. Mr. He has profound technology research and development experience and extensive management experience in IT industry. From July 1982 to October 1992, Mr. He was a lecturer in Lanzhou University. From November 1992 to July 1994, Mr. He studied at GSI Helmholtz Centre for Heavy Ion Research (德國國立重粒子研究所). From August 1994 to December 1994, Mr. He worked at the computer centre of Airlines Company of Hainan Province (海南省航空公司). From December 1994 to June 2000, Mr. He served as the department manager and then the general manager of Hainan Phoenix Information System Co., Ltd. (海南鳳凰信息系統有限公司). From July 2004 to September 2007, Mr. He served as the general manager of Information Planning and Management Department in HNA Group Company Limited (海航集團), and from November 2006 to January 2010, he served as the general manager of Hainan Baicheng Systems Co., Ltd. (海南百成信息系統有限公司). From October 2000 to November 2012, Mr. He successively served as the deputy general manager, general manager, president and chairman of HNA Systems Co., Ltd. (海南海航航空信息系統有限公司). Mr. He has served as the general manager of the Information Management Department of NHA Airlines Holding Co., Ltd. (海航航空控股有限公司) since November 2012.

Mr. Rao Geping, aged 65, an independent supervisor of the Company, is a professor and doctorate tutor of the Law School of Peking University, the head of the Hong Kong and Macau Research Center and the head of Hong Kong, Macau and Taiwan Law Research Center in Peking University, Executive Vice President of Chinese Society of International Law and a member of the Committee for the Basic Law of Hong Kong Special Administrative Region of the Standing Committee of the National People's Congress of the PRC. He is also a part-time professor in a number of universities in China, such as Wuhan University (武漢大學), China Foreign Affairs University (外交學院) and East China University of Politics and Law (華東政法大學). Mr. Rao specialises in areas such as laws of Hong Kong, Macau and Taiwan as well as international law, etc. Mr. Rao serves as an independent director of CITIC Securities Co., Ltd., which is listed on the Shanghai Stock Exchange and the Stock Exchange, and PolyCulture Group Co., Ltd. He has also served as an independent director of China National Biotec Group since August 2012. Since December 2003, Mr. Rao has served as an independent supervisor of the second session of the Supervisory Committee, and was re-appointed as an independent supervisor of the third session of the Supervisory Committee in January 2007. Since March 2010, Mr. Rao has been re-appointed as an independent supervisor of the fourth session of the Supervisory Committee of the Company.