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

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

## **NOTICE OF 2014 FIRST H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 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 Thursday, 5 June 2014 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 17 April 2014):

### **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 Thursday, 5 June 2014 (or on such adjourned date as may be applicable) for such purpose;
  - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and

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

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

Beijing, the People’s Republic of China  
17 April 2014

*Notes:*

1. Details of the above resolution are set out in the appendices to the circular of the Company dated 17 April 2014.
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 Tuesday, 6 May 2014 to Thursday, 5 June 2014 (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 Monday, 5 May 2014.** 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 Friday, 16 May 2014 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.

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

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

*Non-executive Directors: Mr. Wang Quanhua, Mr. Sun Yude  
and Mr. Cai, Kevin Yang;*

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