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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.

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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)

**(1) PROPOSED GRANT OF ISSUE MANDATE;
(2) PROPOSED GRANT OF REPURCHASE MANDATE;
(3) NOTICE OF 2014 ANNUAL GENERAL MEETING;
(4) NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING;
AND
(5) NOTICE OF 2015 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 10:00 a.m. on Tuesday, 16 June 2015 is set out on pages 7 to 11 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, 16 June 2015 immediately following the conclusion of the AGM or any adjournment thereof is set out on pages 12 to 14 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, 16 June 2015 immediately following the conclusion of the AGM and the H Shareholders' Class Meeting or any adjournment thereof is set out on pages 15 to 17 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 liaison office of the Company in Beijing (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 liaison office of the Company in Beijing, on or before Tuesday, 26 May 2015.

17 April 2015

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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 2014 annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 16 June 2015 for the purpose of, among other things, approving the grant of the Issue Mandate and the Repurchase Mandate, the notice of which is set out on pages 7 to 11 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of the Directors
“Class Meetings”	collectively, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting
“close associate(s)”	have the meaning ascribed to it under the Listing Rules
“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)
“core 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
“Domestic Shareholders’ Class Meeting”	the 2015 first Domestic Shareholders’ class meeting of the Company to be held on Tuesday, 16 June 2015 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 15 to 17 of this circular

DEFINITIONS

“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: 0696)
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2015 first H Shareholders’ class meeting of the Company to be held on Tuesday, 16 June 2015 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 12 to 14 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”	13 April 2015, 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)
“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

DEFINITIONS

“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
“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:

Cui Zhixiong[#]
Xiao Yinhong[#]
Wang Quanhua^{##}
Cao Jianxiong^{##}
Cai Kevin Yang^{##}
Cheung Yuk Ming^{###}
Pan Chongyi^{###}
Zhang Hainan^{###}

[#] 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

17 April 2015

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, 16 June 2015.

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.

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 11 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 2014; (2) the

LETTER FROM THE BOARD

resolution in relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2014; (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 2014; (4) the resolution in relation to the allocation of profit and distribution of final dividend for the year ended 31 December 2014; (5) the resolution in relation to the re-appointment of auditors for the year ending 31 December 2015 and the authorization to the Board to fix the remuneration thereof; and the followings will be proposed for approval as special resolutions: (6) the resolution in relation to the grant of the Issue Mandate; and (7) the resolution in relation to the grant of the Repurchase Mandate.

The item of business to be considered at each of the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting respectively is the special resolution in relation to the grant of the 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 10:00 a.m. on Tuesday, 16 June 2015 is set out on pages 7 to 11 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, 16 June 2015 immediately following the conclusion of the AGM or any adjournment thereof is set out on pages 12 to 14 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, 16 June 2015 immediately following the conclusion of the AGM and the H Shareholders' Class Meeting or any adjournment thereof is set out on pages 15 to 17 of this circular.

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 liaison office of the Company in Beijing (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.

LETTER FROM THE BOARD

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 liaison office of the Company in Beijing, on or before Tuesday, 26 May 2015.

The liaison office of the Company in Beijing is located at No. 157, Dongsì West Street, Dongcheng District, Beijing 100010, 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
Cui Zhixiong
Executive Director

NOTICE OF 2014 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 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 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 10:00 a.m. on Tuesday, 16 June 2015 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 17 April 2015):

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 2014.
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 2014.
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 2014.
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 2014.
5. To consider and approve the resolution in relation to the re-appointment of auditors for the year ending 31 December 2015 and the authorization to the Board to fix the remuneration thereof.

SPECIAL RESOLUTIONS

6. 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

NOTICE OF 2014 ANNUAL GENERAL MEETING

during the Relevant Period (as defined in paragraph (e) below) all the powers of the Company to allot, issue or otherwise deal with new shares on such terms and conditions the Board may determine and that, in the exercise of the powers to allot and issue shares, the authority of the Board shall include, but not limited to the followings:

- (i) the determination of the class and number of the shares to be allotted;
 - (ii) the determination of the issue price of the new shares;
 - (iii) the determination of the opening and closing dates of the issue of new shares;
 - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
 - (v) to make or grant offers, agreements and options which might require the exercise of such powers; and
 - (vi) in the case of an offer or issue of shares to the shareholders of the Company, excluding shareholders who are residents outside the PRC or the Hong Kong Special Administrative Region of the PRC, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board considers expedient;
- (b) upon the exercise of the powers granted under paragraph (a), the Board may during the Relevant Period (as defined in paragraph (e) below) make or grant offers, agreements and options which might require the shares relating to the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period (as defined in paragraph (e) below);
- (c) the aggregate nominal amount of the new Domestic Shares and new H Shares to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the Board pursuant to the authority granted under paragraph (a) above shall not exceed 20% of the Domestic Shares and H Shares in issue as at the date of passing of this resolution respectively;
- (d) the Board in exercising the powers granted under paragraph (a) above shall (i) comply with the Company Law or other applicable laws and regulations of the PRC, and the Listing Rules and (ii) (if required) be subject to the approvals of the China Securities Regulatory Commission and relevant authorities of the PRC;

NOTICE OF 2014 ANNUAL GENERAL MEETING

- (e) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a 12-month period following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in any general meeting; and
 - (f) subject to the Listing Committee of the Stock Exchange granting or agreeing to grant listing of, and permission to deal in, the H Shares proposed to be issued by the Company and (if required) the approval of China Securities Regulatory Commission for the issue of shares by the Company, the Board be and is hereby authorized to amend, as they may deem appropriate and necessary, the articles of association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the powers granted under paragraph (a) to allot and issue new shares.”.
7. 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;

NOTICE OF 2014 ANNUAL GENERAL MEETING

- (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, 16 June 2015 (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

NOTICE OF 2014 ANNUAL GENERAL MEETING

- (ii) file the amended Articles with the relevant governmental authorities of the PRC.”.

By order of the Board
TravelSky Technology Limited
Cui Zhixiong
Executive Director

Beijing, the People’s Republic of China
17 April 2015

Notes:

1. Details of the above resolutions are set out in the appendices to the circular of the Company dated 17 April 2015.
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, 17 May 2015 to Tuesday, 16 June 2015 (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 Friday, 15 May 2015.** H Shareholders whose name appear on the Register of Members of the Company maintained by Hong Kong Registrars Limited on or before the above date will be eligible to attend the AGM.
3. The Board has recommended a final dividend of RMB0.133 per Share (tax inclusive) for the year ended 31 December 2014 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, 25 June 2015.

To determine the identity of the Shareholders entitled to receive the final dividend, **the Company’s register of members will be closed from Saturday, 20 June 2015 to Thursday, 25 June 2015 (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, 19 June 2015.**

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 liaison office of the Company in Beijing (for Domestic 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 liaison office of the Company in Beijing on or before Tuesday, 26 May 2015 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 2015 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 2015 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2015 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, 16 June 2015 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 2015):

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, 16 June 2015 (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 2015 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
Cui Zhixiong
Executive Director

Beijing, the People's Republic of China
17 April 2015

NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

Notes:

1. Details of the above resolution are set out in the appendices to the circular of the Company dated 17 April 2015.
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, 17 May 2015 to Tuesday, 16 June 2015 (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 Friday, 15 May 2015.** 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 liaison office of the Company in Beijing on or before Tuesday, 26 May 2015 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.



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 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2015 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, 16 June 2015 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 17 April 2015):

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, 16 June 2015 (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 2015 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
Cui Zhixiong
Executive Director

Beijing, the People’s Republic of China
17 April 2015

NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. Details of the above resolutions are set out in the appendices to the circular of the Company dated 17 April 2015.
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 liaison office of the Company in Beijing, 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 liaison office of the Company in Beijing on or before Tuesday, 26 May 2015 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 2014**

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 2014. Please refer to the section headed "Report of Directors" in the 2014 annual report of the Company for details.

2. THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2014

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 2014. Please refer to the section headed "Report of Supervisory Committee" in the 2014 annual report of the Company for details.

3. THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2014

Please refer to the financial statements of the Group for the year ended 31 December 2014 in the 2014 annual report of the Company for details. The 2014 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 2014, the Company recorded revenue of RMB5,336.4 million, operating expenses of RMB4,081.3 million. Profit before taxation and profit after taxation amounted to RMB1,905.0 million and RMB1,691.9 million respectively. Profit attributable to owner of the parent was RMB1,652.6 million in 2014.

(ii) Cash flow

According to the consolidated financial statements of the Company for the year ended 31 December 2014, the net decrease in cash and cash equivalents was RMB354.1 million, including RMB1,878.1 million of net cash flow generated from operating activities, RMB1,814.5 million of net cash flow used in investing activities and RMB417.7 million of 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 2014, as at the end of 2014, the Company's total assets amounted to RMB12,729.6 million, including RMB8,086.0 million of current assets, RMB4,643.6 million of non-current assets; the Company's total liabilities amounted to RMB2,153.4 million.

4. THE ALLOCATION OF PROFIT AND DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2014

The Board has recommended an appropriation of 10% of its net profit amount to RMB141.9 million to the discretionary surplus reserve fund and a final dividend of RMB0.133 per Share (tax inclusive) for the year ended 31 December 2014 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, 25 June 2015.

To determine the identity of the H Shareholders entitled to receive the final dividend, **the Company's register of members will be closed from Saturday, 20 June 2015 to Thursday, 25 June 2015 (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 Shops1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by **4:30 p.m. on Friday, 19 June 2015.**

5. THE RE-APPOINTMENT OF AUDITORS FOR THE YEAR ENDING 31 DECEMBER 2015 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 international and PRC auditors respectively for the year 2014. 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 Company's international and PRC auditors respectively for the year 2015, for a term of one year until the conclusion of the 2015 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.

SPECIAL RESOLUTIONS**6. 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.

7. 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 disagree 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 are 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 2014, 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
March	8.59	6.51
April	7.37	5.89
May	6.60	5.59
June	7.17	6.43
July	7.49	6.76
August	7.69	6.82
September	8.75	7.42
October	8.73	7.73
November	9.70	8.09
December	8.65	7.40
2015		
January	8.48	8.01
February	8.75	8.07
March	9.42	8.23
April (up to the Latest Practicable Date)	15.22	8.93

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 close 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 core 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.