



(A joint stock limited company incorporated in the People's Republic of China with limited liability on 18 October, 2000.)

Board of Directors of TravelSky Technology Limited

Rules of the Nomination Committee

This English version is a translation of the Chinese version. In case of inconsistencies, the Chinese version shall prevail.

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Chapter 1 General Provisions

Article 1 To establish and regulate the system and procedures for managing the nomination of relevant personnel of TravelSky Technology Limited (hereinafter referred to as the “Company”), the board of directors has set up a nomination committee (hereinafter referred to as the “Committee”) and has formulated these rules in accordance with the *Company Law of the People’s Republic of China* (hereinafter referred to as the “Company Law”), the *Articles of Association of the Company* (hereinafter referred to as the “Company’s Articles of Association”), the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the “Listing Rules”) and other relevant regulations.

Article 2 The Committee is a special body established under the board of directors of the Company for giving advice or recommendations on the relevant decisions of the board of directors. It is accountable to the board of directors to which it shall report on its work.

Article 3 These rules are applicable to the Committee and the relevant personnel and departments involved.

Chapter 2 Committee Composition

Article 4 The Committee shall comprise at least three (3) directors, the majority of whom shall be independent non-executive directors.

Members of the Committee shall be nominated by the chairman of the board of directors or one-third (1/3) or more of the directors and shall be elected or removed by a majority of all the directors of the board.

Article 5 The Committee shall have one (1) senior member (chairman) which shall be assumed by the chairman of the board of directors.

Article 6 The term of office of the Committee and its members shall be the same as that of the board of directors and its members respectively. The term of office of a Committee member is renewable upon re-election. If a Committee member no longer assumes the office of director in the Company, the member concerned shall automatically lose his/her qualification of being member.

Article 7 A member of the Committee may submit his/her resignation to the board of directors prior to the expiry of the term of office and shall provide necessary descriptions on the reason of resignation and matters of concern to the board of directors in his/her resignation report.

Article 8 The board of directors may make adjustments to the members of the Committee during their term of office after the adjustments have been proposed by the chairman of the board of directors and resolution passed by the board of directors.

Article 9 When the number of members of the Committee is less than the quorum specified in these rules, the board of directors shall arrange to make up the shortfall in accordance with these rules.

Article 10 The Committee may, according to its needs, establish a working group and appoint a group leader to oversee the work. The working group is responsible to provide information required by the Committee in its work and implement relevant resolutions of the Committee.

Article 11 The secretariat of the board of directors shall provide the Committee with comprehensive service and assistance in daily communication, organization of meetings and other matters.

Chapter 3 Committee Responsibilities

Article 12 Main responsibilities of the Committee:

- (1) review the structure, number of people and composition (including the skills, knowledge and experience of members) of the board of directors at least once a year, and make recommendations on any plan for change in the board of directors with the aim of being in line with the corporate strategies of the Company;
- (2) examine the Company's standards, procedures and methods for the selection of directors and make recommendations to the board of directors;
- (3) identify persons with qualifications suitable for the office of director and select and nominate the relevant persons or recommend them to the board of directors; and to be responsible for the examination of candidates and give opinions and recommendations for appointment;
- (4) assess the independency of independent non-executive directors;
- (5) make recommendations to the board of directors on the appointment or re-appointment of directors and the plan for the succession of directors (particularly the chairman of the board and the general manager); and
- (6) other functions, power or matters as delegated by the board of directors.

Article 13 In reviewing and examining candidates for the office of director, the Committee shall observe the following basic procedures:

- (1) the Committee shall research on the Company's demand for directors;
- (2) the Committee may search for candidates for the office of director within and outside the Group extensively;
- (3) gather information on the occupation, education, job title, detailed working experience, all part-time jobs, personal shareholding interests and other aspects of the shortlisted candidates to prepare written materials;
- (4) seek consent from the person to be nominated or otherwise, such person shall not be nominated for the office of director;
- (5) convene a meeting of the Committee to review qualifications of the shortlisted candidates based upon the requirements for the office of directors;
- (6) provide the board of directors with recommendations and relevant materials on the candidates for the office of director in a timely manner prior to the election of new directors; and
- (7) where a person is to be nominated for the office of independent director, the grounds for shortlisting such person and the reasons of their being independent, in the Committee opinion, shall be stated in the relevant materials.

Article 14 The Committee shall report on its work to the board of directors on an annual basis.

Article 15 The responsibilities of the senior member of the Committee include:

- (1) convene and preside over the meetings of the Committee;
- (2) supervise and inspect the work of the Committee;
- (3) execute relevant documents of the Committee;
- (4) report to the Company's board of directors on the work of the Committee;
- (5) ensure the effective operation and performance of duties by the Committee;
- (6) ensure that all motions discussed at the Committee have clear conclusions; and
- (7) other responsibilities as required by the board of directors.

Article 16 The senior management personnel and functional departments (including the Human Resources Department and the Finance Department) of the Company shall provide the Committee with full resources, support and coordination for its

work. Information provided to the Committee shall be timely, accurate and complete.

Chapter 4 Working Procedures

Article 17 The working group of the Committee is responsible for collecting and sorting materials for the review and discussion by members of the Committee and the following requirements must be met:

- (1) All of the agenda and relevant documents of meetings of the Committee shall be delivered to all members in a timely manner at least three (3) days before the date of the meeting (or within other period as agreed upon).
- (2) The management has the responsibility to provide the Committee with adequate and timely materials so that its members can make well-informed decisions. Data provided by the management must be complete and reliable. Members shall discharge their duties appropriately and shall not rely on the data provided by the management alone in all circumstances. Occasionally, they shall also be required to make further inquiry on their own. If any member needs other additional information from the management (other than that provided by the management on its own initiative), he/she shall make further inquiry as needed. He/she may also seek for independent professional opinion as needed and the expenses incurred shall be borne by the Company.
- (3) All members shall have the right to review documents and relevant data of the Committee. The way of compilation and the quality of such documents and relevant data should enable the Committee to make informed decisions on items to be submitted to the board of directors for consideration. If an issue is raised by a member, the working group must take steps to prepare a full fastest response as soon as possible.

Article 18 For matters involving the Committee's terms of reference contained in the agenda of board meetings of the Company, the secretary of the board of directors shall, upon the collection of relevant motions, submit the motion concerning the Company's terms of reference to the senior member of the Committee for examination as soon as possible. The senior member of the Committee shall, upon the receipt of materials related to the motion, make arrangements to convene a meeting of the Committee prior to the meeting of the board of directors, to review and discuss the relevant matter so that recommendations can be made to the board of directors for decision making.

Article 19 The Committee shall convene a meeting for discussion based upon materials submitted by relevant departments and shall have clear conclusions after the meeting. These include passing, overruling or requiring supplementary information for further consideration.

Article 20 The senior member of the Committee shall make a notice of meeting within three (3) days from the date of occurrence of any one of the following events:

- (1) a proposal is made by the board of directors;
- (2) a proposal is made by the senior member of the Committee;
- (3) a proposal is made by two members or more of the Committee; and
- (4) a proposal is made by the chairman of the board of directors.

Article 21 Where matters discussed by the Committee have to be further submitted to the board of directors of the Company for consideration, the senior member of the Committee shall report to all directors of the board on the consideration, voting result and opinion of the Committee in accordance with the minutes of meeting of the Committee in the board of directors' meeting.

Chapter 5 Committee Meetings

Article 22 The Committee shall convene meetings from time to time as needed. However, it must hold a meeting at least once every year before the annual general meeting of shareholders or prior to the election of directors by shareholders. The meeting shall be convened and presided over by the senior member of the Committee. When the senior member of the Committee is unable to convene and preside over the meeting, he/she may appoint another member to do so.

Article 23 Where the senior member of the Committee decides to give notice of meeting of the Committee, he/she shall timely inform the secretary of the board of directors whom shall arrange the secretariat of the board of directors to deliver a written notice of meeting to all members and the relevant invited non-voting delegates to attend the meeting three (3) days before the date of the meeting (excluding special circumstances). The contents of the notice of meeting shall include the format, time, venue, session, agenda, time of delivery of notice and related information of the meeting. However, the aforesaid requirements in respect of the time and procedures of notification may be exempted upon the consent of all members.

Article 24 Members of the Committee shall, upon the receipt of the notice of meeting, give confirmation and revert on the relevant information in a timely and

appropriate way (including but not limited to availability to attend and itinerary arrangements).

Article 25 Members of the Committee shall attend the meeting in person (including attending the meeting through telephone or internet). When a member is unable to attend the meeting in person, he/she may submit a power of attorney executed by the member concerned to authorize another member of the Committee to attend and give opinion on his/her behalf. The power of attorney shall state the scope and term of authorization. Each member cannot be an attorney of two or more members at the same time.

Members who attend the meeting on behalf of another party shall exercise their rights within the scope of authorization. A member who has not attended the meeting of the Committee in person and has neither authorize another member of the Committee to exercise the rights on his/her behalf nor submitted his/her opinions in writing prior to the convening of the meeting shall be deemed to have waived his/her rights.

A member who is unable to attend the meeting in person may exercise his/her rights by submitting his/her opinions on the matter to be discussed in writing. However, the written opinion shall be submitted to the office of the board of directors before the meeting the latest.

Article 26 The board of directors may make adjustments to the members of the Committee in accordance with these rules when any one of the following circumstances occurs:

(1) a member of the Committee has not attended meetings of the Committee in person for two consecutive occasions and has neither authorized another member of the Committee nor submitted his/her opinions in writing before the meeting; and

(2) a member who has attended less than three-quarters (3/4) of the total number of meetings of the Committee in person within one (1) year shall be deemed to be incapable of performing the duties of the Committee.

Article 27 Meetings of the Committee shall be held only when two-thirds (2/3) or more of the members are present.

Article 28 Matters to be considered shall be studied and discussed at the meetings of the Committee and members of the Committee shall express their opinions clearly, independently and comprehensively according to their respective judgments. The opinion of each member shall be recorded in the minutes.

Article 29 The senior member of the Committee shall, on the basis of a comprehensive study and discussion, generalize and summarize the discussions in the meeting and the opinions of the members into a verified opinion of the meeting of the Committee in respect of the matter in the agenda and organize the meeting of the Committee to vote on the matter in the agenda and the verified opinion by a show of hands or by poll. Each member has one (1) vote and the verified opinion of the meeting of the Committee in respect of the matter in the agenda must be passed by the majority of all members and must be signed and confirmed by all members. Members who have voted against have the right to require their dissenting opinions to be stated in the verified opinion of the Committee.

Where the majority of members are incapable of carrying out discussion or making judgment because of the lack of information or materials required for consideration of the matters, the Committee has the right to require for supplementing and improving relevant information or materials before any further consideration.

Except for the circumstance referred to above, the Committee shall give a clear affirmative or negative verified opinion on the matters in the agenda.

Article 30 Meetings of the Committee shall be convened onsite in general. In special cases, provided that members of the Committee can fully express their opinions and with the consent of the senior member of the Committee, meetings may be convened by means of communication facilities. Where a meeting is held by means of communication facilities, members of the Committee shall submit to the board of directors their written opinions on the matters in the agenda within the period specified in the notice of meeting.

Article 31 The secretary of the board of directors of the Company shall attend meetings of the Committee as a non-voting attendee. If necessary, the Committee may invite the directors, senior management personnel and personnel of related functional departments of the Company as well as relevant experts, scholars and agencies' personnel to attend as non-voting attendees. Non-voting attendees shall provide explanations and descriptions on relevant matters as required by members of the Committee.

Article 32 A member of the Committee shall refrain from dealing with any matters in the agenda of the Committee that contains a conflict of interest.

Article 33 Members of the Committee and all other non-voting attendees shall be bound by an obligation of confidentiality on the matter in the agenda and shall not

disclose any relevant information without authorization.

Chapter 6 Minutes of Committee Meetings

Article 34 Minutes shall be taken for meetings of the Committee. The secretariat of the board of directors is responsible for the recording and keeping of minutes, which include the following items:

- (1) format, date and venue of the meeting and the name of the convener;
- (2) attendance, proxies and absence of members;
- (3) name and position of the non-voting attendees;
- (4) agenda of the meeting;
- (5) key comments of members and relevant non-voting attendees; and
- (6) voting results and verified opinion of the meeting in respect of the matter in the agenda.

Minutes of meetings of the Committee shall be signed by the attending members and the secretary of the board as a non-voting attendee.

Article 35 The verified opinion, resolutions, minutes, summary, power of attorney, written opinions of members and other meeting materials produced by meetings of the Committee shall be administered by the office of the board of directors in accordance with relevant provisions.

Chapter 7 Supplementary Provisions

Article 36 Unless otherwise specified, the terms used herein shall have the same meaning as those used in the Company's Articles of Association.

Article 37 These rules shall come into effect on the date of resolution of the board of directors.

Article 38 For matters not mentioned in these rules or in conflict with the laws, regulations, Listing Rules or the Company's Articles of Association that are promulgated or amended after these rules come into effect, these rules shall be implemented in accordance with the laws, regulations, Listing Rules or the Company's Articles of Association.

Article 39 The right to interpret and amend these rules vests with the board of directors of the Company.