

# Notice of Annual General Meeting

The board of directors of TravelSky Technology Limited ("the Company") is pleased to announce that an Annual General meeting shall be held according to the resolutions passed at a board meeting convened on March 11, 2003 and notice is hereby given that an Annual General Meeting of TravelSky Technology Limited (the "Company") will be held at 10:00 a.m. on Wednesday, April 28, 2004 at Crowne Plaza North, Beijing, the People's Republic of China for the following purposes:

## ORDINARY RESOLUTIONS

1. To consider and approve the report of the Directors for the year ended December 31, 2003.
2. To consider and approve the report of the Supervisory Committee for the year ended December 31, 2003.
3. To review the auditors' report for the year ended December 31, 2003 and to consider and approve the audited financial statements of the Company for the year ended December 31, 2003.
4. To consider and approve the distribution of a final dividend and the calculation of such distribution of the Company for the year ended December 31, 2003.
5. To consider and approve the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Ltd. Co. as the international and PRC auditors of the Company, respectively, for the year ending December 31, 2004, and to authorize the Directors to fix the remuneration thereof.
6. To consider and approve the establishment and implementation by the Company of a corporate annual remuneration system from 2004 onwards, and to authorize the board of directors with full power to handle all relevant matters.
7. To consider and approve other matters, if any.

## SPECIAL RESOLUTIONS

8. In accordance with the Amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which will become effective on March 31, 2004, Articles 71, 72, 95 and 133 of the Company's Articles of Association will be amended. Further, as a result of certain changes in the organizational structure of the Company's supervisory committee, Articles 117, 118 and 119 will also be amended. The amendments are as follows:

1. Article 71 "Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxy) present at the meeting.

A special resolution must be passed by votes representing more than two-third of the voting rights represented by shareholders (including proxies) present at the meeting.

Shareholders (including proxy) present at the meeting shall indicate clearly whether they are in favor of or against each of the matter to be voted. Forfeiture votes or to abstain from voting shall not be counted in the voting result by the Company in relation to the relevant matters."

*to be amended to read as follows:*

Article 71 "Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxy) present at the meeting.

A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by shareholders (including proxies) present at the meeting.

Shareholders (including proxy) present at the meeting shall indicate clearly whether they are in favor of or against each of the matter to be voted. Forfeiture votes or to abstain from voting shall not be counted in the voting result by the Company in relation to the relevant matters.

That, where any shareholder is, under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), required to abstain from voting on any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted."

2. Article 72 "A shareholder (including a proxy) when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Each share shall have one vote."

*to be amended to read as follows:*

Article 72 "Subject to Article 71, a shareholder (including a proxy) when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Each share shall have one vote."

3. Article 95 Paragraph 2

"The written notices in relation to the intention to nominate a person for election as a director and the indication of such person's willingness to accept the nomination shall be lodged 7 days prior to the date of convening the general meeting."

*to be amended to read as follows:*

"The written notices in relation to the intention to nominate a person for election as a director and the indication of such person's willingness to accept the nomination shall be lodged after the day on which the notice of the meeting appointed for the election of directors is dispatched and at least 7 days prior to the date of such meeting."

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4. Article 117, Paragraphs 2 and 3

"The Supervisory Committee shall have one chairman. Supervisors shall serve for a term of three years and can be re-elected or re-appointed.

The appointment and removal of the chairman of the Supervisory Committee shall be determined by the votes of two-third or above of the members of the Supervisory Committee."

*to be amended to read as follows:*

"The Supervisory Committee shall have a chairman and a vice-chairman. Supervisors shall serve for a term of three years and can be re-elected or re-appointed.

The appointment and removal of the chairman and vice-chairman of the Supervisory Committee shall be determined by the votes of two-third or above of the members of the Supervisory Committee."

5. Article 118, Paragraph 1

"The Supervisory Committee shall comprise 4 supervisors who shall represent the shareholders (including those who are qualified to be external supervisors), 1 independent supervisor and 1 supervisor who shall represent the employees of the Company. Supervisors representing shareholders and the independent supervisor shall be elected and removed in general meetings; the supervisor representing employees shall be democratically elected and removed."

*to be amended to read as follows:*

"The Supervisory Committee shall comprise 5 supervisors who shall represent the shareholders (including those who are qualified to be external supervisors), 1 independent supervisor and 2 supervisors who shall represent the employees of the Company. Supervisors representing shareholders and the independent supervisors shall be elected and removed in general meetings; the supervisors representing employees shall be democratically elected and removed"

6. Article 119 "Company director, manager, deputy manager, finance director and other senior management staff shall not act concurrently as supervisors."

*to be amended to read as follows:*

Article 119 "Company director, manager, deputy manager and the person in-charge of the finance department shall not act concurrently as supervisors."

7. Article 133 Paragraph 2

“A director shall not vote on any contract or arrangement or any other proposal in which he has a material interest, and shall not be counted in the quorum present at the meeting.”

*to be amended to read as follows:*

“A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates ( “associate” shall have the meaning ascribed to it in the Listing Rules) has a material interest, and shall not be counted in the quorum present at the meeting”

The Company's Articles of Association are written in Chinese only and the English text is merely for translation purposes. If there is any discrepancy between the two versions, the Chinese version of the Articles of Association shall prevail.

By Order of the Board  
**Ding Weiping**  
*Company Secretary*

March 11, 2004

Notes:

1. The Register of Members of the Company will be closed from Monday, March 29, 2004 to Wednesday, April 28, 2004 (both days inclusive), during which time no share transfers will be effected. Holders of the Company's H shares and domestic shares whose names appear on the Register of Members of the Company at the close of business on Friday, March 26, 2004 are entitled to attend the Annual General Meeting. Transfers of H shares must be lodged with the share registrar of the Company's H shares by 4:00 p.m. on Friday, March 26, 2004 in order to entitle the transferee to attend the Annual General Meeting.

The address of the share registrar of the Company's H shares is:

Hong Kong Registrars Limited  
 Room 1712-1716, 17/F Hopewell Centre  
 183 Queen's Road East  
 Wanchai  
 Hong Kong

2. Each Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote on his or her behalf at the Annual General Meeting.
3. Shareholders or their proxies should produce proof of identity and other documents as required under the Articles of Association of the Company when attending the Annual General Meeting. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
4. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing, or in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorized to sign the same. If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified. To be valid, for holders of domestic shares, the notarially certified power of attorney, or other document of authorisation, and the form of proxy must be delivered to the registered address of the Company not less than 24 hours before the time appointed for the holding of the Annual General Meeting. In order to be valid, for holders of H shares, the above documents must be delivered to Hong Kong Registrars Limited within the same period of time.
5. Shareholders who intend to attend the Annual General Meeting in person or by proxy should return the reply slip for attending the Annual General Meeting to the registered address of the Company on or before Wednesday, April 7, 2004 in person, by mail or by fax.

# Notice of Annual General Meeting

6. The Annual General Meeting is expected to last for half a day. Shareholders (or their proxies) attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.

7. The registered address of the Company is as follows:

TravelSky Technology Limited  
No. 2, Ke Xue Yuan South Road  
Haidian District  
Beijing 100080, PRC

Contact person: Ding Weiping  
Tel: 86 10 - 8401 9073  
Fax: 86 10 - 8401 9340  
Post office box: No. 638 Beijing, PRC