

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 19, 2005 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 Tuesday, May 10, 2005 at Floor 19, South Wing, Park C, Raycom InfoTech Park, No.2 Ke Xue Yuan South Road, Haidian District, 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, 2004.
2. To consider and approve the report of the Supervisory Committee for the year ended December 31, 2004.
3. To review the auditors’ report for the year ended December 31, 2004 and to consider and approve the audited financial statements of the Company for the year ended December 31, 2004.
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, 2004.
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, 2005, and to authorize the Directors to fix the remuneration thereof.

SPECIAL RESOLUTIONS

6. To consider and approve, due to the transfer of the equity interests of 83,538,000 shares and 5,895,500 shares held by Air China and China National Aviation Corporation respectively to China National Aviation Holding Company (Air China and China National Aviation Corporation are the wholly-owned subsidiaries of China National Aviation Holding Company) with no consideration, the amendments to the Articles of Association for the name of shareholders of registered and number of shares held.

7. To consider and approve, due to the transfer of the equity interests of 24,667,500 shares and 8,606,000 shares of the Company held by China Northern Airlines Company and Xinjiang Airlines Company respectively to China Southern Air Holding Company (China Northern Airlines Company and Xinjiang Airlines Company are the wholly-owned subsidiaries of China Southern Airlines Company) with no consideration, the amendments to the Articles of Association for the name of shareholders of registered and number of shares held.

Subject to the approved of the above resolutions 6 and 7 by at the Annual General Meeting, the Articles of Association of the Company will be amended as follows:

Section 3 of Article 1: Promoters of the Company are:

Shareholder 1:	China TravelSky Holding Company
Shareholder 2:	China Southern Air Holding Company
Shareholder 3:	China Eastern Air Holding Company
Shareholder 4:	China National Aviation Holding Corporation
Shareholder 5:	China Eastern Air - Northwest Airlines Company
Shareholder 6:	China Eastern Air - Yunnan Airlines Company
Shareholder 7:	Air Greatwall Company
Shareholder 8:	Xiamen Airlines Limited Company
Shareholder 9:	Hainan Airlines Company Limited
Shareholder 10:	China Xinhua Airlines Company Limited
Shareholder 11:	Shenzhen Airlines Limited
Shareholder 12:	Shanghai Airlines Company Limited
Shareholder 13:	Shandong Airlines Company Limited
Shareholder 14:	Shichuan Airlines Group
Shareholder 15:	China Eastern Airlines Wuhan Limited
Shareholder 16:	Changan Airlines Enterprises Limited
Shareholder 17:	Shanxi Airlines Enterprises Company

Section 2 of Article 21:

The structure of share capital after the issue of shares aforesaid by the Company as follows: upon the issue of overseas-listed foreign shares by expanded capitalisation and over-allotment option was exercised, the total number of shares held by the Company was 888,157,500 shares. The shareholders of promoters held 577,303,500 shares, representing 65% of the issued ordinary shares of the Company, of which, Shareholder 1 held 198,496,500 shares, Shareholder 2 held 116,460,500 shares, Shareholder 3 held 68,685,500 shares, Shareholder 4 held 89,433,500 shares, Shareholder 5 held 23,224,500 shares, Shareholder 6 held 17,504,500 shares, Shareholder 7 held 2,658,500 shares, Shareholder 8 held 21,924,500 shares, Shareholder 9 held 11,050,000 shares, Shareholder 10 held 7,559,500 shares, Shareholder 11 held 6,240,000 shares, Shareholder 12 held 5,726,500 shares, Shareholder 13 held 4,348,500 shares, Shareholder 14 held 1,722,500 shares, Shareholder 15 held 1,300,000 shares, Shareholder 16 held 799,500 shares, Shareholder 17 held 169,000 shares. Shareholder of H Share held 310,854,000 shares, representing 35% of the issued ordinary shares of the Company. The changes in total number of share capital and the structure of equity interests had been reported to the Company's Approval Department authorized by the State Council and the Securities Supervisory Department of the State Council.

8. To consider and approve other matters (if any).

By Order of the Board
Ding Weiping
Company Secretary

March 19, 2005

Notes:

1. The Register of Members of the Company will be closed from Monday, April 11, 2005 to Tuesday, May 10, 2005 (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, April 8, 2005 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, April 8, 2005 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 Tuesday, April 19, 2005 in person, by mail or by fax.
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
Floor 18 - 20, South Wing, Park C
Raycom InfoTech Park
No. 2, Ke Xue Yuan South Road
Haidian District, Beijing 100080, PRC

Contact: Secretariat of the Board
Telephone: (8610) 8286 1610
Facsimile: (8610) 8286 1612