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

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

NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES
NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that the following meetings of TravelSky Technology Limited (“**Company**”) shall be held on Tuesday, 28 June 2011 at Conference Room, Prime Hotel, 2 Wangfujing Ave., Dongcheng District, Beijing, the PRC (“**PRC**”):

- (1) the annual general meeting (“**AGM**”) will be held at 10:00 a.m.;
- (2) the class meeting for holders of H shares of RMB1.00 each in the capital of the Company (“**H Shares**”) will be held immediately after the conclusion of the AGM as stated in (1) above or the adjournment thereof; and
- (3) the class meeting for holders of domestic shares of RMB1.00 each in the capital of the Company (“**Domestic Shares**”) will be held immediately after the conclusion of the aforesaid class meeting as stated in (2) above or the adjournment thereof.

These meetings are to be held for the following purposes:

AGM
ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (“**Board**”) of the Company for the year ended 31 December 2010.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2010.
3. To review the auditor’s report for the year ended 31 December 2010 and to consider and approve the audited financial statements of the Group (i.e. the Company and its subsidiaries) for the year ended 31 December 2010.
4. To consider and approve the allocation of profit and distribution of final dividend for the year ended 31 December 2010.

5. To consider and approve the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Co. as the international and PRC auditors of the Company, respectively, for the year ending 31 December 2011, and to authorise the Board to fix the remuneration thereof.

6. To consider and, if thought fit, to approve the share appreciation rights scheme of the Company (“**Share Appreciation Rights Scheme**”), and authorize the Board to (a) grant the share appreciation rights to the incentive recipients of the Company within a particular period and under certain conditions in accordance with the Share Appreciation Rights Scheme and the relevant legal requirements; (b) make corresponding adjustments to the exercise prices and number of share appreciation rights if there is any change in the shareholding structure of the Company as stipulated in the Share Appreciation Rights Scheme; (c) amend the Share Appreciation Rights Scheme, and to decide and formulate any matters relating to the Share Appreciation Rights Scheme during the effective period of the Share Appreciation Rights Scheme; and (d) proceed with the examination, registration, filing, approval and consent procedures with relevant government authorities and to sign, execute, amend, terminate and complete documents to be submitted to relevant government authorities, organizations and individuals and to do all acts, matters and things deemed necessary, appropriate or expedient in relation to the Share Appreciation Rights Scheme.

SPECIAL RESOLUTIONS

7. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H shares of the Company to be issued under the Bonus Issue (as defined below) and the passing of the special resolution approving the Bonus Issue at the respective class meetings for the holders of H Shares and the holders of Domestic Shares:

- (a) the bonus issue (“**Bonus Issue**”) of shares of the Company (“**Bonus Share(s)**”) to the shareholders of the Company whose names appear on the registers of members of the Company on 28 June 2011 on the basis of one Bonus Share for every two shares of the Company then held, by way of capitalization of the Company’s reserves and retained earnings, be and is hereby approved;

- (b) the Directors be and are hereby authorised to exclude shareholders, who are residents outside 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, from being allotted the Bonus Shares;

- (c) the Directors be and are hereby authorised to issue and allot the Bonus Shares pursuant to the Bonus Issue;
- (d) the increase in the registered capital of the Company from RMB1,950,806,393 to RMB2,926,209,589 upon completion of the Bonus Issue be and is hereby approved;
- (e) consequential amendments to the articles of association of the Company (“**Articles**”) as a result of the Bonus Issue as set out below be and are hereby approved:

(i) Article 20 of the Articles:

(aa) By adding the following paragraph immediately after the existing third paragraph of the existing Article 20 as the fourth paragraph, “Upon approval by the shareholders of the Company in the annual general meeting and the class meetings held on 28 June 2011, by conversion of the Company’s retained earnings and reserves in aggregate of RMB975,403,196 into paid-in capital and the issue of 975,403,196 bonus shares, the issued share capital of the Company amounts to 2,926,209,589, 1,993,647,589 of which were issued to holders of domestic shares of the Company, representing 68.13% of the issued share capital of the Company.”.

(bb) By deleting the existing fourth paragraph of the existing Article 20 and replacing with the following paragraph as the fifth paragraph, “Number of shares held by promoter: Shareholder 1 holds 857,226,589 shares; Shareholder 2 holds 349,381,500 shares; Shareholder 3 holds 328,243,500 shares; Shareholder 4 holds 268,300,500 shares; Shareholder 5 holds 25,155,000 shares; Shareholder 6 holds 65,773,500 shares; Shareholder 7 holds 33,150,000 shares; Shareholder 8 holds 22,678,500 shares; Shareholder 9 holds 18,720,000 shares; Shareholder 10 holds 13,045,500 shares; Shareholder 11 holds 5,167,500 shares; Shareholder 12 holds 3,900,000 shares; Shareholder 13 holds 2,398,500 shares; Shareholder 14 holds 507,000 shares.”.

(ii) Article 21 of the Articles:

By adding the following paragraph immediately after the existing fourth paragraph of the existing Article 21, “Upon approval by the shareholders of the Company in the annual general meeting and the class meetings held on 28 June 2011, by conversion of the Company’s retained earnings and

reserves in aggregate of RMB975,403,196 into paid-in capital and the issue of 975,403,196 bonus shares, the issued share capital of the Company amounts to 2,926,209,589, 932,562,000 of which were issued to holders of H shares of the Company, representing 31.87% of the issued share capital of the Company.”.

(iii) Article 24 of the Articles:

By deleting the words “RMB1,950,806,393” and substituting therefor the words “RMB2,926,209,589”.

(The above is the English translation of the Chinese version of the above proposed amendments to the Articles. Should there be any inconsistencies between the English version and the Chinese version, the Chinese version shall prevail. The amended Articles will be effective upon registration with State Administration for Industry and Commerce, the PRC.)

- (f) the Directors be and are hereby authorised to file the amended Articles of Association with the relevant authority in the PRC; and
- (g) the Directors be and are hereby authorised to take any step or action or execute or sign any document as they consider necessary, desirable or expedient in connection with the Bonus Issue (including but not limited to the increase of the registered capital of the Company and amendments to the Articles and making necessary filing with the relevant authority) and the transactions contemplated thereunder.”

8. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT** amendments to Article 1 of the Articles as set out below be and are hereby approved:

- (i) By deleting the words “中國新華航空有限責任公司” and substituting therefor the words “中國新華航空集團有限公司”.
- (ii) By deleting the words “四川航空集團公司” and substituting therefor the words “四川航空集團有限責任公司”.

9. To consider and, if thought fit, approve the following resolution as a special resolution:

“THAT amendments to Article 13 of the Articles by adding the following sentence immediately after the last sentence of the existing Article 13, “Specialized undertaking of engineering projects related to computer system integration, electronic engineering and Airport air traffic control and weak-current systems of terminals” be and are hereby approved.”

(The above is the English translation of the Chinese version of the above proposed amendments to the Articles. Should there be any inconsistencies between the English version and the Chinese version, the Chinese version shall prevail. The amended Articles will be effective upon registration with State Administration for Industry and Commerce, the PRC.)

10. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT:**

- (a) Subject to the limitations imposed by paragraphs (c) and (d) below and in accordance with the Listing Rules, the Company Law of the PRC, and other applicable laws and regulations (in each case as amended from time to time), a general unconditional mandate be and is hereby granted to the Board to exercise once or more 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 (without limitation):
- (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 twenty per cent. (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 of the PRC, other applicable laws and regulations of the PRC, and the Listing Rules (in each case, as amended from time to time) and (ii) (if required) be subject to the approvals of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purposes of this Resolution: “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) twelve months from the date of passing this resolution;
 - (ii) the conclusion of the next annual general meeting of the Company; or
 - (iii) the date on which the powers granted by this resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting; and
- (f) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited 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 the China Securities Regulatory Commission for the issue of shares by the Company, the Board be and is hereby authorised 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.”

11. To consider and, if thought fit, approve the following resolution as a special resolution:

“THAT:

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the PRC, The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the Board be and is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the 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 pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10 per cent. of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph 10 (except for this sub-paragraph (c)(i)) at each of the class meeting for holders of Domestic Shares and the class meeting for holders of H Shares, both to be held on the date of the annual general meeting as convened by this notice (or on such adjourned date as may be applicable);
 - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; 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 notification procedure set out in Article 28 of the articles of association (“**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; and
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and is hereby authorised to:
 - (i) make such corresponding amendments to 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 exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
 - (ii) file the amended Articles with the relevant governmental authorities of the PRC.”

MEETING FOR HOLDERS OF H SHARES

1. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H shares of the Company to be issued under the Bonus Issue (as defined below) and the passing of the special resolution approving the Bonus Issue at the annual general meeting of the Company and the class meeting for the holders of domestic shares of the Company:

- (a) the bonus issue (“**Bonus Issue**”) of shares of the Company (“**Bonus Share(s)**”) to the shareholders of the Company whose names appear on the registers of members of the Company on 28 June 2011 on the basis of one Bonus Share for every two shares of the Company then held, by way of capitalization of the Company’s reserves and retained earnings, be and is hereby approved;

- (b) the directors of the Company (“**Directors**”) be and are hereby authorised to exclude shareholders, who are residents outside 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, from being allotted the Bonus Shares;
- (c) the Directors be and are hereby authorised to issue and allot the Bonus Shares pursuant to the Bonus Issue;
- (d) the increase in the registered capital of the Company from RMB1,950,806,393 to RMB2,926,209,589 upon completion of the Bonus Issue be and is hereby approved;
- (e) consequential amendments to the articles of association of the Company (“**Articles**”) as a result of the Bonus Issue as set out below be and are hereby approved:
 - (i) Article 20 of the Articles:
 - (aa) By adding the following paragraph immediately after the existing third paragraph of the existing Article 20 as the fourth paragraph, “Upon approval by the shareholders of the Company in the annual general meeting and the class meetings held on 28 June 2011, by conversion of the Company’s retained earnings and reserves in aggregate of RMB975,403,196 into paid-in capital and the issue of 975,403,196 bonus shares, the issued share capital of the Company amounts to 2,926,209,589, 1,993,647,589 of which were issued to holders of domestic shares of the Company, representing 68.13% of the issued share capital of the Company.”.
 - (bb) By deleting the existing fourth paragraph of the existing Article 20 and replacing with the following paragraph as the fifth paragraph, “Number of shares held by promoter: Shareholder 1 holds 857,226,589 shares; Shareholder 2 holds 349,381,500 shares; Shareholder 3 holds 328,243,500 shares; Shareholder 4 holds 268,300,500 shares; Shareholder 5 holds 25,155,000 shares; Shareholder 6 holds 65,773,500 shares; Shareholder 7 holds 33,150,000 shares; Shareholder 8 holds 22,678,500 shares; Shareholder 9 holds 18,720,000 shares; Shareholder 10 holds 13,045,500 shares; Shareholder 11 holds 5,167,500 shares; Shareholder 12 holds 3,900,000 shares; Shareholder 13 holds 2,398,500 shares; Shareholder 14 holds 507,000 shares.”.

(ii) Article 21 of the Articles:

By adding the following paragraph immediately after the existing fourth paragraph of the existing Article 21, “Upon approval by the shareholders of the Company in the annual general meeting and the class meetings held on 28 June 2011, by conversion of the Company’s retained earnings and reserves in aggregate of RMB975,403,196 into paid-in capital and the issue of 975,403,196 bonus shares, the issued share capital of the Company amounts to 2,926,209,589, 932,562,000 of which were issued to holders of H shares of the Company, representing 31.87% of the issued share capital of the Company.”.

(iii) Article 24 of the Articles:

By deleting the words “RMB1,950,806,393” and substituting therefor the words “RMB2,926,209,589”.

(The above is the English translation of the Chinese version of the above proposed amendments to the Articles. Should there be any inconsistencies between the English version and the Chinese version, the Chinese version shall prevail. The amended Articles will be effective upon registration with State Administration for Industry and Commerce, the PRC.)

- (f) the Directors be and are hereby authorised to file the amended Articles of Association with the relevant authority in the PRC; and
- (g) the Directors be and are hereby authorised to take any step or action or execute or sign any document as they consider necessary, desirable or expedient in connection with the Bonus Issue (including but not limited to the increase of the registered capital of the Company and amendments to the Articles and making necessary filing with the relevant authority) and the transactions contemplated thereunder.”
2. To consider and, if thought fit, approve the following resolution as a special resolution:

“THAT:

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the Board be and is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the 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 pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10 per cent. of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the annual general meeting and the class meeting for holders of Domestic Shares, both to be held on the date of the class meeting for holders of H Shares as convened by this notice (or on such adjourned date as may be applicable);
 - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; 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 notification procedure set out in Article 28 of the articles of association (“**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; and
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings; and

- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and is hereby authorised to:
 - (i) make such corresponding amendments to 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 exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
 - (ii) file the amended Articles with the relevant governmental authorities of the PRC.”

MEETING FOR HOLDERS OF DOMESTIC SHARES

1. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H shares of the Company to be issued under the Bonus Issue (as defined below) and the passing of the special resolution approving the Bonus Issue at the annual general meeting of the Company and the class meeting for the holders of H Shares:

- (a) the bonus issue (“**Bonus Issue**”) of shares of the Company (“**Bonus Share(s)**”) to the shareholders of the Company whose names appear on the registers of members of the Company on 28 June 2011 on the basis of one Bonus Share for every two shares of the Company then held, by way of capitalization of the Company’s reserves and retained earnings, be and is hereby approved;
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised to exclude shareholders, who are residents outside 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, from being allotted the Bonus Shares;
- (c) the Directors be and they are hereby authorised to issue and allot the Bonus Shares pursuant to the Bonus Issue;
- (d) the increase in the registered capital of the Company from RMB1,950,806,393 to RMB2,926,209,589 upon completion of the Bonus Issue be and is hereby approved;

(e) consequential amendments to the articles of association of the Company (“**Articles**”) as a result of the Bonus Issue as set out below be and are hereby approved:

(i) Article 20 of the Articles:

(aa) By adding the following paragraph immediately after the existing third paragraph of the existing Article 20 as the fourth paragraph, “Upon approval by the shareholders of the Company in the annual general meeting and the class meetings held on 28 June 2011, by conversion of the Company’s retained earnings and reserves in aggregate of RMB975,403,196 into paid-in capital and the issue of 975,403,196 bonus shares, the issued share capital of the Company amounts to 2,926,209,589, 1,993,647,589 of which were issued to holders of domestic shares of the Company, representing 68.13% of the issued share capital of the Company.”.

(bb) By deleting the existing fourth paragraph of the existing Article 20 and replacing with the following paragraph as the fifth paragraph, “Number of shares held by promoter: Shareholder 1 holds 857,226,589 shares; Shareholder 2 holds 349,381,500 shares; Shareholder 3 holds 328,243,500 shares; Shareholder 4 holds 268,300,500 shares; Shareholder 5 holds 25,155,000 shares; Shareholder 6 holds 65,773,500 shares; Shareholder 7 holds 33,150,000 shares; Shareholder 8 holds 22,678,500 shares; Shareholder 9 holds 18,720,000 shares; Shareholder 10 holds 13,045,500 shares; Shareholder 11 holds 5,167,500 shares; Shareholder 12 holds 3,900,000 shares; Shareholder 13 holds 2,398,500 shares; Shareholder 14 holds 507,000 shares.”.

(ii) Article 21 of the Articles:

By adding the following paragraph immediately after the existing fourth paragraph of the existing Article 21, “Upon approval by the shareholders of the Company in the annual general meeting and the class meetings held on 28 June 2011, by conversion of the Company’s retained earnings and reserves in aggregate of RMB975,403,196 into paid-in capital and the issue of 975,403,196 bonus shares, the issued share capital of the Company amounts to 2,926,209,589, 932,562,000 of which were issued to holders of H shares of the Company, representing 31.87% of the issued share capital of the Company.”.

(iii) Article 24 of the Articles:

By deleting the words “RMB1,950,806,393” and substituting therefor the words “RMB2,926,209,589”.

(The above is the English translation of the Chinese version of the above proposed amendments to the Articles. Should there be any inconsistencies between the English version and the Chinese version, the Chinese version shall prevail. The amended Articles will be effective upon registration with State Administration for Industry and Commerce, the PRC.)

- (f) the Directors be and are hereby authorised to file the amended Articles of Association with the relevant authority in the PRC; and
 - (g) the Directors be and are hereby authorised to take any step or action or execute or sign any document as they consider necessary, desirable or expedient in connection with the Bonus Issue (including but not limited to the increase of the registered capital of the Company and amendments to the Articles and making necessary filing with the relevant authority) and the transactions contemplated thereunder.”
2. To consider and, if thought fit, approve the following resolution as a special resolution:

“THAT:

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the Board be and is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the 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 pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10 per cent. of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;

- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the annual general meeting and the class meeting for holders of H Shares, both to be held on the date of the class meeting for holders of Domestic Shares as convened by this notice (or on such adjourned date as may be applicable);
 - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; 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 notification procedure set out in Article 28 of the articles of association (“**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; and
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and is hereby authorised to:
 - (i) make such corresponding amendments to 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 exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and

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

By order of the Board
TravelSky Technology Limited
Xu Qiang
Chairman

Beijing, the People's Republic of China
12 May 2011

Registered office:

7 Yu Min Da Street,
Houshayu Town, Shunyi District,
Beijing 101308,
the PRC

Notes:

1. The register of holders of H Shares of the Company will be closed from 28 May 2011 to 28 June 2011 (both days inclusive), during which time no transfer of H Shares will be effected. Holders of the H Shares and Domestic Shares whose names appear on the register of members of the Company at the close of business on 27 May 2011 are entitled to attend the AGM and the class meetings and the proposed final cash dividend (which is RMB0.157 per share (pre-tax)) for the year ended 31 December 2010. Transfers of H Shares must be lodged with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 27 May 2011 in order to entitle the transferee to attend the AGM and the class meeting for holders of H Shares and the proposed final cash dividend (which is RMB0.157 per share (pre-tax)) for the year ended 31 December 2010.
2. Each shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf at the AGM. Each holder of H Shares who is entitled to attend and vote at the class meeting for holders of H Shares may appoint one or more proxies to attend and vote on his or her behalf at such class meeting. Each holder of Domestic Shares who is entitled to attend and vote at such class meeting for holders of Domestic Shares may appoint one or more proxies to attend and vote on his or her behalf at such class meeting. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised 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 authorised 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 no later than 24 hours before the time appointed for the holding of the meeting. 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.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the relevant meeting or any adjournment thereof. If such member attends the meeting(s), his form of proxy will be deemed to have been revoked.
5. Shareholders who intend to attend the AGM and the class meetings in person or by proxy should return the reply slip for attending the AGM and the class meetings to the registered address of the Company on or before 8 June 2011 in person, by mail or by fax.

6. The AGM and the class meetings are expected to last for half a day. Shareholders (or their proxies) attending the AGM and the class meetings are responsible for their own transportation and accommodation expenses.

7. As at the date hereof, the board of the directors of the Company comprises:

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

Non-executive Directors: Mr Wang Quanhua, Mr Luo Chaogeng and Mr Sun Yude;

Independent non-executive Directors: Mr Cheung Yuk Ming, Mr Zhou Deqiang and Mr Pan Chongyi.