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If you have sold or transferred all your shares in TravelSky Technology Limited, you should at once hand this circular together with the accompanying form of proxy and reply slip 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: 00696)**

**PROPOSED CHANGE IN NON-EXECUTIVE DIRECTORS  
AND  
NOTICE OF EGM**

A notice convening the EGM to be held at Corridor Conference Room, Floor 9, Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Wednesday, 29 August 2018, is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of holders of H Shares) or the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (in case of holders of Domestic Shares), no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the EGM or any adjournment thereof if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the liaison office of the Company in Beijing, on or before Wednesday, 8 August 2018.

13 July 2018

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## DEFINITIONS

*In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:*

“Board”	the board of Directors
“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 depository shares are traded on the over-the-counter market in the United States of America
“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
“Eastern Holding”	中國東方航空集團有限公司 (China Eastern Air Holding Company Limited*) which has a shareholding of 11.22% in the Company and is a substantial shareholder of the Company as at the Latest Practicable Date
“EGM”	the extraordinary general meeting of the Company to be convened at 9:30 a.m. on Wednesday, 29 August 2018, and the notice of which is set out in this circular
“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 and are traded in Hong Kong dollars (Stock Code: 00696)
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region
“Latest Practicable Date”	6 July 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

## DEFINITIONS

“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong and the Macau Special Administrative Region and Taiwan
“Proposed Appointment”	the proposed appointment of Mr. Tang Bing and Mr. Han Wensheng as non-executive Directors
“Proposed Resignation”	the proposed resignation of Mr. Li Yangmin and Mr. Yuan Xin’an as non-executive Directors
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	H Shares and Domestic Shares
“Shareholder(s)”	H Shareholders and Domestic Shareholders
“Southern Holding”	中國南方航空集團有限公司 (China Southern Air Holding Company Limited*) which has a shareholding of 11.94% in the Company and is a substantial shareholder of the Company as at the Latest Practicable Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* For identification purposes only

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: 00696)

*Executive Directors:*

Mr. Cui Zhixiong (*Chairman*)  
Mr. Xiao Yinhong

*Non-executive Directors:*

Mr. Cao Jianxiong  
Mr. Li Yangmin  
Mr. Yuan Xin'an

*Independent non-executive Directors:*

Mr. Cao Shiqing  
Dr. Ngai Wai Fung  
Mr. Liu Xiangqun

*Registered Office:*

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

13 July 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE IN NON-EXECUTIVE DIRECTORS  
AND  
NOTICE OF EGM**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 28 June 2018, in relation to the proposed change in non-executive Directors. The Company proposed to appoint Mr. Tang Bing and Mr. Han Wensheng as the non-executive Directors to replace Mr. Li Yangmin and Mr. Yuan Xin'an, respectively, which is subject to the approvals of the Shareholders at the EGM.

The purpose of this circular is to provide you with, among other things, details of the proposed change in non-executive Directors.

## LETTER FROM THE BOARD

### 2. PROPOSED CHANGE IN NON-EXECUTIVE DIRECTORS

As proposed by Eastern Holding and Southern Holding, both being substantial shareholders of the Company, Mr. Li Yangmin (“**Mr. Li**”) and Mr. Yuan Xin’an (“**Mr. Yuan**”) shall cease to be the non-executive Directors and the members of the Strategic Committee of the Company. As far as the Board is aware of, Mr. Li has resigned due to other work arrangements in Eastern Holding and Mr. Yuan has retired from Southern Holding due to his age.

Mr. Li and Mr. Yuan have respectively confirmed that they have no disagreement with the Board, and there are no matters relating to their Proposed Resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Li and Mr. Yuan towards the Company during their tenure of service.

The Board further proposed that Mr. Tang Bing (“**Mr. Tang**”) and Mr. Han Wensheng (“**Mr. Han**”) shall be appointed as the non-executive Directors to replace Mr. Li and Mr. Yuan. The Board also resolved that Mr. Tang and Mr. Han will be the members of the Strategic Committee of the Company subject to the effectiveness of the Proposed Appointment.

The biographical details of Mr. Tang and Mr. Han are as follows:

**Mr. Tang Bing**, aged 51, a qualified senior engineer, graduated from Nanjing University of Aeronautics and Astronautics majoring in electrical technology. He obtained a Master of Business Administration degree from the Administration Institute of Sun Yat-sen University, an Executive Master of Business Administration degree from the School of Economics and Management of Tsinghua University and a doctoral degree in economics from the Graduate School of Chinese Academy of Social Sciences. Mr. Tang joined the civil aviation industry in 1993. He served as vice executive president (general manager representing Chinese shareholder) of MTU Maintenance Zhuhai Co., Limited (珠海摩天宇發動機維修有限公司), office director of China Southern Air Holding Company and president of Chongqing Airlines Company Limited (重慶航空有限公司). From December 2007 to May 2009, he served as chief engineer and general manager of the Aircraft Engineering Department of China Southern Airlines Company Limited. From May 2009 to December 2009, he was appointed as president of the Beijing Branch of China Eastern Airlines Corporation Limited (“**CEA**”) and was the president of Shanghai Airlines Co., Limited from January 2010 to December 2011. He served as the chairman and executive director of Shanghai Airlines Co., Limited from January 2012 to January 2018, and was appointed a party member of China Eastern Air Holding Company in May 2011 and a director of CEA in June 2012. Since December 2016, he served as the vice president of China Eastern Air Holding Company. Mr. Tang is currently a vice president and party member of CEA Holding and a director, vice president of CEA.

## LETTER FROM THE BOARD

**Mr. Han Wensheng**, aged 51, graduated from Engineering Management Department of Tianjin University, majoring in engineering management, with qualification of a Master's degree. He began his career in August 1987. From September 1999 to June 2001, he acted as deputy director general of Cadre Training Center of China Southern Airlines Company Limited. He served as director of The Research Bureau of China Southern Airlines Company Limited from June 2001 to January 2002. From January 2002 to November 2005, he acted as general manager of Labour Department and secretary of CPC General Committee of China Southern Airlines Company Limited. From November 2005 to June 2007, he served as a member of Party Committee and the deputy director of the Commercial Steering Committee and general manager as well as deputy party secretary of the sales and marketing department of China Southern Airlines Company Limited. From June 2007 to December 2009, he served as general manager of Shanghai base and deputy party secretary of China Southern Airlines Company Limited. He acted as deputy party secretary and deputy director of the Marketing Management Committee of China Southern Airlines Company Limited from December 2009 to October 2011. From October 2011 to October 2016, he was party secretary and deputy director of the Marketing Management Committee of China Southern Airlines Company Limited. From October 2016 to November 2017, he has been the party member and deputy general manager of China Southern Air Holding Company Limited. He served as the party member and deputy general manager of China Southern Air Holding Company Limited and deputy general manager of China Southern Airlines Company Limited since November 2017. He also acts as vice chairman of Sichuan Airlines Corporation Limited and vice director general of China Air Transport Association.

Mr. Tang and Mr. Han have respectively confirmed that, save as disclosed above, (1) neither of them holds any other positions with the Company or any of its subsidiaries or any directorship in any other listed public companies in the past three years; (2) neither of them has any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (3) neither of them has any interest or deemed interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, the Board is not aware of any other matter in respect of the Proposed Appointment of Mr. Tang and Mr. Han that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matter that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Proposed Appointment of Mr. Tang and Mr. Han will become effective subject to the Shareholders' approval at the EGM. The Proposed Resignation of Mr. Li and Mr. Yuan will become effective upon the conclusion of the EGM after the approval of the Proposed Appointment of Mr. Tang and Mr. Han from the Shareholders.

The term of the office of Mr. Tang and Mr. Han as the non-executive Directors will commence from the approval of the Shareholders and end upon expiry of the term of the current session of the Board. The Company will enter into a service contract with Mr. Tang and Mr. Han, respectively, after the Proposed Appointment is approved by the

## LETTER FROM THE BOARD

Shareholders. The remuneration of Mr. Tang and Mr. Han will be determined in accordance with applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company.

### 3. EGM

The EGM will be held at Corridor Conference Room, Floor 9, Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Wednesday, 29 August 2018. Notice of the EGM is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you wish to attend the EGM personally, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of holders of H Shares) or the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (in case of holders of Domestic Shares), no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the EGM or any adjournment thereof if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC, on or before Wednesday, 8 August 2018.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the EGM must be taken by poll. The chairman of the EGM will demand a poll for the resolutions to be proposed at the EGM in accordance with the articles of association of the Company. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the EGM.

### 4. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the resolutions as set out in the notices of the EGM 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 EGM.

Yours faithfully,  
By order of the Board  
**TravelSky Technology Limited**  
**Cui Zhixiong**  
*Chairman*



## NOTICE OF EGM



# 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: 00696)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of TravelSky Technology Limited (the "Company") will be held at Corridor Conference Room, Floor 9, Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC, at 9:30 a.m. on Wednesday, 29 August 2018 to consider and, if thought fit, approve the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the appointment of Mr. Tang Bing as a non-executive director of the sixth session of the Board of the Company for the same term as other members of the sixth session of the Board commencing from the conclusion of the EGM, and the authorization to Board to determine his remuneration; and the termination of the office of Mr. Li Yangmin as a non-executive director of the Company, with effect from the approval granted at the EGM;
2. To consider and approve the resolution in relation to the appointment of Mr. Han Wensheng as a non-executive director of the sixth session of the Board of the Company for the same term as other members of the sixth session of the Board commencing from the conclusion of the EGM, and the authorization to Board to determine his remuneration; and the termination of the office of Mr. Yuan Xin'an as a non-executive director of the Company, with effect from the approval granted at the EGM.

By order of the Board  
TravelSky Technology Limited  
Cui Zhixiong  
Chairman

Beijing, the PRC  
13 July 2018

## NOTICE OF EGM

*Notes:*

1. Details of the above resolutions are set out in the circular of the Company dated 13 July 2018.
2. For the purpose of determining Shareholders' entitlement to attend the EGM, the H Share register of members of the Company will be closed from Monday, 30 July 2018 to Wednesday, 29 August 2018 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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, 27 July 2018. The holders of H Shares whose names 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 EGM.
3. Each shareholder who is entitled to attend and vote at the EGM 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 (for holders of Domestic Shares) or the Registrar of the Company (for holders of H Shares), at least 24 hours before the EGM 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 EGM or any adjournment thereof should he/she so wish.
5. In case of joint shareholdings and the shareholder or the proxy attending the EGM 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 EGM in person or by proxy should return the reply slip to the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC, on or before Wednesday, 8 August 2018 in person, by mail or by fax.
7. The EGM is expected to last for half a day. Shareholders (or their proxies) attending the EGM shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the EGM.