



Board of Directors of TravelSky Technology Limited
Rules of the Strategy and Investment Committee
(Legal Compliance Committee)

(The latest amendments as approved at the 15th meeting of the sixth session of the Board of Directors held on 29 August 2018)

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 In order to adapt to the strategic development of TravelSky Technology Limited (hereinafter referred to as the “Company”), strengthen its core competitiveness, determine its development planning, improve the decision-making process, enhance the benefits and quality of major investment decisions and make it more scientific, and promote legal compliance, the board of directors of the Company has established a strategy and investment committee (legal compliance 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*, the *Articles of Association* of the Company, 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 and requirements.

Article 2 The Committee is accountable to the board of directors and mainly responsible for researching and advising on the Company’s long-term development strategies and major investment decisions as well as advancing and supervising the law-based operation.

Chapter 2 Committee Composition

Article 3 Members of the Committee (the “Member(s)”) shall consist of at least three directors.

Article 4 Members of the Committee shall be nominated by the chairman of the board of directors, more than half (1/2) of the independent non-executive directors or one-third (1/3) of all the directors and shall be elected at the meeting of the board of directors.

Article 5 The Committee shall have one (1) senior Member (the chairman, convener) who is responsible to preside over the work of the

Committee. The senior Member shall be appointed by the board of directors.

Article 6 The Committee shall have a term of office consistent with that of the board of directors. The term of office of a Member is renewable upon re-election. A Member shall be automatically disqualified if during his/her term of office he/she ceases to be a director of the Company. The Committee shall report to the board of directors and make arrangements to fill the vacancy in accordance with the aforesaid provisions of Article 3 to Article 5.

Article 7 The Committee shall establish a working group consisting of relevant departments or units of the Company responsible for strategic planning, investment management, and legal compliance. A working group leader shall be designated by the Committee.

Chapter 3 Committee Responsibilities

Article 8 Main responsibilities and limits of authority of the Committee:

- (1) research and advise on the Company's medium and long-term strategic planning for development;
- (2) research and advise on major investment and financing plans to be approved by the board of directors;
- (3) research and advise on major capital operation and assets operation projects to be approved by the board of directors;
- (4) advance the law-based decision-making and operation, facilitate the management of the Company to implement the strategy of law-based operation and promote legal compliance, supervise the management in conducting law-based operation, review the work done annually for legal compliance in the annual report on the work of the board of directors;

(5) research and advise on other major events which affect the Company's development;

(6) implement the resolutions of the board of directors or act as authorized by the board of directors.

Article 9 The Committee is accountable to the board of directors, and according to its responsibilities and limits of authority, shall report to the board of directors on the review opinions or suggestions on proposals in respect of medium and long-term strategic planning and major investment and financing or the review opinions on work reports specially on legal compliance.

Chapter 4 Committee Rules and Procedures

Article 10 The Committee shall hold meeting(s) at least once a year. The meeting of the Committee may be convened by means of communication facilities or circulating written resolutions.

Article 11 Notice of meeting shall be given to all Members seven (7) days before the date of the meeting. In case of emergency, notice of an extraordinary meeting may be given less than seven (7) days before the date of the meeting.

Article 12 The meeting shall be presided over by the senior Member and, where he/she is unable to attend the meeting, he/she may appoint another Member to preside over the meeting.

Article 13 The meeting of the Committee shall be held when two-third (2/3) or more of the Members of the Committee are present. A Member who is unable to attend the meeting may appoint in writing another Member to attend the meeting on his/her behalf or may attend the meeting by means of communication facilities.

Article 14 Resolutions made at the meeting of the Committee must be passed by a majority of all Members. Each Member shall have one (1) vote. Resolutions shall be passed by a show of hands at on-the-spot meetings of the Committee.

If a Member has a significant conflict of interests or any related interests in the matter to be considered at the Committee and/or board of directors, that Member shall abstain or withdraw from voting. When voting Members with no interest in the matter present at the meeting of the Committee are less than the majority of all Members of the Committee, the matter for consideration shall be directly reported to the board of directors for consideration and decision-making.

Article 15 The Committee may invite other directors (directors who are not Members), supervisors, general manager, financial officer, general counsel and other senior management of the Company to attend the meeting as non-voting attendees. The person in charge of the working group shall attend the meetings of the Committee.

Article 16 The Committee may, if appropriate, appoint intermediaries to provide professional opinions on its decisions and the expenses reasonably incurred shall be borne by the Company.

Article 17 The procedures and voting methods of meetings of the Committee as well as the resolutions passed at the meetings must comply with all applicable laws, regulations, Listing Rules, the Company's *Articles of Association* and these Rules.

Article 18 Complete meeting records must be kept for meetings of the Committee. Attending Members should sign on the meeting minutes. Meeting minutes of the Committee shall be kept by the standing office established by the board of directors.

Minutes of the Committee shall be taken in respect of all items considered and resolutions made by the Members at the meetings in a adequately detailed manner, which shall include any doubts raised or opposing opinions expressed by the Members.

Article 19 Resolutions and voting results of meetings of the Committee shall be submitted to the board of directors in writing or reported by the senior Member at the on-the-spot meetings of the board of directors.

Article 20 Members and non-voting attendees shall be obliged to keep the items discussed at the meetings confidential, shall not disclose the relevant information without authorization, and shall comply with the management system or rules and regulations established by the Company in respect of confidentiality, information disclosure, inside information and insider trading.

Article 21 The working group of the Committee is responsible for daily communication and organization of meetings of the Committee, and also may appropriately entrust the standing office of the board of directors for assistance.

Chapter 5 Provision and Usage of Information at the Committee

Article 22 The agenda of the Committee's regular meetings and relevant meeting documents shall be delivered to all Members in a timely manner and at least three (3) days in advance of the date of the meeting (or within other period as agreed). All other meetings of the Committee shall also adopt the arrangements referred to above in practical circumstances.

Article 23 The management has the responsibility to provide adequate information to the Committee in a timely manner so that the Members can make well-informed decisions. Information provided by the management must be complete and reliable.

Article 24 Information provided by the management to the Committee shall include the background of the relevant items to be submitted for consideration at the Committee or explanatory notes, disclosure documents, budgets, forecasts and other relevant internal financial statements (if necessary). As for budgets, any significant difference between the forecasts and the actual figures shall be disclosed and explained.

Article 25 All Members shall have the right to review documents and relevant materials of the Committee. The way of compilation and quality of relevant documents and relevant materials shall enable the Committee to make informed decisions on items

submitted to the Committee for consideration. If an issue is raised by a Member, the management of the Company must take steps to make the response as quickly and comprehensively as possible.

Chapter 6 Supplementary Provisions

Article 26 These Rules shall come into effect on the date of approval by the board of directors.

Article 27 Items that have not been mentioned in these Rules shall be implemented in accordance with relevant laws and regulations of the State and the Company's *Articles of Association*. Where there is conflict between these Rules and the laws and regulations that are to be promulgated by the State in the future or the Company's *Articles of Association* as amended in accordance with legitimate procedures, relevant laws and regulations and the Company's *Articles of Association* shall prevail and the amendments to these Rules must be submitted to the board of directors for consideration in a timely manner.

Article 28 The right to interpret these Rules vests with the board of directors.