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

(Stock Code: 00696)

# CONTINUING CONNECTED TRANSACTIONS: EASTERN AIRLINES TRANSACTIONS AND WAIVER IN RELATION TO EASTERN AIRLINES TRANSACTIONS

References are made to the announcement of the Company dated 8 November 2017 and the circular of the Company dated 13 December 2017 in relation to, among other things, the Eastern Airlines Transactions and the Previous Waiver. The latest agreement entered into between the Company and Eastern Airlines in relation to the Eastern Airlines Transactions was for a term of two years from 1 January 2017 to 31 December 2018 and there is no signed written agreement governing the ongoing Eastern Airlines Transactions at the current stage. The Previous Waiver will expire on 31 December 2020. The Company will continue such Eastern Airlines Transactions after such date.

The Company expects that the Eastern Renewal Agreement between the Group and the Eastern Airlines Group may not be entered into on or before 31 December 2020. Therefore, the Company has applied to the Stock Exchange for and the Stock Exchange has granted the Waiver from strict compliance with the requirements of having written agreements under Rules 14A.34 and 14A.51 of the Listing Rules.

The Waiver has been granted to the Company. Pursuant to the Waiver, the Company shall publish this announcement. Further, the Company will seek a general mandate for a period of three years ending 31 December 2023 from the Independent Shareholders in order to continue the Eastern Airlines Transactions under the Waiver. In the event that the terms of the Eastern Renewal Agreement to be subsequently entered into with Eastern Airlines are materially different from those being approved by the Independent Shareholders, the Company will re-comply with the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will establish the Independent Board Committee to advise the Independent Shareholders as to whether the Eastern Airlines Transactions are (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the

Shareholders as a whole, and whether the Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. The Independent Board Committee will advise the Independent Shareholders on how to vote at the EGM on the resolution in respect of the Eastern Airlines Transactions and the Proposed Annual Caps, after taking into account the recommendations of the Independent Financial Adviser. VBG Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Eastern Airlines Transactions and the Proposed Annual Caps.

A circular containing, among other things, (i) further details of the Eastern Airlines Transactions; (ii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders on the Eastern Airlines Transactions and the Proposed Annual Caps; (iii) the recommendation of the Independent Board Committee regarding the Eastern Airlines Transactions and the Proposed Annual Caps to the Independent Shareholders; and (iv) a notice of the EGM and proxy form, will be despatched to the Shareholders on or before 19 October 2020 as the Company requires additional time to prepare and finalize certain information to be contained in the circular to enable the Independent Shareholders to make their informed decisions at the EGM.

#### 1. BACKGROUND AND REASONS FOR APPLICATION FOR THE WAIVER

References are made to the announcement of the Company dated 8 November 2017 and the circular of the Company dated 13 December 2017 in relation to, among other things, the Eastern Airlines Transactions and the Previous Waiver. The latest agreement entered into between the Company and Eastern Airlines in relation to the Eastern Airlines Transactions was for a term of two years from 1 January 2017 to 31 December 2018 and there is no signed written agreement governing the ongoing Eastern Airlines Transactions at the current stage. The Previous Waiver will expire on 31 December 2020. The Company will continue such Eastern Airlines Transactions after such date.

The Group has been playing a strategic and critical role in the proper functioning of civil aviation in the PRC for quite a long time and the services provided by the Group are akin to public services. It has provided public service covenants with CAAC to provide stable, reliable and zero-interruption booking services for the PRC airline industry. It is in no position to stop or even partially cease providing its services to the commercial airlines simply for the absence of written agreements with them, as any such interruption would bring insufferable inconvenience and financial loss to all market participants including related industries such as tourism and hospitality sectors, which in turn will constitute a breach of its public services covenants with CAAC.

The Group has been actively procuring the renewal of Eastern Airlines Services Agreement with the Eastern Airlines Group for the years from 2019 to 2020 since November 2018. Since the outbreak of the Novel Coronavirus ("COVID-19") epidemic in early 2020, the government has

imposed several restrictions on travelling and gathering, thus the negotiation between the Company and the Eastern Airlines has been interrupted and delayed to certain degree. Despite the ongoing epidemic and recent requirements for prevention and control of its spread, the Company has also taken the initiative to negotiate with Eastern Airlines about further renewal of the Eastern Airlines Transactions for the years from 2021 to 2023 since June 2020. At current stage, the Company has initiated several rounds of discussions at the working level with the Eastern Airlines to go through relevant technical issues in relation to the renewal of the Eastern Airlines Services Agreement. The Eastern Airlines, as a large scaled airline enterprise, has adopted relatively prudent and stringent internal procedures for the signing of agreements. The negotiation and internal procedures of Eastern Airlines as mentioned above may also create genuine practical difficulties in the Company's attempt to enter into the Eastern Renewal Agreement by the end of 2020 in compliance with Rules 14A.34 and 14A.51 of the Listing Rules.

Taking into account the negotiation and internal procedures of Eastern Airlines as mentioned above, in view of the uncertainty of the requirements regarding prevention and control stipulated by governmental departments due to the COVID-19 epidemic, the Company reasonably expects that additional time is required to enter into the Eastern Renewal Agreement.

In view of the foregoing, the Company has applied to the Stock Exchange for and the Stock Exchange has granted the Waiver from strict compliance with the requirements of having written agreements under Rules 14A.34 and 14A.51 of the Listing Rules with respect to the renewal of the Eastern Airlines Transactions. The Waiver is for a three-year period from 1 January 2021 to 31 December 2023. Pursuant to the Waiver, the Company shall publish this announcement. In the event that the terms of the Eastern Renewal Agreement to be subsequently entered into with Eastern Airlines are materially different from those being approved by the Independent Shareholders, the Company will re-comply with the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

# 2. CONTINUING CONNECTED TRANSACTIONS UNDER THE WAIVER

#### 2.1 Details of the Eastern Airlines Transactions under the Waiver

Parties:

The Group (excluding Accounting Centre of China Aviation Limited Company\* (中國航空結算有限責任

Service recipients:

Service provider:

The Eastern Airlines Group

公司))

Terms:

1 January 2021 to 31 December 2023

Services:

The scope of technology services consists of the following:

- (i) flight control system services which include, among others, the provision of consolidated information, flight information, flight control, flight tickets sales, automatic tickets sales and announcement of freight price, and relevant products (if applicable);
- (ii) computer distribution system services which include, among others, the provision of flight information display, real-time flight reservation, automatic tickets sale, tickets price display and other travel-related services, and relevant products (if applicable);
- (iii) airport passenger processing system services which include, among others, the provision of check-in, departure control and load planning services, and relevant products (if applicable); and
- (iv) civil aviation and commercial data network services which include, among others, the provision of network transmission services and connection services, and relevant products (if applicable).

Service fees:

The fees for the technology services are as follows:

(i) the "flight control system services" as mentioned in (i) under the sub-section "Services" and the "computer distribution system services" as mentioned in (ii) under the sub-section "Services" above are generally referred to as the "airlines passenger booking system services". The pricing of such airlines passenger booking system services is subject to the maximum guidance prices prescribed by CAAC, being the progressive per segment booking fee ranging from RMB4.5 to RMB6.5 for domestic flights and RMB6.5 to RMB7 for international and regional flights (depending on the monthly booking volume).

The Company has a tiered pricing mechanism in place for the provision of the flight control system services by the Group, which is universally applicable to all airlines companies (including Eastern Airlines). The tiered pricing mechanism is linked to the processing volume. The more processing volume purchased by an airlines company, the lower unit price that it will enjoy. The highest unit price under such tiered pricing mechanism does not exceed the maximum amount prescribed by CAAC. As such, even the processing volume of such services provided by the Group to the airlines group is very small, the highest unit price applies which is not more than the maximum amount prescribed by CAAC. The Company strictly follows such tiered pricing mechanism when charging relevant services fees with the airlines companies. For the avoidance of doubt, the tiered pricing mechanism is independently determined by the Company and no individual airlines company has influence over such pricing mechanism;

- (ii) the pricing of the "airport passenger processing system services" as mentioned in (iii) under the sub-section "Services" above is also subject to the maximum guidance prices prescribed by CAAC, being (a) RMB7 per segment for international and regional flights and RMB4 per segment for domestic flights; and (b) RMB500 per aircraft for load planning services. The Company may also determine the actual prices for airport passenger processing system services through arm's-length negotiation with Eastern Airlines, having taken into account a number of factors such as types of the flights, transportation volume, level of services and size of the aircraft, and in any event the prices shall not exceed the above maximum guidance prices prescribed by CAAC;
- (iii) for the services as mentioned in (i), (ii) and (iii) under the sub-section "Services" above, the maximum fee shall not be more than RMB9.9 per segment when charged on an aggregate basis. The actual aggregate service fees charged will be subject to several-tier pricing which is linked to the total processing volume of Eastern Airlines per month (i.e. the more the processing volume per month, the lower the unit price charged by the Company);
- (iv) the pricing of physical identified device ("PID") connection and maintenance services under the "civil aviation and commercial data network services" as mentioned in (iv) under the subsection "Services" above is determined with reference to the guidance price prescribed by CAAC of RMB200 per PID per month; and

the pricing of the provision of relevant products (v) associated with the technical services and other types of services under the aforementioned type (iv) "civil aviation and commercial data network services" as mentioned in (iv) under the subsection "Services" above (other than PID connection and maintenance services) is not governed by the guidelines of CAAC or the framework of any other PRC airlines regulatory body. The pricing policies of such services or products will be mutually negotiated by both parties, and are mainly determined by the Company after taking into account two factors: (a) the costs of provision of such products or services; and (b) the processing volume and complexity of such products or services.

The service fees shall be calculated on a monthly basis and shall be paid on a quarterly basis.

The Directors are of the view that the basis of determination of the service fees mentioned above is fair and reasonable.

### 2.2 Internal Control and Mechanism to Regulate the Eastern Airlines Transactions

To ensure that the provision of the Eastern Airlines Transactions are carried out in accordance with relevant regulatory guidelines and terms as disclosed herein, or, those to be agreed in the Eastern Renewal Agreement (if entered into), the Company has in place the following internal control procedures and mechanism:

(1) for the aforementioned type (i), (ii), (iii) and (iv) services under the Eastern Airlines Transactions, they are provided and carried out through the Company's large scale computerized automated system with pre-set technology parameters and pricing policies as agreed under the Eastern Renewal Agreement, or, if the Eastern Renewal Agreement has not yet been entered into, the terms as disclosed herein. According to the internal regulations in relation to the pricing of products, external system services and technical services issued by the Company in April 2018 (the "Regulations") to regulate pricing policies, the changes of such pre-set technology specifications and pricing terms can only be made after receiving joint approvals from various internal departments of the Company, which include the aviation business sales department, the market management department and the finance department, thus to ensure that the terms of the Eastern Airlines Transactions are adherent and strictly followed; and

(2) for other types of services under the aforementioned type (iv) civil aviation and commercial data network services (other than PID connection and maintenance services) and relevant products provided associated with the technical services under the Eastern Airlines Transactions where separate service agreements may be entered into, the entering into of such individual agreements will be scrutinized by a number of internal departments of the Company in accordance with the Regulations, which include the aviation business sales department, the market management department and the finance department, to ensure that the terms of such agreements will be in compliance with relevant regulatory guidelines, where applicable, and will not deviate from the terms of the Eastern Renewal Agreement, or, if the Eastern Renewal Agreement has not yet been entered into, the terms as disclosed herein. And such pricings are not more favourable than those applied by the Company to independent third parties in respect of transactions of similar kind under same conditions.

Further, the auditors of the Company will conduct annual review of the Eastern Airlines Transactions to confirm that, among other things, such transactions are in accordance with the pricing policies of the Company and have been entered into in accordance with the relevant agreements (if have been entered into) governing the transactions in accordance with Rule 14A.56 of the Listing Rules. The auditors will also carry out annual system auditing on the Company's computerized automated system to, among other things, verify the system's reliability and stability, and evaluate the internal control procedures for the authorization of making changes to the system parameters and programme.

As such, the Company is of the view that it possesses adequate mechanism, internal control procedures and external supervision in place to ensure the terms of the provision of the Eastern Airlines Transactions are adherent and strictly followed in accordance with relevant regulatory guidelines and the Eastern Renewal Agreement, or, if the Eastern Renewal Agreement has not yet been entered into, the terms as disclosed herein.

# 3. HISTORICAL TRANSACTION RECORDS

Set out below is a summary of the aggregated amounts of the Eastern Airlines Transactions for the three years ended 31 December 2019 and the six months ended 30 June 2020:

			Six months
			ended
	30 June		
2017	2018	2019	2020
(RMB)	(RMB)	(RMB)	(RMB)
(thousand)	(thousand)	(thousand)	(thousand)
			(unaudited)
749,254	766,681	809,172	176,767
(equivalent to	(equivalent to	(equivalent to	(equivalent to
approximately	approximately	approximately	approximately
HK\$824,179.4	HK\$843,349.1	HK\$890,089.2	HK\$194,443.7
thousand)	thousand)	thousand)	thousand)

#### Notes:

- 1. The historical transaction figures for the years ended 2017, 2018 and 2019 are audited figures of the Group and the figure for the six months ended 30 June 2020 is internal management account figure.
- 2. The low transaction amount for the six months ended 30 June 2020 was mainly due to the outbreak of COVID-19 epidemic in early 2020. After the epidemic fades, the PRC economy is expected to resume growth momentum which may in turn boost the demand for civil aviation industry. As such, the Proposed Annual Caps, as considered by the Directors and management of the Company, should not be set with reference to the historical transaction amount for the six months ended 30 June 2020.

#### 4. PROPOSED ANNUAL CAPS AND BASIS FOR THE PROPOSED ANNUAL CAPS

# 4.1 Proposed Annual Caps

Set out below is a summary of the Proposed Annual Caps for the Eastern Airlines Transactions provided to the Eastern Airlines Group for the three years ending 31 December 2023:

	Years ending 31 December		
2023	2022	2021	
(RMB)	(RMB)	(RMB)	
(thousand)	(thousand)	(thousand)	
1,100,870	1,019,324	943,818	
(equivalent to	(equivalent to	(equivalent to	
approximately	approximately	approximately	
HK\$1,210,957	HK\$1,121,256.4	HK\$1,038,199.8	
thousand)	thousand)	thousand)	

# 4.2 Basis of the Proposed Annual Caps for the Eastern Airlines Transactions

The Proposed Annual Caps represent an estimated annual growth rate of 8% in the transaction volume calculated based on the transaction amount for the Eastern Airlines Transactions for the year of 2019 (i.e. approximately RMB809 million). The Proposed Annual Caps and the estimated 8% annual transaction volume growth rate are determined with reference to (i) the maximum annual growth rate of approximate 5.54% of the historical transaction amount for the two years ended 31 December 2019; (ii) the utilization rate of 91.52%, 82.87% and 77.4% of annual caps under the Eastern Airlines Transactions for the year ended 31 December 2017, 2018 and 2019, respectively; (iii) the Proposed Annual Caps would provide an adequate buffer for the Group to accommodate any unanticipated revenue from the Eastern Airlines Transactions and thus avoid unnecessary administrative costs associated with obtaining further approvals from shareholders for those unanticipated revenue which exceeds the Proposed Annual Caps; (iv) the expansion of Eastern Airlines' businesses from time to time through potential establishment of more branches and subsidiaries; (v) the estimated increase in demand of the civil aviation transportation market as influenced by various factors such as the "One Belt and One Road" strategy; (vi) the promising aviation market in China in the near future which will become the largest civil aviation transportation market in the mid-2020s as anticipated by IATA (International Air Transport Association); and (vii) the anticipated growth of the PRC's gross passenger transportation volume after the COVID-19 epidemic is kept under control.

# 5. REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The provision of the various services as described in the section 2 headed "Continuing Connected Transactions under the Waiver" is in the ordinary and usual course of business of the Group. The Group will receive service fees for provision of such services and thus such transactions will increase the total revenue of the Group. In addition, it is the Group's obligation to fulfill its public service covenant with CAAC by renewing the Eastern Airlines Transactions in providing stable, reliable and zero-interruption booking services for the PRC airline industry.

The Directors are of the view that the Eastern Airlines Transactions are conducted in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms of the Eastern Airlines Transactions and the Proposed Annual Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

#### 6. IMPLICATIONS UNDER THE LISTING RULES

Eastern Holding is a substantial Shareholder of the Company as at the date of this announcement. Eastern Airlines, being a subsidiary of Eastern Holding, is therefore a connected person of the Company pursuant to Rule 14A.07(4) of the Listing Rules. As such, the Eastern Airlines Transactions constitute continuing connected transactions of the Company.

Since the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Eastern Airlines Transactions exceeds 5%, the Eastern Airlines Transactions are subject to the reporting, announcement, annual review and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Xi Sheng, a non-executive Director, has abstained from voting on the Board meeting for approving the Eastern Airlines Transactions as he takes positions in Eastern Holding and Eastern Airlines. Save as stated above, none of the Directors has a material interest in the Eastern Airlines Transactions and none of them has abstained from voting on the relevant Board resolution.

The Company proposes to seek a general mandate for a period of three years ending 31 December 2023 from the Independent Shareholders in order to continue the Eastern Airlines Transactions under the Waiver. In the event that the terms of the Eastern Renewal Agreement to be subsequently entered into with Eastern Airlines are materially different from those being approved by the Independent Shareholders, the Company will re-comply with the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will establish the Independent Board Committee to advise the Independent Shareholders as to whether the Eastern Airlines Transactions are (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) fair and reasonable

so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and whether the Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. The Independent Board Committee will advise the Independent Shareholders on how to vote at the EGM on the resolution in respect of the Eastern Airlines Transactions and the Proposed Annual Caps, after taking into account the recommendations of the Independent Financial Adviser. VBG Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Eastern Airlines Transactions and the Proposed Annual Caps.

A circular containing, among other things, (i) further details of the Eastern Airlines Transactions; (ii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders on the Eastern Airlines Transactions and the Proposed Annual Caps; (iii) the recommendation of the Independent Board Committee regarding the Eastern Airlines Transactions and the Proposed Annual Caps to the Independent Shareholders; and (iv) a notice of the EGM and proxy form will be despatched to the Shareholders on or before 19 October 2020 as the Company requires additional time to prepare and finalize certain information to be contained in the circular to enable the Independent Shareholders to make their informed decisions at the EGM.

# 7. GENERAL INFORMATION

# Information on the Group

The Group is principally engaged in the provision of aviation information technology services in the PRC as well as provision of accounting, settlement and clearing services and information system development and support services to domestic and worldwide airline companies.

# **Information on Eastern Holding**

Eastern Holding is a wholly state-owned enterprise in the PRC. As at the date of this announcement, it is a substantial shareholder of the Company and holds approximately 12.21% of the total issued share capital of the Company. It is principally engaged in the management of the state-owned assets and state-owned equity interests resulting from investments of the state in Eastern Holding and its invested entities.

#### **Information on Eastern Airlines**

Eastern Airlines is a company listed on the Shanghai Stock Exchange (Stock Code: 600115), the Stock Exchange (Stock Code: 670) and the New York Stock Exchange (ADR: CEA), and is principally engaged in the operation of civil aviation, including the provision of passenger, cargo, mail delivery and other extended transportation services.

#### 8. **DEFINITIONS**

In this announcement, the following expressions shall have the meaning set out below unless the context requires otherwise:

"Board" the board of Directors

"CAAC" 中國民用航空局 (Civil Aviation Administration of China),

the administrative authority in the civil aviation industry in

the PRC

"Company" TravelSky Technology Limited, a company incorporated

under the laws of the PRC whose shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in

the United States of America

"connected person(s)" has the same meaning as ascribed to it under the Listing Rules

"Director(s)" the director(s) of the Company

"Eastern Airlines" China Eastern Airlines Corporation Limited\* (中國東方航空

股份有限公司), a subsidiary of Eastern Holding as at the date of this announcement, and reference to Eastern Airlines in this announcement shall exclude its subsidiaries and associates

unless the context otherwise requires

"Eastern Airlines Group" Eastern Airlines and its subsidiaries, exclude its associates

"Eastern Airlines Services the written agreement dated 16 May 20

Eastern Airlines Services the written agreement dated 16 May 2018 entered into between the Company and Eastern Airlines in respect of the Eastern Airlines Transactions for a term of two years from 1

January 2017 to 31 December 2018

"Eastern Airlines the continuing connected transactions between the Company and Eastern Airlines in relation to the provision of the

and Eastern Airlines in relation to the provision of the technology services by the Company to the Eastern Airlines

Group as set out in this announcement

"Eastern Holding" China Eastern Air Holding Company Limited\* (中國東方航

空集團有限公司), a substantial Shareholder of the Company

as at the date of this announcement

"Eastern Renewal Agreement"

the renewal written agreement in respect of the Eastern Airlines Transactions for the years from 2021 to 2023

"EGM"

the extraordinary general meeting of the Company to be convened for the purpose of, among other things, approving the Eastern Airlines Transactions and the Proposed Annual Caps mentioned in this announcement by the Independent Shareholders, and the notice of which will be set out in a circular to be despatched to the Shareholders on or before 19 October 2020

"Group"

the Company and its subsidiaries

"HK\$"

Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region

"Hong Kong"

the Hong Kong Special Administrative Region

"Independent Board Committee"

the independent board committee of the Company to be formed by the Company to advise the Independent Shareholders in respect of the Eastern Airlines Transactions and the Proposed Annual Caps as set out in this announcement

"Independent Financial Adviser" or "VBG Capital"

VBG Capital Limited, the independent financial adviser to the Independent Board Committee and Independent Shareholders in respect of the Eastern Airlines Transactions and the Proposed Annual Caps, and a licensed corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

"Independent Shareholders"

the shareholders of the Company who are not required to abstain from voting in respect of the Eastern Airlines Transactions and the Proposed Annual Caps at the EGM

"Listing Rules"

the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

"PRC"

the People's Republic of China and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

"Previous Waiver"

the previous waiver from strict compliance with the requirement of having written agreements under Rule 14A.34 of the Listing Rules granted by the Stock Exchange in October 2017 in relation to, among others, the provision of technology services by the Company to Eastern Airlines and its subsidiaries for a term of three years from 1 January 2018 to 31 December 2020

"Proposed Annual Cap(s)"

the proposed maximum aggregate annual amount(s) of the Eastern Airlines Transactions for each of the three years ending 31 December 2023, as set out in section 4 headed "Proposed Annual Caps and Basis for the Proposed Annual Caps" in this announcement

"RMB"

Renminbi, the lawful currency of the PRC

"SFO"

the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Shareholder(s)"

the shareholder(s) of the Company

"Stock Exchange"

The Stock Exchange of Hong Kong Limited

"subsidiary(ies)"

has the same meaning as ascribed to it under the Listing Rules

"Waiver"

a waiver from strict compliance with the requirement of having written agreements under Rules 14A.34 and 14A.51 of the Listing Rules with respect to the Eastern Airlines Transactions. Such waiver is for a three-year term from 1 January 2021 to 31 December 2023

"%"

per cent

<sup>\*</sup> for identification purposes only

For the purpose of this announcement, unless otherwise indicated, the exchange rate at RMB1= HK\$1.10 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged.

By the order of the Board

TravelSky Technology Limited

Cui Zhixiong

Chairman

Beijing, PRC 11 September 2020

As at the date of this announcement, the Board comprises:

Executive Directors: Mr. Cui Zhixiong (Chairman) and Mr. Xiao Yinhong;

Non-executive Directors: Mr. Zhao Xiaohang, Mr. Xi Sheng and Mr. Luo Laijun;

Independent non-executive Mr. Cao Shiqing, Dr. Ngai Wai Fung and Mr. Liu Xiangqun.

Directors: