

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, stock broker, solicitor, professional accountant or other appropriate independent advisers.

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)

2020 ANNUAL GENERAL MEETING

A notice convening the AGM to be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 27 May 2021 is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) 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 Domestic Shareholders), not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the AGM or any adjournment thereof if you so wish.

If you intend to attend the AGM 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 Monday, 10 May 2021.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2020 annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 27 May 2021, and the notice of which is set out on pages 6 to 8 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CASBE”	China Accounting Standards for Business Enterprises
“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 depositary 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 Share(s)
“Group”	the Company and its subsidiaries
“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 HK\$ (Stock Code: 00696)
“H Shareholder(s)”	holder(s) of H Share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC” or “China”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Registrar”	the Hong Kong share registrar of the Company, Hong Kong Registrars Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	H Shares and Domestic Shares
“Shareholders”	H Shareholders and Domestic Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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)

Directors:

Cui Zhixiong (Chairman)[#]

Xiao Yinhong[#]

Zhao Xiaohang^{##}

Xi Sheng^{##}

Luo Laijun^{##}

Cao Shiqing^{###}

Ngai Wai Fung^{###}

Liu Xiangqun^{###}

[#] Executive Directors

^{##} Non-executive Directors

^{###} Independent non-executive Directors

Registered office in the PRC:

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

23 April 2021

To the Shareholders

Dear Sir/Madam,

2020 ANNUAL GENERAL MEETING

1. INTRODUCTION

On behalf of the Board, I invite you to attend the AGM to be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC on Thursday, 27 May 2021.

The purpose of this circular is to provide you with the notice of the AGM, and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM.

2. BUSINESS TO BE CONSIDERED AT THE AGM

The items of business to be considered at the AGM are described in detail in the notice of the AGM set out on pages 6 to 8 of this circular. At the AGM, the followings will be proposed for approval as ordinary resolutions: (1) the resolution in relation to the report of the Board of the Company for the year ended 31 December 2020; (2) the resolution in

LETTER FROM THE BOARD

relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2020; (3) the resolution in relation to the audited financial statements of the Group (i.e. the Company and its subsidiaries) for the year ended 31 December 2020; (4) the resolution in relation to the allocation of profit and distribution of final dividend for the year ended 31 December 2020; and (5) the resolution in relation to the appointment of auditor for the year ending 31 December 2021 and the authorization to the Board to fix the remuneration thereof.

In order to enable you to have a better understanding on the resolutions to be proposed at the AGM and to make informed decisions thereof with sufficient and necessary information, we have provided the Shareholders with detailed information in the appendix to this circular, including information and details of the resolutions to be proposed at the AGM for approval.

3. AGM

A notice convening the AGM to be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 27 May 2021 is set out on pages 6 to 8 of this circular.

A reply slip and a proxy form to be used at the AGM are enclosed herewith. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or 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 (for Domestic Shareholders), in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending, and voting at, the AGM or at any adjournment if you so wish.

If you intend to attend the AGM 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 Monday, 10 May 2021.

For the purpose of determining Shareholders' entitlement to attend the AGM, **the Domestic Shares and the H Shares register of members will be closed from Monday, 10 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration at 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 (for Domestic Shareholders) or the Registrar of Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders), **no later than**

LETTER FROM THE BOARD

4:30 p.m. on Friday, 7 May 2021. Domestic Shareholders and H Shareholders whose name appear on the register of members of the Company on Thursday, 27 May 2021 will be eligible to attend the AGM.

4. VOTING AT THE AGM

In accordance with the relevant requirements of the Listing Rules, the resolutions set out in the notice of the AGM will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.

5. RECOMMENDATIONS

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

6. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

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

NOTICE OF 2020 ANNUAL GENERAL MEETING



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 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (the “AGM” or “Annual General Meeting”) of TravelSky Technology Limited (the “Company”) shall be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 27 May 2021 for the purpose of considering and approving, if thought fit, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 April 2021):

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the report of the Board of the Company for the year ended 31 December 2020.
2. To consider and approve the resolution in relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2020.
3. To consider and approve the resolution in relation to the audited financial statements of the Group (i.e. the Company and its subsidiaries) for the year ended 31 December 2020.
4. To consider and approve the resolution in relation to the allocation of profit and distribution of final dividend for the year ended 31 December 2020.
5. To consider and approve the resolution in relation to the appointment of auditor for the year ending 31 December 2021 and the authorization to the Board to fix the remuneration thereof.

By order of the Board
TravelSky Technology Limited
Cui Zhixiong
Chairman

Beijing, the People's Republic of China
23 April 2021

NOTICE OF 2020 ANNUAL GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the appendix to the circular of the Company dated 23 April 2021.
2. For the purpose of determining Shareholders' entitlement to attend the AGM, **the Domestic Shares and the H Shares register of members will be closed from Monday, 10 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration at 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 (for Domestic Shareholders) or the Registrar of Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders), **no later than 4:30 p.m. on Friday, 7 May 2021.** Domestic Shareholders and H Shareholders whose name appear on the register of members of the Company on Thursday, 27 May 2021 will be eligible to attend the AGM.
3. The Board has recommended a final dividend of RMB0.016 per Share (tax inclusive) for the year ended 31 December 2020 and, if such dividend is approved by the Shareholders upon passing the resolution No. 4, it is expected to be paid to those Shareholders whose names appear on the register of members of the Company on Wednesday, 9 June 2021.

To determine the identity of the Shareholders entitled to receive the final dividend, **the Domestic Shares and the H Shares register of members will be closed from Friday, 4 June 2021 to Wednesday, 9 June 2021 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to be entitled to the final dividend, Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with 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 (for Domestic Shareholders) or the Company's Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), **no later than 4:30 p.m. on Thursday, 3 June 2021.**

4. In accordance with the relevant requirements of the Listing Rules, the resolutions set out in the notice of the AGM will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.
5. Each Shareholder who is entitled to attend and vote at the AGM 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.
6. 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 Domestic Shareholders) or the Registrar of the Company (for H Shareholders), at least 24 hours before the AGM 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 AGM or any adjournment thereof should he/she so wish.
7. In case of joint shareholdings and the Shareholder or the proxy attending the AGM 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.

NOTICE OF 2020 ANNUAL GENERAL MEETING

8. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the liaison office of the Company in Beijing on or before Monday, 10 May 2021 in person, by mail or by fax.
9. The AGM is expected to last for half a day. Shareholders (or their proxies) attending the AGM shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the AGM.
10. All times and dates specified herein refer to local times and dates of Beijing, the PRC.
11. **In the event that the containment of the novel coronavirus pneumonia pandemic is still ongoing at the time of the AGM, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective Shareholders' rights, the Company recommends the Shareholders intending to attend the AGM to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the Chairman of the AGM as your proxy to vote on your behalf on site.**

In case the Shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Beijing regarding the containment of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the AGM, please adopt proper personal preventive measures. Upon arrival at the venue of the AGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks. The Company does not intend to diminish the opportunity available to the Shareholders to exercise their rights and vote in any way. However, to safeguard the health and safety of the Shareholders and the participants of the meeting, anyone declining to implement the pandemic prevention and control measures or suffering from a fever or otherwise unwell may be refused from entering into the venue of the AGM.

ORDINARY RESOLUTIONS**1. THE REPORT OF THE BOARD OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2020**

In accordance with the requirements of the relevant regulations and the Articles of Association, the Board of the Company prepared the Report of the Board of the Company for the year ended 31 December 2020. Please refer to the section headed “Report of Directors” in the 2020 annual report of the Company for details.

2. THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2020

In accordance with the requirements of the relevant regulations and the Articles of Association, the Supervisory Committee of the Company prepared the Report of the Supervisory Committee of the Company for the year ended 31 December 2020. Please refer to the section headed “Report of Supervisory Committee” in the 2020 annual report of the Company for details.

3. THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2020

Please refer to the audited financial statements of the Group for the year ended 31 December 2020 in the 2020 annual report of the Company for details. The 2020 final accounts prepared by the Company in accordance with CASBE are summarized as follows:

(i) Revenue and profit

According to the consolidated financial statements of the Company for the year ended 31 December 2020, the Company recorded total revenue of approximately RMB5,485.6 million and total operating expenses of approximately RMB4,817.4 million for the year 2020. Total profit and net profit for the year 2020 amounted to approximately RMB314.2 million and approximately RMB411.9 million respectively. And the net profit attributable to shareholders of the parent company amounted to approximately RMB362.8 million.

(ii) Asset and liabilities

According to the consolidated statements of financial position of the Company for the year ended 31 December 2020, as at the end of 2020, the Company’s total assets amounted to approximately RMB22,769.3 million, including approximately RMB13,691.1 million of total current assets and approximately RMB9,078.2 million of total non-current assets; the Company’s total liabilities amounted to approximately RMB4,001.1 million.

4. THE ALLOCATION OF PROFIT AND DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2020

The Board has recommended an appropriation of 10% of the profit after taxation of the Company for the year 2020 to the discretionary surplus reserve fund, amounting to approximately RMB11.9 million. The Board has also recommended an appropriation of 40% of the above profit after taxation to a final cash dividend of approximately RMB46.8 million, which represents RMB0.016 per Share (tax inclusive) for the year ended 31 December 2020. If such dividend is approved by the Shareholders, it is expected to be paid to those Shareholders whose names appear on the register of members of the Company on Wednesday, 9 June 2021. Meanwhile, it is proposed at the AGM to authorize the Board to be responsible for matters relating to the distribution of dividend, including but not limited to determining the progress and timing of the distribution, terminating the distribution under special circumstances and other matters relating to the implementation of the dividend distribution plan.

To determine the identity of the Shareholders entitled to receive the final dividend, **the Domestic Shares and the H Shares register of members will be closed from Friday, 4 June 2021 to Wednesday, 9 June 2021 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to be entitled to the final dividend, Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with 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 (for Domestic Shareholders) or the Company's Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), **no later than 4:30 p.m. on Thursday, 3 June 2021.**

5. THE APPOINTMENT OF AUDITOR FOR THE YEAR ENDING 31 DECEMBER 2021 AND THE AUTHORISATION TO THE BOARD TO FIX THE REMUNERATION THEREOF

References are made to the announcements of the Company dated 29 December 2020 and 26 February 2021, and the circular of the Company dated 8 January 2021 in relation to, among others, the amendments to the Articles of Association and the adoption of the CASBE. Reference is also made to the announcement of the Company dated 31 March 2021 in relation to the proposed change of auditor.

BDO Limited and BDO China SHU LUN PAN Certified Public Accountants LLP have been engaged as the international and the PRC auditors of the Company for the year 2020, respectively. In light of the adoption of the CASBE, only one set of annual financial statements of the Company prepared under the CASBE for the year ended 31 December 2020 was published by the Company on 31 March 2021. In addition, on 31 March 2021, the Board proposed to cease the re-appointment of BDO Limited as the international auditor of the

Company and proposed to re-appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the PRC auditor of the Company for the year 2021, subject to the approval by the Shareholders at the AGM.

BDO China SHU LUN PAN Certified Public Accountants LLP is a firm of practicing accountants which has been approved by the Ministry of Finance of the PRC and the China Securities Regulatory Commission and eligible to provide auditing services by using the CASBE to the mainland incorporated issuers listed in Hong Kong. Upon approval by the Shareholders at the AGM, BDO China SHU LUN PAN Certified Public Accountants LLP will be appointed as the auditor auditing the Company's financial reports in accordance with the CASBE and discharge the duties as an international auditor under the Listing Rules, with a term of office until the conclusion of the 2021 annual general meeting of the Company.

BDO Limited has confirmed to the Board that there are no matters in relation to the proposed change of auditor that they considered should be brought to the attention of holders of securities or creditors of the Company. The Board and the audit and risk management committee of the Company also confirm that, save as the reason disclosed above, there are no other matters in connection with the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to BDO Limited for its professional services and support during the term of office.

The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the resolution in relation to the appointment of auditor for the year ending 31 December 2021 and the authorization to the Board to fix the remuneration thereof.