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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 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 CHAIRMAN AND EXECUTIVE DIRECTOR
AND
NOTICE OF EGM**

A notice convening the EGM 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, 5 August 2021, 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 (for 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 (for Domestic Shareholders), 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.

15 July 2021

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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 depositary shares are traded on the over-the-counter market in the United States of America
“CTHCL”	China TravelSky Holding Company Limited* (中國民航信息集團有限公司) which has a shareholding of 29.29% in the Company and is the controlling shareholder of the Company as at the Latest Practicable Date
“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
“EGM”	the extraordinary general meeting of the Company to be convened at 9:30 a.m. on Thursday, 5 August 2021, 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 Practical Date”	9 July 2021, 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

DEFINITIONS

“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Appointment”	the proposed appointment of Mr. Huang Rongshun as the executive Director
“Proposed Resignation”	the proposed resignation of Mr. Cui Zhixiong as the executive Director
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	H Share(s) and Domestic Share(s)
“Shareholder(s)”	H Shareholder(s) and Domestic Shareholder(s)
“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. Zhao Xiaohang

Mr. Xi Sheng

Mr. Luo Laijun

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

15 July 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE IN CHAIRMAN AND EXECUTIVE DIRECTOR
AND
NOTICE OF EGM**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 9 July 2021, in relation to the proposed change in chairman and executive Director. The Company proposed to appoint Mr. Huang Rongshun as the executive Director to replace Mr. Cui Zhixiong, which is subject to the approval 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 chairman and executive Director.

LETTER FROM THE BOARD

2. PROPOSED CHANGE IN CHAIRMAN AND EXECUTIVE DIRECTOR

Due to internal work re-allocation in CTHCL, being a promoter and the controlling Shareholder of the Company, Mr. Cui Zhixiong shall cease to be the chairman and the executive Director of the Company as proposed by CTHCL. At the same time, in accordance with the relevant regulations under the rules of the Nomination Committee and the Strategy and Investment Committee (Legal Compliance Committee) of the Company, when Mr. Cui ceases to be the Director of the Company, his position in such committees will also be terminated.

Mr. Cui has confirmed that he has no disagreement with the Board, and there are no matters relating to his 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. Cui towards the Company during his tenure of service.

The Board further proposed that Mr. Huang Rongshun (“**Mr. Huang**”) shall be appointed as the executive Director to replace Mr. Cui. The Board also resolved that Mr. Huang will be the chairman of the Board, the Nomination Committee, and the Strategy and Investment Committee (Legal Compliance Committee) of the Company subject to the effectiveness of the Proposed Appointment.

The biographical details of Mr. Huang are as follows:

Mr. Huang Rongshun (黃榮順), aged 55, a research scholar who graduated from Beihang University (北京航空航天大學), majoring in computer science and application, with a doctor’s degree of management from Sichuan University (四川大學). Mr. Huang is an expert entitling to Government Special Allowance by the State Council and has more than 30 years of research and management experience in China’s civil aviation industry. From August 1987 to October 2014, Mr. Huang held positions in Second Institute of Civil Aviation Administration of China* (中國民用航空局第二研究所), being a deputy chief engineer and deputy general manager of its subsidiary, then served as the assistant to the head, deputy head, head and the secretary of the Party Committee. From October 2014 to June 2021, Mr. Huang acted as the dean (head) and deputy secretary of the Party Committee of China Academy of Civil Aviation Science and Technology (Aviation Safety Technology Center of Civil Aviation Administration)* (中國民航科學技術研究院(民航局航空安全技術中心)). From August 2018 to May 2021, Mr. Huang acted as the chief member of China Technology Committee of Air Freight and Ground Equipment Standardization* (全國航空貨運及地面設備標準化技術委員會). Mr. Huang has been serving as the chief member of China Technology Committee of Aviation Transportation Standardization* (全國航空運輸標準化技術委員會) since May 2021. Mr. Huang has been serving as the director and deputy secretary of the Party Committee of China TravelSky Holding Company Limited* (中國民航信息集團有限公司) (the controlling Shareholder of the Company), and the deputy secretary of the Party Committee of the Company since May 2021, and the general manager of China TravelSky Holding Company Limited* (中國民航信息集團有限公司) since June 2021.

LETTER FROM THE BOARD

Mr. Huang has confirmed that, save as disclosed above, as at the Latest Practical Date, (1) he does not hold 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) he does not have any relationship with any director, senior management, substantial Shareholder or controlling Shareholder of the Company; and (3) he does not have 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).

Save as disclosed above, the Board is not aware of any other matter in respect of the Proposed Appointment of Mr. Huang that is required to be disclosed pursuant to Rule 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. Huang will become effective subject to the Shareholders' approval at the EGM. The Proposed Resignation of Mr. Cui will become effective upon the conclusion of the EGM after the approval of the Proposed Appointment of Mr. Huang from the Shareholders.

The term of the office of Mr. Huang as the executive Director and 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. Huang, after the Proposed Appointment is approved by the Shareholders. The remuneration of Mr. Huang will be determined in accordance with applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company.

3. EGM

A notice convening the EGM 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, 5 August 2021, 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 (for 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 (for Domestic Shareholders), 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.

LETTER FROM THE BOARD

For the purpose of determining Shareholders' entitlement to attend the EGM, the Domestic Shares and the H Shares register of members of the Company will be closed from Monday, 2 August 2021 to Thursday, 5 August 2021 (both days inclusive), during which period no transfer of any Shares will be registered. In order to attend the EGM, 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 the 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, July 30 2021. Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company on Thursday, 5 August 2021 will be eligible to attend the EGM.

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 resolution 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 resolution as set out in the notice of the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolution 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 the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 5 August 2021 to consider and, if thought fit, approve the following resolution of the Company (unless otherwise indicated, capitalized terms in this notice shall have the same meanings as those defined in the circular of the Company dated 15 July 2021):

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the appointment of Mr. Huang Rongshun as the executive Director of the seventh session of the Board of the Company for the same term as other members of the seventh 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. Cui Zhixiong as the 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
15 July 2021

Notes:

1. Details of the above resolution are set out in the circular of the Company dated 15 July 2021.
2. For the purpose of determining Shareholders' entitlement to attend the EGM, the Domestic Shares and the H Shares register of members of the Company will be closed from Monday, 2 August 2021 to Thursday, 5 August 2021 (both days inclusive), during which period no transfer of any Shares will be registered. In order to attend the EGM, 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 the 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, 30 July 2021. Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company on Thursday, 5 August 2021 will be eligible to attend the EGM.

NOTICE OF 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 Domestic Shareholders) or the Registrar of the Company (for H Shareholders), 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. 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.
7. **In the event that the containment of the COVID-19 epidemic is still ongoing at the time of the EGM, in order to cooperate with the prevention and control of the epidemic 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 EGM 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 EGM 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 COVID-19 epidemic. On the way to, from and at the venue of the EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, please follow the arrangement and guidance of the staff and cooperate with the epidemic 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 epidemic prevention and control measures or suffering from a fever or otherwise unwell may be refused from entering into the venue of the EGM.