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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)**

**CONTINUING CONNECTED TRANSACTIONS:  
ENTERING INTO OF THE SUPPLEMENTAL AGREEMENT TO  
THE OLD DATA CENTRE TENANCY CONTRACT**

Reference is made to the announcement of the Company dated 1 September 2022 in relation to the entering into of the Old Data Centre Tenancy Contract between the Company and CTCD, pursuant to which CTCD has agreed to lease racks in the server room 2FM3 of the Jiaxing Data Centre to the Company for a term of three years commencing from 1 September 2022 and ending on 31 August 2025. Having considered relevant business needs, on 28 December 2022, the Company entered into the Supplemental Agreement to the Old Data Centre Tenancy Contract with CTCD, pursuant to which CTCD has agreed to additionally lease racks in the server rooms 2FM1 and 2FM4 of the Jiaxing Data Centre to the Company for a period commencing from 1 January 2023 and ending on 31 August 2025.

CTHCL is a promoter and a substantial Shareholder of the Company which holds approximately 29.29% of the issued share capital of the Company as at the date of this announcement. CTCD is a wholly-owned subsidiary of CTHCL and thus a connected person of the Company. As such, the transactions contemplated under the Supplemental Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Since the highest applicable percentage ratio calculated with reference to the annual caps of rack rental under the New Data Centre Tenancy Contract exceeds 0.1% but is less than 5%, such transactions are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Since the highest applicable percentage ratio calculated with reference to the annual caps of the additional charges under the New Data Centre Tenancy Contract is less than 0.1%, such transactions are fully exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## 1. INTRODUCTION

Reference is made to the announcement of the Company dated 1 September 2022 in relation to the entering into of the Old Data Centre Tenancy Contract between the Company and CTCD, pursuant to which CTCD has agreed to lease racks in the server room 2FM3 of the Jiaxing Data Centre to the Company for a term of three years commencing from 1 September 2022 and ending on 31 August 2025. Having considered relevant business needs, on 28 December 2022, the Company entered into the Supplemental Agreement to the Old Data Centre Tenancy Contract with CTCD, pursuant to which CTCD has agreed to additionally lease racks in the server rooms 2FM1 and 2FM4 of the Jiaxing Data Centre to the Company for a period commencing from 1 January 2023 and ending on 31 August 2025.

## 2. PRINCIPAL TERMS OF THE SUPPLEMENTAL AGREEMENT

Date: 28 December 2022

Parties: (1) CTCD, as lessor; and  
(2) the Company, as tenant

Term: From 1 January 2023 to 31 August 2025.

The Company has the right to renew the term by negotiating with CTCD one month prior to expiry of the term.

Rented areas and rack rental fees: Racks in the server rooms 2FM1 and 2FM4 of the Jiaxing Data Centre, details of which are as set out below.

Server room	Rack model	Quantity	Rental fees per rack per month (tax inclusive, and tax rate is 6%)
2FM1	5KW rack	16	RMB5,425 (equivalent to approximately HK\$6,041.01)
	4KW rack	203	RMB4,700 (equivalent to approximately HK\$5,233.69)
	3KW rack	44	RMB3,975 (equivalent to approximately HK\$4,426.36)

Server room	Rack model		Quantity	Rental fees per rack per month (tax inclusive, and tax rate is 6%)
2FM4	Racks to be leased in 2023	8KW rack	20	RMB9,100 (equivalent to approximately HK\$10,133.31)
		5KW rack	7	RMB5,125 (equivalent to approximately HK\$5,706.94)
		4KW rack	135	RMB4,400 (equivalent to approximately HK\$4,899.62)
		3KW rack	41	RMB3,675 (equivalent to approximately HK\$4,092.30)
	Racks to be leased in 2024	8KW rack	20	RMB9,100 (equivalent to approximately HK\$10,133.31)
		5KW rack	11	RMB5,125 (equivalent to approximately HK\$5,706.94)
		4KW rack	151	RMB4,400 (equivalent to approximately HK\$4,899.62)
		3KW rack	41	RMB3,675 (equivalent to approximately HK\$4,092.30)
	Racks to be leased in 2025	8KW rack	20	RMB9,100 (equivalent to approximately HK\$10,133.31)
		5KW rack	11	RMB5,125 (equivalent to approximately HK\$5,706.94)
		4KW rack	161	RMB4,400 (equivalent to approximately HK\$4,899.62)
		3KW rack	41	RMB3,675 (equivalent to approximately HK\$4,092.30)

Since the commencement date of the lease term, CTCD will charge the rack rental fees according to the number of racks used by the Company and the actual number of days of use of racks on a monthly basis.

Rental fees for each batch of racks for the first month = (monthly fees/number of days during the month) \* actual number of days to use these racks, which shall be rounded up to the single digit and the nearest whole number. The fees will be charged normally on a monthly basis from the next month.

From the commencement date of the lease term, for the racks reserved but not used by the Company in server room 2FM1, CTCD will charge the rack rental fees at a concessionary rate of RMB2,256 (equivalent to approximately HK\$2,512.17) per rack per month (tax inclusive, and tax rate is 6%); and for the racks reserved but not used by the Company in 2FM4 server room, CTCD will charge the rack rental fees at a concessionary rate of RMB1,956 (equivalent to approximately HK\$2,178.10) per rack per month (tax inclusive, and tax rate is 6%).

**Additional charges:** The monthly average power of each rack shall not exceed 3KW, 4KW, 5KW and 8KW in principle; if exceed, additional fees for the excess thereof shall be charged at a price of RMB219 (equivalent to approximately HK\$243.87) per A per rack per month (tax inclusive, and tax rate is 6%).

**Payment term:** The rack rental fees shall be settled on a basis of calendar quarter. The Company shall pay the fees of last quarter to CTCD within 30 calendar days upon the receipt of invoice specifically used for value-added tax from CTCD. Any additional charges incurred shall be settled together.

If the payment of the rack rental fees and additional charges (if any), is one week overdue but the Company still fails to make payment without proper reasons, the Company shall pay a default fine of 0.01% of the amounts payable to CTCD for each of the overdue days.

### 3. ANNUAL CAPS AND BASIS OF DETERMINATION OF THE ANNUAL CAPS

#### (1) Annual caps<sup>Note</sup>

The annual caps of the continuing connected transactions under the Old Data Centre Tenancy Contract:

	For the period from 1 September 2022 to 31 December 2022 (RMB)	For the year ending 31 December 2023 (RMB)	For the year ending 31 December 2024 (RMB)	For the period from 1 January 2025 to 31 August 2025 (RMB)
Rack rental	5,000,000	14,000,000	14,000,000	9,000,000

	<b>For the period from 1 September 2022 to 31 December 2022 (RMB)</b>	<b>For the year ending 31 December 2023 (RMB)</b>	<b>For the year ending 31 December 2024 (RMB)</b>	<b>For the period from 1 January 2025 to 31 August 2025 (RMB)</b>
Additional charges	1,000,000	1,000,000	1,000,000	1,000,000

The annual caps of the continuing connected transactions under the New Data Centre Tenancy Contract:

	<b>For the period from 1 September 2022 to 31 December 2022 (RMB)</b>	<b>For the year ending 31 December 2023 (RMB)</b>	<b>For the year ending 31 December 2024 (RMB)</b>	<b>For the period from 1 January 2025 to 31 August 2025 (RMB)</b>
Rack rental	5,000,000	41,000,000	40,000,000	26,000,000
Additional charges	1,000,000	1,000,000	1,000,000	1,000,000

*Notes: (1) Pursuant to CASBE, the racks leased under the New Data Centre Tenancy Contract will be recognised as right-of-use assets. Annual caps of the rack rental are set based on the total value of the right-of-use assets of racks expected to be leased by the Company in each year, which is calculated with reference to the total annual rentals of racks leased by the Company each year throughout the lease term, and based on discount of the Company's incremental borrowing rate.*

*(2) Pursuant to CASBE, the additional charges will be directly included in costs due to failing to meet the definition of lease payment, and its annual caps shall be maximum amount of the additional charges to be paid by the Company to CTCD during relevant period.*

## **(2) Basis of determination of the annual caps**

Server rooms 2FM1 and 2FM4 are mainly used for daily fare search, e-commerce website, big data platform, non-production environment business, mainframe disaster recovery system, office resource partitioning and other production and non-production business; Server room 2FM3 is mainly used to satisfy the needs of Company's critical information infrastructure disaster recovery technology upgrade project based on hybrid architecture. The above bearer services will be required to operate constantly in the term of the New Data Centre Tenancy Contract. Based on the needs of the above bearer services, the Company will lease racks in the server rooms 2FM1, 2FM3 and 2FM4 of the Jiaying Data Centre and the estimated total annual rentals shall be calculated on the basis of the unit

price of rack and the use plan for racks for the term of the New Data Centre Tenancy Contract. Annual caps of the rack rental are set based on the total value of the right-of-use assets of racks expected to be leased by the Company in each year, which is calculated with reference to the total annual rentals of racks leased by the Company each year throughout the lease term, and based on discount of the Company's incremental borrowing rate. In addition, annual caps of the rack rental will provide adequate buffer for the rising usage rate of the racks due to the expected growth of the business of the Company in the future.

The annual caps of additional charges are determined with consideration of the possible requirement for overloaded operation during the lease term.

#### **4. REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Jiaxing Data Centre has been used for remote system backups and customer services by members of the Group, such as the Company's departments, subsidiaries, etc. It is in the interests of the Company to lease and use the server rooms 2FM1 and 2FM4 of the Jiaxing Data Centre for satisfying the needs of daily fare search, e-commerce website, big data platform, non-production environment business, mainframe disaster recovery system, office resource partitioning and other production and non-production business, and to lease and use the server room 2FM3 of the Jiaxing Data Centre for satisfying the needs of the Company's critical information infrastructure disaster recovery technology upgrade project based on hybrid architecture due to its location and size being able to satisfy the needs of the Company.

The Directors (including the independent non-executive Directors) are of the view that the transactions under the Supplemental Agreement are conducted in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

#### **5. IMPLICATIONS UNDER THE LISTING RULES**

CTHCL is a promoter and a substantial Shareholder of the Company which holds approximately 29.29% of the issued share capital of the Company as at the date of this announcement. CTCD is a wholly-owned subsidiary of CTHCL and thus a connected person of the Company. As such, the transactions contemplated under the Supplemental Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Since the highest applicable percentage ratio calculated with reference to the annual caps of rack rental under the New Data Centre Tenancy Contract exceeds 0.1% but is less than 5%, such transactions are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Since the highest applicable percentage ratio calculated with reference to the annual caps of the additional charges under the New Data Centre Tenancy Contract is less than 0.1%, such transactions are fully exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Huang Rongshun and Mr. Liu Jianping, the executive Directors of the Company, being directors of CTHCL, has abstained from voting on the Board resolution to approve the transactions under the Supplemental Agreement. Except for the above, none of the Directors has a material interest in the transactions contemplated under the Supplemental Agreement and none of them has abstained from voting on the relevant Board resolution.

## 6. 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 the provision of settlement and clearing services and information system development and support services to domestic and worldwide airline companies.

### *Information on CTCD*

CTCD is principally engaged in real estate and data center development and management, data processing and storage services. As at the date of this announcement, CTCD is a wholly-owned subsidiary of CTHCL.

### *Information on CTHCL*

CTHCL is a wholly PRC state-owned enterprise. As at the date of this announcement, it is a substantial Shareholder of the Company and holds approximately 29.29% 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 the group companies and its invested entities.

## 7. DEFINITIONS

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

“A”	Ampere, the base unit of electric current
“Board”	the board of Directors
“CASBE”	China Accounting Standards for Business Enterprises (中國企業會計準則)

“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
“connected person”	has the same meaning as ascribed to it under the Listing Rules
“CTCD”	China TravelSky Cloud Data Company Limited* (中航信雲數據有限公司), a company incorporated under the laws of the PRC with limited liability
“CTHCL”	China TravelSky Holding Company Limited* (中國民航信息集團有限公司), a substantial Shareholder of the Company as at the date of this announcement
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
“Jiaxing Data Centre”	the data centre of CTCD located at 1177 Yatai Road, Nanhu District, Jiaxing, Zhejiang, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Data Centre Tenancy Contract”	the Old Data Centre Tenancy Contract (as supplemented by the Supplemental Agreement), pursuant to which CTCD has agreed to lease racks in the server rooms 2FM1, 2FM3 and 2FM4 of the Jiaxing Data Centre to the Company
“Old Data Centre Tenancy Contract”	the Data Centre Tenancy Contract on a Disaster Recovery Project of TravelSky entered into between the Company and CTCD on 1 September 2022, pursuant to which CTCD has agreed to lease racks in the server room 2FM3 of the Jiaxing Data Centre to the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
"Supplemental Agreement"	the supplemental agreement to the Data Centre Tenancy Contract on a Disaster Recovery Project of TravelSky entered into between the Company and CTCD on 28 December 2022, pursuant to which CTCD has agreed to additionally lease racks in the server rooms 2FM1 and 2FM4 of the Jiaxing Data Centre to the Company
“%”	per cent

*For the purpose of this announcement, unless otherwise indicated, the exchange rate at RMB1 = HK\$1.11355 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount have been, could have been or may be exchanged.*

By order of the Board  
**TravelSky Technology Limited**  
**Huang Rongshun**  
*Chairman*

Beijing, the PRC  
28 December 2022

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

*Executive Directors: Mr. Huang Rongshun (Chairman) and Mr. Liu Jianping;*

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

*Independent non-executive Directors: Mr. Liu Zehong, Mr. Chan Wing Tak Kevin and Mr. Xu Hongzhi.*