

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 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)

**(1) PROPOSED CHANGE IN SUPERVISOR;
(2) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF 2022 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, 15 June 2023 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.

15 May 2023

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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 2022 annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 15 June 2023, 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, as amended, modified or otherwise supplemented from time to time
“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

DEFINITIONS

“Latest Practicable Date”	9 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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
“Supervisor(s)”	the supervisor(s) of the Company
“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:

Huang Rongshun (Chairman)[#]

Liu Jianping[#]

Zhao Xiaohang^{##}

Xi Sheng^{##}

Luo Lajun^{##}

Liu Zehong^{###}

Chan Wing Tak Kevin^{###}

Xu Hongzhi^{###}

[#] 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

15 May 2023

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CHANGE IN SUPERVISOR;
(2) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF 2022 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, 15 June 2023.

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.

LETTER FROM THE BOARD

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 2022; (2) the resolution in relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2022; (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 2022; (4) the resolution in relation to the allocation of profit and distribution of final dividend for the year ended 31 December 2022; (5) the resolution in relation to the appointment of PRC auditor for the year ending 31 December 2023 and the authorization to the Board to fix the remuneration thereof; and (6) the resolution in relation to the proposed change in Supervisor; and the following will be proposed for approval as special resolution: (7) the resolution in relation to the proposed amendments to the Articles of Association.

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, 15 June 2023 is set out on pages 6 to 8 of this circular.

A proxy form to be used at the AGM is 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.

LETTER FROM THE BOARD

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 Wednesday, 31 May 2023 to Thursday, 15 June 2023 (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 Tuesday, 30 May 2023.** Domestic Shareholders and H Shareholders whose name appear on the register of members of the Company on Thursday, 15 June 2023 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
Huang Rongshun
Chairman

NOTICE OF 2022 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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 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, 15 June 2023 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 15 May 2023):

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 2022.
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 2022.
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 2022.
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 2022.
5. To consider and approve the resolution in relation to the appointment of PRC auditor for the year ending 31 December 2023 and the authorization to the Board to fix the remuneration thereof.
6. To consider and approve the resolutions in relation to the appointment of Mr. Bai Bin as the shareholder representative supervisor of the seventh Supervisory Committee (the term of office is the same as that of other members of the seventh Supervisory Committee) with effect from the conclusion of the AGM; and the cessation of Ms. Tang Lichao to serve as the shareholder representative supervisor of the Company with effect from the approval granted at the AGM.

NOTICE OF 2022 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. To consider and approve the resolution in relation to the Proposed Amendments to the Articles of Association, details of which are more particularly described in the circular to the Shareholders dated 15 May 2023.

By order of the Board
TravelSky Technology Limited
Huang Rongshun
Chairman

Beijing, the People's Republic of China
15 May 2023

Notes:

1. Details of the above resolutions are set out in the appendix to the circular of the Company dated 15 May 2023.
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 Wednesday, 31 May 2023 to Thursday, 15 June 2023 (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 Tuesday, 30 May 2023.** Domestic Shareholders and H Shareholders whose name appear on the register of members of the Company on Thursday, 15 June 2023 will be eligible to attend the AGM.
3. The Board has recommended a final dividend of RMB0.053 per Share (tax inclusive) for the year ended 31 December 2022 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, 28 June 2023.

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, 23 June 2023 to Wednesday, 28 June 2023 (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 Wednesday, 21 June 2023.**

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 need not to be a Shareholder of the Company.

NOTICE OF 2022 ANNUAL GENERAL MEETING

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.
8. 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.
9. All times and dates specified herein refer to local times and dates of Beijing, the PRC.

ORDINARY RESOLUTIONS**1. THE REPORT OF THE BOARD OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2022**

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 2022. Please refer to the section headed “Report of Directors” in the 2022 annual report of the Company for details.

2. THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2022

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 2022. Please refer to the section headed “Report of Supervisory Committee” in the 2022 annual report of the Company for details.

3. THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2022

Please refer to the audited financial statements of the Group for the year ended 31 December 2022 in the 2022 annual report of the Company for details. The 2022 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 2022, the Company recorded total revenue of approximately RMB5,210.1 million and total operating expenses of approximately RMB4,729.5 million for the year 2022. Total profit and net profit for the year 2022 amounted to approximately RMB735.1 million and approximately RMB679.3 million respectively. And the net profit attributable to shareholders of the parent company amounted to approximately RMB626.5 million.

(ii) Assets and liabilities

According to the consolidated financial statements of the Company for the year ended 31 December 2022, as at the end of 2022, the Company’s total assets amounted to approximately RMB25,236.5 million, including approximately RMB16,778.9 million of total current assets and approximately RMB8,457.5 million of total non-current assets; the Company’s total liabilities amounted to approximately RMB5,495.3 million.

4. THE ALLOCATION OF PROFIT AND DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2022

The Board has recommended an appropriation of 10% of the profit after taxation of the Company for the year 2022 to the discretionary surplus reserve fund, amounting to approximately RMB38.9 million. The Board has also recommended an appropriation of 40% of the above profit after taxation to a final cash dividend of approximately RMB155.1 million, which represents RMB0.053 per Share (tax inclusive) for the year ended 31 December 2022. 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, 28 June 2023. 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, 23 June 2023 to Wednesday, 28 June 2023 (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 Wednesday, 21 June 2023.**

5. THE APPOINTMENT OF PRC AUDITOR FOR THE YEAR ENDING 31 DECEMBER 2023 AND THE AUTHORISATION TO THE BOARD TO FIX THE REMUNERATION THEREOF

The Board proposed to appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the PRC auditor of the Company for the year 2023 and authorize the board to fix the remuneration thereof, 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 under the Listing Rules, with a term of office until the conclusion of the 2023 annual general meeting of the Company.

6. PROPOSED CHANGE IN SUPERVISOR

As proposed by Hainan Airlines Holding Co., Ltd. (“**Hainan Airlines**”), Ms. Tang Lichao (“**Ms. Tang**”) shall cease to be the shareholder representative supervisor of the Company (the “**Proposed Resignation**”) due to the adjustment of work in Hainan Airlines.

Ms. Tang has confirmed that she has no disagreement with the Board and the Supervisory Committee, and there are no matters relating to her Proposed Resignation that need to be brought to the attention of the Shareholders of the Company and The Stock Exchange.

The Company would like to take this opportunity to express its appreciation for the valuable contribution of Ms. Tang towards the Company during her tenure of office.

As nominated by Hainan Airlines, the Supervisory Committee further proposed that Mr. Bai Bin (“**Mr. Bai**”) shall be appointed as the shareholder representative Supervisor of seventh Supervisory Committee (the “**Proposed Appointment**”) to replace Ms. Tang.

Biographical details of Mr. Bai are as follows:

Mr. Bai Bin, 43 years old, graduated from Dongbei University of Finance and Economics, majoring in E-commerce. Mr. Bai has been the deputy general manager of the Information Technology Department of Hainan Airlines Holding Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 601800) since April 2022. From December 2019 to April 2022, Mr. Bai served as the executive deputy general manager of the Aviation Digitalization Department of eKing Technology Co., Ltd. (listed on NEEQ, stock code: 831608); from 31 July 2020 to 13 June 2022, he served as a director of eKing Technology Co., Ltd.; From March 2015 to December 2019, he served as the deputy general manager of the Information Technology Department and the manager of the Planning and Standard Quality Center of Hainan Airlines Holding Co., Ltd.; From March 2012 to March 2015, he served as the deputy general manager of the Information Technology Department and the deputy general manager of the General Management Department of Jinhai Heavy Industry Co., Ltd.

Mr. Bai has confirmed that, save as disclosed above, as at the Latest Practicable Date, (1) he does not hold any position with the Company or any of its subsidiaries, or any directorship in any listed public company 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, the Company is not aware of any other matter in respect of the Proposed Appointment of Mr. Bai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or any other matter that needs to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

The Proposed Appointment of Mr. Bai will become effective subject to the Shareholders' approval at the general meeting of the Company.

The term of the office of Mr. Bai as the shareholder representative Supervisor will commence from the approval of the Shareholders and end upon expiry of the term of the current session of the Supervisory Committee. The Company will enter into a service contract with Mr. Bai, after the Proposed Appointment of Mr. Bai is approved by the Shareholders. The remuneration of Mr. Bai will be determined in accordance with applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company. Mr. Bai will not receive any remuneration for serving as a Supervisor of the Company.

SPECIAL RESOLUTION

7. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 23 March 2023, in order to further improve the level of corporate governance and meet the relevant regulatory requirements, the Board, according to the Listing Rules and other latest amended laws, regulations and regulatory documents, and considering the actual operation and management needs of the Company, proposes to make amendments to the Articles of Association.

The specific modifications are as follows:

Before amendment		After amendment	
Article 14	<p>The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches and representative offices according to its business development needs. The subsidiaries shall be named with TravelSky Technology Limited's abbreviation and wordings of "Cares" or "Airport" while the branches shall be named with the full name of TravelSky Technology Limited.</p> <p>The Company may from time to time adjust the scope and way of business and set up branch organizations (whether or not wholly-owned) and/or offices overseas and in Hong Kong SAR, Macau SAR and Taiwan according to its business development needs and upon the approval of the relevant government body.</p>	Article 14	<p>The Company may set up wholly owned or holding branch organizations such as subsidiaries, branches and representative offices according to its business development needs. The subsidiaries shall be named with TravelSky Technology Limited's abbreviation and wordings of "Cares" or "Airport" while the branches shall be named with the full name of TravelSky Technology Limited.</p> <p>The Company may from time to time adjust the scope and way of business <u>legally and set up branch organizations (whether or not wholly owned) and/or offices overseas and in Hong Kong SAR, Macau SAR and Taiwan</u> according to its business development needs and upon the approval of the relevant government body; <u>and may establish subsidiaries and branches at home and abroad. The Company may invest in other enterprises; however, except as stipulated otherwise by laws, it may not become an investor that bears joint and several liability for the debts of the enterprise in which it invests.</u></p>

Before amendment		After amendment	
Article 51	<p>The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to their shareholdings;</p> <p>(2) the right to attend or appoint a proxy to attend general meetings of shareholders and the right to exercise the voting rights;</p> <p>.....</p>	Article 51	<p>The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to their shareholdings;</p> <p>(2) the right to attend or appoint a proxy to attend general meetings of shareholders and the right to exercise the voting rights <u>to speak and vote (except that such shareholder is required to abstain from voting on relevant matters in accordance with applicable laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed or the Company's Articles);</u></p> <p>.....</p>
Article 56	<p>The general meeting of shareholders shall exercise the following functions and powers:.....</p> <p>(15) to decide on other matters which, according to laws, administrative regulations and rules as well as the Company's Articles, need to be approved by shareholders in general meetings.</p> <p>.....</p>	Article 56	<p>The general meeting of shareholders shall exercise the following functions and powers:.....</p> <p>(15) to decide on other matters which, according to laws, administrative regulations and rules, <u>the listing rules of the place where the Company's securities are listed as well as the Company's Articles,</u> need to be approved by shareholders in general meetings.</p> <p>.....</p>

Before amendment		After amendment	
Article 58	<p>.....</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following events:</p> <p>(1) where the number of directors is less than the number stipulated in the Company Law or less than two-third (2/3) of the number specified in the Company's Articles;</p> <p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(3) where shareholder(s) who hold(s) 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests; and</p> <p>(5) whenever more than two independent directors so request.</p>	Article 58	<p>.....</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following events:</p> <p>(1) where the number of directors is less than the number stipulated in the Company Law or less than two-third (2/3) of the number specified in the Company's Articles;</p> <p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(3) where shareholder(s) who, <u>individually or collectively, hold(s)</u> 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests; and</p> <p>(5) whenever more than two independent directors so request;</p> <p>(6) <u>other circumstances stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed or the Company's Articles.</u></p>

Before amendment		After amendment	
Article 59	Unless otherwise provided in laws, administrative regulations and rules or the listing rules of stock exchange where the Company's shares are listed, when the Company convenes an annual general meeting of shareholders, a written notice shall be given to all registered shareholders twenty (20) working days before the date of the meeting; when the Company convenes an extraordinary general meeting of shareholders, a written notice shall be given to all registered shareholders fifteen (15) days or ten (10) working days (whichever is longer) before the date of the meeting; such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the meeting.	Article 59	Unless otherwise provided in laws, administrative regulations and rules or the listing rules of stock exchange where the Company's shares are listed, when the Company convenes an annual general meeting of shareholders, a written notice shall be given to all registered shareholders twenty (20) working days before the date of the meeting; when the Company convenes an extraordinary general meeting of shareholders, a written notice shall be given to all registered shareholders fifteen (15) days or ten (10) working days (whichever is longer) before the date of the meeting; such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the meeting. <u>In calculating the notice period, the date of the meeting shall be excluded.</u>
Article 65If such shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the shareholder may authorize one or more suitable person to act as its representative at any general meeting of shareholders or any kinds of general meeting of shareholders; however, if more than one person are authorized, the power of attorney shall clearly indicate the number and types of the shares involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its "proxy") to exercise the rights, as if they were the individual shareholders of the Company.	Article 65If such shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the shareholder may authorize one or more suitable person to act as its representative at any general meeting of shareholders or any kinds of general meeting of shareholders <u>or any creditors' meeting</u> ; however, if more than one person are authorized, the power of attorney shall clearly indicate the number and types of the shares involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its "proxy") to exercise the rights, as if they were the individual shareholders of the Company. <u>Hong Kong Securities Clearing Company Limited, as a shareholder, shall be entitled to appoint a representative or corporate representative to attend general meetings of shareholders or class meetings or creditors' meetings of the Company and such proxies or corporate representatives shall be entitled to statutory rights equivalent to other shareholders, including the rights to speak and vote.</u>

	Before amendment		After amendment
Article 95	<p>Directors shall be elected at the general meeting of shareholders and each board shall have a term of three (3) years. At the expiry of the term of office of a director, the term is renewable upon re-election. Where a director has not been timely re-elected at the expiry of the term of office or a director has resigned during the term of office as a result of which the number of members in the board of directors falls below the quorum, the original director shall perform his/her duties as a director, prior to the assumption by the re-elected director, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles.</p>	Article 95	<p>Directors shall be elected at the general meeting of shareholders and each board shall have a term of three (3) years. At the expiry of the term of office of a director, the term is renewable upon re-election. Where a director has not been timely re-elected at the expiry of the term of office or a director has resigned during the term of office as a result of which the number of members in the board of directors falls below the quorum <u>(including the number of independent directors falling below the number or proportion required by the listing rules of the place where the Company's securities are listed due to the resignation of independent directors)</u>, the original director <u>(including independent directors)</u> shall perform his/her duties as a director, prior to the assumption by the re-elected director <u>(including independent directors)</u>, in accordance with the laws, administrative regulations, <u>the listing rules of the place where the Company's securities are listed</u> and rules as well as the provisions of the Articles.</p> <p><u>When a director resigns, he/she shall submit a written resignation notice to the board of directors. If the resignation of such director will not result in the number of members of the board of directors falling below the quorum (including the number or proportion of independent directors not falling below than those required by the listing rules of the place where the Company's securities are listed due to the resignation of independent directors), the resignation of the director shall take effect upon delivery of his/her resignation report to the board of directors.</u></p> <p><u>If an executive director adjusts his/her work arrangements in accordance with the requirements of the regulatory authorities or retires in accordance with the relevant regulatory requirements, he/she shall submit a written resignation report to the board of directors within fifteen (15) days subject to the circumstances as prescribed in the preceding paragraph of this Article.</u></p>

Before amendment		After amendment	
Article 96	<p>The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of the general meeting of shareholders and to report on its work at general meetings; (2) to implement resolutions of the general meeting of shareholders; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final budgets; (5) to formulate the Company's profit distribution plans and loss recovery plans; (6) to formulate proposals on the Company's credit and financial policies, the increase or reduction of the Company's registered capital and the issuance of debentures of the Company; (7) to draft plans for the Company's major acquisition or disposal proposals and the merger, division or dissolution of the Company; (8) to determine the Company's internal management structure; 	Article 96	<p>The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of the general meeting of shareholders and to report on its work at general meetings; (2) to implement resolutions of the general meeting of shareholders; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final budgets; (5) to formulate the Company's profit distribution plans and loss recovery plans; (6) to formulate proposals on the Company's credit and financial policies, the increase or reduction of the Company's registered capital and the issuance of debentures <u>or securities</u> of the Company; (7) to draft plans for the Company's major acquisition or disposal proposals, <u>repurchase of shares of the Company</u> and the merger, division or dissolution <u>or change of corporate form</u> of the Company; (8) to determine the Company's internal management structure;

	Before amendment		After amendment
	<p>(9) to appoint or remove the Company's president and to appoint or remove vice-presidents, Chief Financial Officer (or chief accountant) and general counsel of the Company according to the recommendations of the president and decide on their remuneration matters; to appoint or remove the secretary of the board of directors and/or company secretary and decide on their remuneration matters;</p> <p>(10) to determine the establishment of the Company's branch offices;</p> <p>(11) to formulate proposals for any amendment of the Articles;</p> <p>(12) to set forth the Company's basic management system;</p> <p>(13) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of shareholders of the Company except for the matters as specified by the Company Law and the Articles, and to sign other important agreements; and</p>		<p>(9) to appoint or remove the Company's president and to appoint or remove vice-presidents, Chief Financial Officer (or chief accountant) and general counsel of the Company according to the recommendations of the president and decide on their remuneration matters; to appoint or remove the secretary of the board of directors and/or company secretary and decide on their remuneration matters;</p> <p>(10) to determine the establishment of the Company's branch offices;</p> <p>(11) to formulate proposals for any amendment of the Articles;</p> <p>(12) to set forth the Company's basic management system;</p> <p>(13) <u>to include the annual donation budget of the Company in the annual budget of the Company to manage for external donations other than those required to be considered and approved at the general meeting of the Company pursuant to the listing rules of the place where the securities are listed and the requirements of the relevant regulatory authorities, and single donation exceeding RMB30 million shall be filed in accordance with the requirements of the regulatory authorities (if necessary);</u></p>

	Before amendment		After amendment
	<p>(14) other functions and powers as conferred by the general meeting of shareholders and the Articles.</p> <p>The Board shall seek opinions from the Party committee of the Company before making decisions on the material issues of the Company.</p> <p>Other than the board of directors' resolutions in respect of the matters specified in items (6), (7) and (11) of this article which shall be passed by the affirmative vote of more than two-third (2/3) of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half (1/2) of all the directors.</p> <p>The board of directors' resolutions in respect of connected transactions of the Company shall only come into effect upon the signing by independent (non-executive) directors.</p>		<p>(14) <u>to propose to the general meeting the appointment or replacement of accounting firm which provide audit services to the Company;</u></p> <p>(15) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of shareholders of the Company except for the matters as specified by the Company Law, <u>the listing rules of the place where the securities of the Company are listed</u> and the Articles, and to sign other important agreements; and;</p> <p>(16) other functions and powers as conferred by <u>laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed,</u> the general meeting of shareholders and the Articles.</p> <p>The Board shall seek opinions from the Party committee of the Company before making decisions on the material issues of the Company.</p>

Before amendment		After amendment	
			<p>Other than the board of directors' resolutions in respect of the matters specified in items (6), (7) and (11) of this article which shall be passed by the affirmative vote of more than two-third (2/3) of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half (1/2) of all the directors. <u>However, the laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed or the Articles shall prevail.</u></p> <p>The board of directors' resolutions in respect of connected transactions of the Company shall only come into effect upon the signing by independent (non executive) directors.</p>
Article 99	Board meetings shall be convened by the chairman of the board at least twice a year and a notice shall be given to all directors ten (10) days before the date of the meeting. Shareholders representing more than 10% of the voting shares or more than one-third of the members of the board of directors or the supervisory committee may submit proposals to the board of directors for the convening of an extraordinary general meeting and the proposals shall not be subject to the restriction regarding the notice of meeting in Article 100. The chairman of the board shall convene and preside over the board meetings within ten (10) days upon the receipt of the proposal.	Article 99	Board meetings shall be convened by the chairman of the board at least twice a year and a notice shall be given to all directors ten (10) days before the date of the meeting. <u>The chairman of the board of directors has the right to convene an extraordinary board meeting (if necessary).</u> Shareholders representing more than 10% of the voting shares or more than one-third of the members of the board of directors or the supervisory committee may submit proposals to the board of directors for the convening of an extraordinary general board meeting and the proposals. <u>Extraordinary board meetings shall</u> not be subject to the restriction regarding the notice of meeting in Article 100. The chairman of the board shall convene and preside over the board meetings within ten (10) days upon the receipt of the proposal.

	Before amendment		After amendment
Article 101	<p>For any important matters to be decided by the board of directors, a notice must be given to all executive directors and external directors in accordance with the time specified in Article 100 and must be considered in strict accordance with the stipulated procedures with sufficient information provided. Directors may require for supplementary materials. When more than a quarter (1/4) of the directors or more than two (2) external directors consider the information insufficient or the discussion ambiguous, such directors may jointly propose a postponement of the board meeting or a postponement of part of the matters to be considered at the board meeting and such proposal shall be adopted by the board of directors.</p> <p>Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have notified of the meeting.</p> <p>Regular or special board meetings may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors participated in the meeting are able to hear the speech of other directors clearly and communicate, all the directors participated in the meeting shall be deemed to have attended the meeting in person.</p>	Article 101	<p>For any important matters to be decided by the board of directors, a notice must be given to all executive directors and external directors in accordance with the time specified in Article 100 and must be considered in strict accordance with the stipulated procedures with sufficient information provided. Directors may require for supplementary materials. When more than a quarter^{one-third} (1/3) of the directors or more than two (2) external directors consider the information insufficient or the discussion ambiguous, such directors may jointly propose a <u>postponement of the board meeting or a postponement of part of the matters to be considered at the board meeting and such proposal shall be adopted by the board of directors.</u> <u>have material disagreement on a matter to be submitted to the board of directors for consideration, the matter shall generally be postponed; where directors consider the information incomplete or the discussion ambiguous, such directors may jointly propose in writing a postponement of the board meeting or a postponement of part of the matters to be considered at the board meeting, and such directors proposing to postpone the meeting shall put forward clear requirements for the conditions that should be met when the proposal is resubmitted to the board of directors for consideration, and such proposal shall be adopted by the board of directors.</u></p> <p><u>A proposal shall not be put forward for postponement for more than twice. If, after the same proposal has been postponed for twice, the director proposing the postponements still believes that there are problems with the proposal, he/she may vote against the proposal at the time of voting, or report to the relevant authorities and departments in accordance with relevant regulations. If the proposal is not approved by the board of directors, it may be re-submitted to the board of directors for consideration after being adjusted and improved according to procedures.</u></p>

Before amendment		After amendment	
			<p>Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have notified of the meeting.</p> <p>Regular or special board meetings may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors participated in the meeting are able to hear the speech of other directors clearly and communicate, all the directors participated in the meeting shall be deemed to have attended the meeting in person.</p>
Article 102	<p>If any director has any interest in the enterprise(s) involved in the matter to be resolved at the board meeting, such director shall neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors. The board meeting may be held when more than half (1/2) of the directors without any interest in the matter to be resolved are present and resolutions passed at the board meeting shall be adopted by more than half (1/2) of the directors without any interest in the matter to be resolved. When directors with no interest in the matter present at the board meeting are less than three (3), the board of directors shall submit proposals to the general meeting of shareholders for review.</p>	Article 102	<p>If any director has any interest in the enterprise(s) involved in the matter to be resolved at the board meeting, such director shall neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors. <u>If a director or its associates (as defined in the applicable listing rules) will benefit from, or has a material interest in, any resolution proposed at a board meeting, such director shall abstain from voting on such matters at that board meeting. Such director shall not be counted in the quorum of such board meeting.</u> The board meeting may be held when more than half (1/2) of the directors without any interest in the matter to be resolved are present and resolutions passed at the board meeting shall be adopted by more than half (1/2) of the directors without <u>any connection or interest</u> in the matter to be resolved. When directors with no <u>connection or interest</u> in the matter present at the board meeting are less than three (3), the board of directors shall submit proposals to the general meeting of shareholders for review.</p>

Before amendment		After amendment	
Article 115	The president, vice-presidents, Chief Financial Officer and other senior management personnel shall submit a written notice to the board of directors three (3) months in advance of resignation. Departmental management personnel shall submit a written notice to the president two (2) months in advance of resignation.	Article 115	The president, vice-presidents, <u>chief accountant (Chief Financial Officer), general counsel</u> and other senior management personnel shall submit a written notice to the board of directors three (3) months in advance of resignation. <u>Departmental management personnel shall submit a written notice to the president two (2) months in advance of resignation. retire in accordance with relevant regulatory requirements, shall cease to be a member of the senior management from the effective date of his/her retirement.</u>
Article 117	The supervisory committee shall comprise five (5) supervisors. External supervisors (supervisors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of supervisors in the committee, of which at least one (1) shall be independent supervisor (a supervisor who is independent from the Company shareholders and do not assume an internal position of the Company, hereinafter the same). The proportion of staff supervisors shall not be less than one-third (1/3) of the total number of supervisors.	Article 117	The supervisory committee shall comprise <u>at least three (3)</u> five (5) supervisors. External supervisors (supervisors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of supervisors in the committee, of which <u>at least one (1) shall be independent supervisor</u> (a supervisor who is independent from the Company shareholders and do not assume an internal position of the Company, hereinafter the same). The proportion of staff supervisors shall not be less than one-third (1/3) of the total number of supervisors.

Before amendment	After amendment
<p>The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election. Where a supervisor has not been timely re-elected at the expiry of the term of office or a supervisor has resigned during the term of office as a result of which the number of members in the supervisory committee falls below the quorum, the original supervisor shall perform his/her duties as a supervisor, prior to the assumption by the re-elected supervisor, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles.</p> <p>There shall be one (1) chairman and one (1) vice-chairman in the supervisory committee. The appointment and removal of chairman and vice-chairman of the supervisory committee shall be passed by not less than two-third (2/3) (inclusive) of members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall coordinate and implement the duties and responsibilities of the supervisory committee. When the chairman is unable or fails to perform his/her duties, the vice-chairman of the supervisory committee shall convene and preside over the supervisors’ meetings. When the vice-chairman is unable or fails to perform his/her duties, a supervisor elected by more than half (1/2) of the supervisors shall convene and preside over the meetings.</p>	<p>The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election. Where a supervisor has not been timely re-elected at the expiry of the term of office or a supervisor has resigned during the term of office as a result of which the number of members in the supervisory committee falls below the quorum, the original supervisor shall perform his/her duties as a supervisor, prior to the assumption by the re-elected supervisor, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles. <u>A supervisor (excluding employee supervisor) who resigns shall submit a written resignation to the supervisory committee. If the resignation of the supervisor will not result in the number of members of the supervisory committee falling below the quorum, the resignation of such supervisor take effect upon delivery of his/her resignation report to the supervisory committee.</u></p> <p>There shall be one (1) chairman and one (1) vice chairman in the supervisory committee. The appointment and removal of chairman and vice chairman of the supervisory committee shall be passed by not less than two-third (2/3) (inclusive) of members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall coordinate and implement the duties and responsibilities of the supervisory committee. When the chairman is unable or fails to perform his/her duties, the vice chairman of the supervisory committee shall convene and preside over the supervisors’ meetings. When the vice chairman is unable or fails to perform his/her duties, a supervisor elected by more than half (1/2) of the supervisors shall convene and preside over the meetings.</p>

	Before amendment		After amendment
Article 118	<p>Members of the supervisory committee shall include external supervisors (that is, supervisors assumed by shareholder representatives and independent supervisors) and supervisors assumed by representatives of workers and staff of the Company. Supervisors assumed by shareholder representatives and independent supervisors shall be elected and dismissed by the general meeting of shareholders, supervisors assumed by representatives of workers and staff shall be elected and dismissed through the Company’s employee representatives meetings or through other forms of democratic election.</p> <p>The supervisory committee shall, according to its needs, establish its offices to be responsible for the daily affairs of the supervisory committee.</p>	Article 118	<p>Members of the supervisory committee shall include external supervisors (that is, supervisors assumed by shareholder representatives and independent supervisors) and supervisors assumed by representatives of workers and staff of the Company. Supervisors who are not assumed by representatives of workers and staff assumed by shareholder representatives and independent supervisors shall be elected and dismissed by the general meeting of shareholders, supervisors assumed by representatives of workers and staff shall be elected and dismissed through the Company’s employee representatives meetings or through other forms of democratic election.</p> <p><u>Supervisors assumed by representatives of workers and staff shall submit a written resignation to the employee’s representative meeting at least three (3) months in advance before his/her retirement, and the employee’s representative meeting shall elect a new supervisor assumed by representatives of workers and staff within three (3) months, and approve the resignation of the original supervisor assumed by representatives of workers and staff due to his/her retirement.</u></p> <p>The supervisory committee shall, according to its needs, establish its offices to be responsible for the daily affairs of the supervisory committee.</p>

Before amendment		After amendment	
Article 121	<p>The supervisory committee is accountable to the general meeting of shareholders and exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>External supervisors shall report independently to the general meetings of shareholder on the integrity and diligence of senior management personnel of the Company.</p> <p>Supervisors shall attend meetings of the board of directors.</p>	Article 121	<p>The supervisory committee is accountable to the general meeting of shareholders and exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>External supervisors shall report independently to the general meetings of shareholder on the integrity and diligence of senior management personnel of the Company.</p> <p>Supervisors shall attend meetings of the board of directors.</p>
Article 165	<p>The board of directors may determine to declare half-yearly dividends or special dividends, provided that the distribution is compliant with Article 56 (2) and Article 96 (14) of this Articles.</p>	Article 165	<p>The board of directors may determine to declare half-yearly dividends or special dividends, provided that the distribution is compliant with Article 56 (2) and Article 96 (146) of this Articles.</p>
Article 170	<p>If the post of accounting firm is vacant, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting of shareholders. Any other accounting firm which has been appointed by the Company may continue to act during the period of vacancy.</p>	Article 170	<p>If the post of accounting firm is vacant, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting of shareholders, <u>but the appointment shall be confirmed by the next general meeting of shareholders.</u> Any other accounting firm which has been appointed by the Company may continue to act during the period of vacancy.</p>
Article 172	<p>The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the general meeting of shareholders. The remuneration of the accounting firm appointed by the board of directors shall be decided by the board of directors.</p>	Article 172	<p>The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the general meeting of shareholders. The remuneration of the accounting firm appointed by the board of directors shall be decided by the board of directors, <u>and the general meeting of shareholders shall confirm the appointment and approve the remuneration of the accounting firm.</u></p>

Before amendment		After amendment	
Article 174	<p>.....</p> <p>The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the notice. If the notice carries the statements mentioned in para (2) above, the Company shall deposit a duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send a duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address in the register of shareholders shall be the address of the recipients.</p> <p>.....</p>	Article 174	<p>.....</p> <p>The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the notice. If the notice carries the statements mentioned in para (2) above <u>of Article 173</u>, the Company shall deposit a duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send a duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address in the register of shareholders shall be the address of the recipients.</p> <p>.....</p>
Article 196	<p>The term "accounting firm" referred to in the Articles shall have the same meaning as "auditors".</p> <p>The terms "president" and "vice-president" referred to in the Articles shall have the same meaning as "general manager" and "deputy general manager" respectively.</p>	Article 196	<p>The term "accounting firm" referred to in the Articles shall have the same meaning as "auditors".</p> <p>The terms "president" and "vice-president" referred to in the Articles shall have the same meaning as "general manager" and "deputy general manager" respectively. <u>The term "senior management" referred to in the Articles refers to the manager (general manager), vice manager (deputy general manager), chief accountant (Chief Financial Officer), general counsel, secretary to the board of directors of the Company and other senior management appointed by the board of directors.</u></p>

Note: The Chinese version of the Articles of Association shall prevail and its English translation is for reference only.

The Board considers that the Proposed Amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders at the general meeting of the Company.