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)

ANNOUNCEMENT
(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (2) PROPOSED ADOPTION OF AMENDED WORKING RULES OF THE BOARD OF DIRECTORS

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association and the proposed amendments are mainly based on the requirements of the Company Law and domestic and overseas regulatory requirements, and are made with reference to the actual circumstances of the Company. Details of the proposed amendments are set out in the Appendix to this announcement.

PROPOSED ADOPTION OF AMENDED WORKING RULES OF THE BOARD OF DIRECTORS

The Board has also resolved to recommend Shareholders to adopt the amended Working Rules of the Board of Directors to, among other things, optimize corporate governance and standard operation and be consistent with the proposed amendments to the Articles of Association.

GENERAL

The proposed amendments to the Articles of Association and the proposed adoption of amended Working Rules of the Board of Directors are subject to the approval of the Shareholders at the general meeting of the Company. The Company will send a circular setting out the details of the proposed amendments to the Articles of Association and the proposed adoption of amended Working Rules of the Board of Directors to the Shareholders as soon as practicable.

The Board considers that the proposed amendments to the Articles of Association and the proposed adoption of amended Working Rules of the Board of Directors are in the interests of the Company and the Shareholders as a whole.

DEFINITIONS

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

"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 of the Company
"Company"	TravelSky Technology Limited, a company incorporated under the laws of the PRC whose shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in the United States of America
"Company Law"	the Company Law of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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

Beijing, PRC
27 December 2024

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

Executive Director:	*Mr. Huang Rongshun (Chairman);*
Non-executive Directors:	*Mr. Sun Yuquan, Mr. Qu Guangji, and Mr. Xi Sheng;*
Independent non-executive Directors:	*Mr. Liu Zehong, Mr. Chan Wing Tak Kevin, and Mr. Xu Hongzhi.*

APPENDIX

Before amendment		**After amendment**	
Article 55	The general meeting of shareholders shall exercise the following functions and powers: (1) to elect and replace directors and to decide on matters relating to the remuneration of directors; ……	**Article 55**	The general meeting of shareholders shall exercise the following functions and powers: (1) to elect and replace directors who are not assumed by representatives of workers and staff and to decide on matters relating to the remuneration of directors; ……
Article 75	The following matters shall be resolved by a general resolution at the general meeting of shareholders: …… (3) appointment and removal of members of the board of directors and the supervisory committee and their remuneration and manner of payment; ……	**Article 75**	The following matters shall be resolved by a general resolution at the general meeting of shareholders: …… (3) appointment and removal of members of the board of directors and the supervisory committee who are not assumed by representatives of workers and staff and ~~their~~ remuneration and manner of payment for all members; ……

Before amendment		**After amendment**	
Article 92	The Company shall have a board of directors consisting of nine (9)directors. External directors (directors 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 directors in the board, of which at least three (3) shall be independent (non-executive) directors (directors who are independent from the Company and do not assume an internal position of the Company, hereinafter the same), and at least one-third(1/3) of the members in the board of directors must be independent directors. There shall be one chairman in the board of directors. ……	**Article 92**	The Company shall have a board of directors consisting of nine (9) directors. External directors (directors 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 directors in the board, of which at least three (3) shall be independent (non-executive) directors (directors who are independent from the Company and do not assume an internal position of the Company, hereinafter the same), and at least one-third(1/3) of the members in the board of directors must be independent directors. The board of directors shall include one (1) member who is assumed by representatives of workers and staff. There shall be one chairman in the board of directors. ……
Article 93	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. ……	**Article 93**	Directors who are not assumed by representatives of workers and staff shall be elected at the general meeting of shareholders, and directors who are assumed by representatives of workers and staff shall be elected by the Company's employees through employee representative meetings, staff meetings or other forms of democratic election. Directors ~~and each board~~ shall have a term of three (3) years~~.~~, and at the expiry of the term of office~~ of a director~~, the term is renewable upon re-election. ……

Before amendment		After amendment	
Article 96	The chairman of the board of directors shall exercise the following functions and powers: (1) to preside over general meetings of shareholders and to convene and preside over the board of directors' meetings; (2) to coordinate and perform the responsibilities of the board of directors and review on the implementation of resolutions passed by the board of directors' meetings; (3) to sign the certificates of securities issued by the Company; and (4) to exercise other powers conferred by the board of directors. When the chairman is unable to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.	**Article 96**	The chairman of the board of directors shall exercise the following functions and powers: (1) to convey to the board of directors the spirit of important meetings of the regulatory authorities and regulatory policies, and to inform the board of directors of the work pointed out by the regulatory authorities in their supervision and inspection that needs to be promoted and implemented by the board of directors, and to urge rectification of the problems; (2)~~(1)~~ to preside over general meetings of shareholders and to convene and preside over the board of directors' meetings; (3) to organize and carry out strategic research, and host at least one strategic seminar or evaluation meeting attended by the board of directors and management members each year; (4) to determine the annual regular meeting plan of the board of directors, including the number of meetings, meeting time, etc., and decide to hold an extraordinary meeting of the board of directors when necessary; (5) to determine the agenda for board meetings, convene and preside over the board meetings, and enable each director to fully express his/her personal opinions and vote on the basis of full discussion;

Before amendment		After amendment	
			(6)~~(2)~~ to coordinate and perform the responsibilities of the board of directors and review on the implementation of resolutions passed by the board of directors' meetings; (7) to organize the formulation and revision of systems related to the governance and operation of the board of directors, and arrange for submission to the board of directors for consideration and approval; (8) to recommend candidates for the secretary of the board of directors to the board of directors, and after full communication with relevant directors, make recommendations to the board of directors on the composition and candidates of special committee;

Before amendment		After amendment	
			(9)~~(3)~~ in accordance with laws, regulations and relevant provisions, based on the resolutions of the shareholders' meeting, the resolutions of the board of directors or the authorization of the board of directors, sign relevant documents on behalf of the Company or the board of directors, including physical stocks or other certificates of securities and bonds issued by the Company, director service contracts, major agreements of the Company, shareholder identification authorization letters, company authorization letters required by the securities registration office or H-share dividend agency, contracts and authorization letters related to paperless securities, and registration and declaration documents required by domestic and foreign regulatory authorities; (10) to organize and formulate the Company's internal annual audit plan; (11) to organize the drafting of the board of directors' annual work report, and report the annual work to the shareholders' meeting and regulatory authorities on behalf of the board of directors;

Before amendment		After amendment	
			(12) to maintain good communication with regulatory authorities, and communicate with external directors outside of meetings when appropriate, listen to the opinions of external directors, organize external directors to conduct necessary research and training, and hold at least one separate meeting with independent non-executive directors each year; (13) in the event of force majeure or a major crisis that makes it impossible to hold a board meeting in a timely manner, within the scope of the board's authority, exercise special disposal rights that comply with laws, regulations and corporate interests, report to the board of directors afterwards and ratify them in accordance with procedures; (14)~~(4)~~ other duties~~ powers~~ conferred by laws, regulations, the Company's Articles and the board of directors. When the chairman is unable to perform his/her functions and powers, a director elected by more than half(1/2) of all the directors shall act on his/her behalf.

Before amendment		After amendment	
Article 109	The president shall be accountable to the board of directors and exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management, and to coordinate the implementation of the resolutions of the board of directors; (2) to organize the implementation of the Company's annual business plan and investment proposal; (3) to draft plans for the establishment of the Company's internal management structure; (4) to draft plans for the establishment of the Company's branch offices; (5) to draft the Company's basic management system;	**Article 109**	The president (general manager) shall be accountable to the board of directors and exercise the following functions and powers: (1) shall be responsible to the board of directors and reports to the chairman when the board of directors is not in session, and to coordinate the implementation of the resolutions of the board of directors; (2) to formulate~~organize~~ the Company's strategy and development plan, annual business plan, annual investment plan and investment proposal; (3)~~(1)~~ to be in charge of the Company's ~~production,~~ operation and management, and in accordance with the approval and authorization of the board of directors, to organize and implement the Company's strategic development plan, annual business plan, annual investment plan and any notifiable transactions, connected transactions, that are subject to reporting and disclosure in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") or matters on which a listed company is required to perform its disclosure obligations shall still be reported to the board of directors for special review;

Before amendment		After amendment	
	(6) to formulate the specific rules and regulations of the Company; (7) to propose the appointment or dismissal of the Company's vice-presidents, Chief Financial Officer and general counsel; (8) to appoint or dismiss management personnel other than those required to be appointed or dismisses by the board of directors; and (9) other powers conferred by the Company's Articles and the board of directors.		(4) according to the Company's annual investment plan and investment proposal approved by the board of directors, approve the expenditure of recurring project expenses and long-term investment periodic expenses, including project due diligence and related assessment and audit fees; formulate feasible plans for equity investment or disposal projects and organize their implementation after approval by the board of directors, and decide on domestic investment projects within a certain amount that are closely related to the Company's main business and have low risks according to the approval and authorization of the board of directors; (5) to formulate the Company's annual financial budget plan, final accounts plan, profit distribution plan and loss compensation plan; formulate the Company's financial accounting system, financial policy, debt policy, major accounting policies or accounting estimates, and their adjustment plans; organize the preparation of the Company's financial accounting report and submit it to the board of directors for review; (6) to formulate the Company's sustainable development work management system, establish relevant work management systems, indicators and target systems, and organize the preparation of the Company's sustainable development report and submit it to the board of directors for review;

Before amendment		After amendment	
			(7) to formulate the Company's (including its holding subsidiaries) annual donation budget, include it in the Company's annual budget management system, organize its implementation after approval by the board of directors, and projects with a single donation of no less than RMB30 million and donation matters not included in the annual donation budget should be submitted to the board of directors for special review;

Before amendment		After amendment	
			(8) to determine annual asset procurement, disposal plan, and similar assets purchased (or sold) with the same party within 12 consecutive months, in accordance with the annual business plan, annual investment plan, annual financial budget or investment project plan approved by the board of directors, the cumulative amount shall be less than 5% of the total assets in the consolidated financial statements of the Company's most recent annual or interim financial accounting report (whichever is more recent) or the average market value of the Company's most recent five trading days (whichever is lower) (if there is no identifiable income from such assets, otherwise the income and profit ratio shall also be calculated), and in case of an unplanned event outside the annual plan, the above percentage shall be calculated using 1%, and the aggregate amount of fixed assets decided to be disposed of within 4 consecutive months shall be less than 5% of the amount of fixed assets in the consolidated financial statements of the Company's most recent audited annual financial accounting report, in respect of which fixed assets include real estate, vehicles, equipment and facilities, etc.;

Before amendment		After amendment	
			(9) to draft plans for the Company's financing, mortgage or pledge, external loan, guarantee or other financial assistance for the consideration of the board of directors; (10) to draft plans for the Company to increase or reduce registered capital, as well as major reforms, restructuring plans, major acquisitions or sales plans, merger plans, separation or spin-off plans, major engineering construction plans, major capital operation plans for the consideration of the board of directors, to determine and organize the implementation of engineering construction plan with a value of less than RMB80 million; (11)~~(3)~~ to draft plans for the establishment of the Company's internal management structure (including the overall organizational structure, number of institutions, main responsibilities of each institution, etc.) for the consideration and approval by the board of directors. The internal management structure does not include the establishment of working institutions of the party organization and the trade union. Based on the approval and authorization of the board of directors, to determine the specific names, structure, non-primary responsibilities, and the establishment and adjustment of subordinate internal institutions of the relevant institutions;

Before amendment		After amendment	
			(12)~~(4)~~ to draft plans for the establishment of the Company's branch offices for the consideration and approval by the board of directors. Based on the approval and authorization of the board of directors, to determine the establishment of domestic branches below a certain scale; (13)~~(5)~~ to draft the Company's basic management system for the consideration and approval by the board of directors, excluding the systems related to party building, employee representative meetings and trade union work; (14)~~(6)~~ to formulate the specific rules and regulations of the Company, excluding the rules and regulations related to party building, employee representative meetings and trade union; (15)~~(7)~~ pursuant to relevant regulations, to propose the appointment or dismissal of the Company's vice-presidents, Chief Financial Officer and general counsel; (16)~~(8)~~ pursuant to relevant regulations, to appoint or dismiss a~~ management~~ personnel other than those determined~~required~~ to be appointed or dismisses by the board of directors; (17) to formulate systems and standards related to employee remuneration, benefits and assessment mechanisms, and organize their implementation; to formulate the Company's mid-term and long-term incentive plans and schemes for the consideration of the board of directors;

Before amendment		After amendment	
			(18) to formulate a plan for engaging the accounting firm responsible for the Company's annual audit, including the budget for audit service fees and non-audit service fees; (19) to formulate the internal supervision and risk control systems, to formulate plans for the Company to establish a risk management system, internal control system, an accountability system for illegal operations and investments, and a compliance management system, and to organize their implementation after approval by the board of directors; (20) to establish the general manager's meeting system to convene and preside over the general manager's meeting; the general manager shall exercise the authority authorized by the board of directors through the general manager's meeting; (21) to be fully responsible for the business management and reform and development of the Company's branches, including the assignment of branch managers, formulation of branch operating plans and annual budgets, and management of branch operations and income and expenditures, etc.;

Before amendment		After amendment	
			(22) to make decisions in accordance with laws and regulations regarding the Company's exercise of following shareholder rights in the "subsidiaries" (all of the Company's subordinate corporations): (i) to appoint or recommend directors and supervisors (if any) of subsidiaries, and to determine the composition of the board of directors and supervisory committee (if any) of subsidiaries; (ii) the remuneration of directors and supervisors of subsidiaries (if any), excluding the incentive plans and schemes involving the shares of holding subsidiaries; (iii) the reports of the board of directors of subsidiaries, the reports of the supervisory committee of subsidiaries (if any), annual financial reports, audit reports, evaluation reports, sustainable development reports and other important reports; (iv) Development strategies, mid-term and long-term plans, business policies, investment plans, annual budgets and final accounts, etc. submitted by subsidiaries to shareholders' meetings;

Before amendment		After amendment	
			(v) Profit distribution or loss compensation plans of subsidiaries; (vi) Amendments to the articles of association of subsidiaries, including amendments to the articles of association involving changes in the registered capital of subsidiaries, which shall be approved by the general manager only after the change in the registered capital of the subsidiary has been approved by the Company's board of directors, or after the general manager has obtained the relevant authorization from the board of directors; (vii) Purchase and sale of assets and disposal of fixed assets of holding subsidiaries within the scope listed in (8) above; In the event that the general manager considers the above-mentioned matters related to the exercise of shareholder rights of subsidiaries, if the matters involve notifiable transactions or connected transactions that are subject to reporting and disclosure according to the Listing Rules, or matters that require the fulfillment of disclosure obligations, or matters that may have a significant impact on the Company, the general manager shall submit them to the board of directors for review.

Before amendment		After amendment	
			(23) The following major matters related to the exercise of the shareholder rights of the "holding subsidiaries" by the Company shall be carefully considered and submitted to the board of directors for consideration and make relevant recommendations, including: (i) Matters concerning the increase or decrease of registered capital, division, merger, dissolution, liquidation or change of corporate form, and major asset reorganization of holding subsidiaries; (ii) Matters concerning the purchase and sale of assets and disposal of fixed assets of holding subsidiaries not less than the percentages listed in (8) above; (iii) Matters concerning financial assistance such as borrowings, guarantees, mortgages or pledges provided by holding subsidiaries to external parties; (iv) Matters concerning equity investment, financing, bond issuance or redemption, securities issuance or repurchase, and share incentive plans of holding subsidiaries;

Before amendment		After amendment	
			(v) Matters at the level of holding subsidiaries but constitute notifiable transactions, connected transactions or matters that must be disclosed under the Listing Rules; (24) to make decisions in accordance with laws and regulations on the exercise of the Company's shareholder rights of "non-controlling subsidiaries", including matters specified in (i) to (vi) of (22) above and other matters that should be decided by the shareholders' meeting (or shareholders) as stipulated in the articles of association of the non-controlling subsidiaries, but excluding matters that would result in changes in the shareholding ratio or shareholding interests of the listed company (TravelSky) or constitute notifiable transactions or connected transactions that are subject to reporting or matters that the Company must be disclosed in accordance with the Listing Rules; (25)~~(9)~~ Other powers conferred by laws, administrative regulations and the Company's Articles or authorized by the board of directors. The aforementioned "certain amount" and "certain scale" shall be separately specified by the board of directors when formulating the authorized decision-making plan and the list of authorized decision-making matters (if any).