
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 OF DIRECTOR; AND
(2) NOTICE OF 2024 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, 12 June 2025 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

22 May 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF 2024 ANNUAL GENERAL MEETING	6
APPENDIX — BUSINESS TO BE CONSIDERED AT THE AGM	9

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 2024 annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 12 June 2025, 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
“Latest Practicable Date”	16 May 2025, 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)

DEFINITIONS

“PRC” or “China”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Registrar”	the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	H Shareholders and Domestic Shareholders
“Shares”	H Shares and Domestic Shares
“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)[#]

Sun Yuquan^{##}

Qu Guangji^{##}

Xi Sheng^{##}

Liu Zehong^{###}

Chan Wing Tak Kevin^{###}

Xu Hongzhi^{###}

Liang Shuang^{####}

[#] Executive Director

^{##} Non-executive Directors

^{###} Independent non-executive Directors

^{####} Employee Representative Director

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 2201-05, 22/F.,
China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong

22 May 2025

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED CHANGE OF DIRECTOR; AND (2) NOTICE OF 2024 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, 12 June 2025.

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

2. BUSINESS TO BE CONSIDERED AT THE AGM

The items of business to be considered at the AGM are described in detail in the notice of the AGM set out on pages 6 to 8 of this circular. At the AGM, the following 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 2024; (2) the resolution in

LETTER FROM THE BOARD

relation to the report of the Supervisory Committee of the Company for the year ended 31 December 2024; (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 2024; (4) the resolution in relation to the change in the dividend policy of the Company and the allocation of profit and the distribution of final dividend for the year ended 31 December 2024; (5) the resolution in relation to the appointment of PRC auditor for the year ending 31 December 2025 and the authorization to the Board to fix the remuneration thereof; and (6) the resolution in relation to the proposed change of Director.

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, 12 June 2025 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, Wanchai, 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.

For the purpose of determining Shareholders' entitlement to attend the AGM, the Domestic Shares and the H Shares register of members will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (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, Computershare Hong Kong Investor Services Limited, 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 Friday, 6 June 2025. Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company on Thursday, 12 June 2025 will be eligible to attend the AGM.

LETTER FROM THE BOARD

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 on 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 2024 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 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 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, 12 June 2025 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 22 May 2025):

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 2024.
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 2024.
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 2024.
4. To consider and approve the resolution in relation to the change in the dividend policy of the Company and the allocation of profit and the distribution of final dividend for the year ended 31 December 2024.
5. To consider and approve the resolution in relation to the appointment of PRC auditor for the year ending 31 December 2025 and the authorization to the Board to fix the remuneration thereof.
6. To consider and approve the resolution in relation to the appointment of Ms. He Xiaoqun as a non-executive Director of the seventh session of the Board (the term of office is the same as that of other members of the seventh session of the Board) with effect from the conclusion of the AGM; and the cessation of Mr. Xi Sheng's service as a non-executive Director of the Company with effect from the approval granted at the AGM.

By order of the Board
TravelSky Technology Limited
Huang Rongshun
Chairman

Beijing, the People's Republic of China
22 May 2025

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the appendix to the circular of the Company dated 22 May 2025.
2. For the purpose of determining Shareholders' entitlement to attend the AGM, **the Domestic Shares and the H Shares register of members will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (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, Computershare Hong Kong Investor Services Limited, 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 Friday, 6 June 2025.** Domestic Shareholders and H Shareholders whose name names on the register of members of the Company on Thursday, 12 June 2025 will be eligible to attend the AGM.
3. The Board has recommended a final dividend of RMB0.239 per Share (tax inclusive) for the year ended 31 December 2024 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, 25 June 2025.

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, 20 June 2025 to Wednesday, 25 June 2025 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to be entitled to the final dividend, Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (for Domestic Shareholders) or the Company's Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), **no later than 4:30 p.m. on Thursday, 19 June 2025.**

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 on the websites of the Company and the Stock Exchange.
5. Each Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on behalf of him/her. A proxy needs not to be a Shareholder of the Company.
6. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be completed and deposited at the liaison office of the Company in Beijing (for Domestic Shareholders) or the Registrar of the Company (for H Shareholders), at least 24 hours before the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the AGM or any adjournment thereof should he/she so wish.
7. In case of joint shareholdings and the Shareholder or the proxy attending the AGM is more than one person, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names appear in the register of members of the Company in respect of the joint shareholdings.

NOTICE OF 2024 ANNUAL GENERAL MEETING

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 2024**

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 2024. Please refer to the section headed “Report of Directors” in the 2024 annual report of the Company for details.

2. THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2024

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 2024. Please refer to the section headed “Report of Supervisory Committee” in the 2024 annual report of the Company for details.

3. THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2024

Please refer to the audited financial statements of the Group for the year ended 31 December 2024 in the 2024 annual report of the Company for details. The 2024 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 2024, the Company recorded total revenue of approximately RMB8,823.0 million and total operating expenses of approximately RMB6,453.5 million for the year. Total profit and net profit for the year amounted to approximately RMB2,394.5 million and approximately RMB2,128.6 million respectively, and the net profit attributable to shareholders of the parent company amounted to approximately RMB2,074.3 million.

(ii) Assets and liabilities

According to the consolidated financial statements of the Company for the year ended 31 December 2024, as at the end of 2024, the Company’s total assets amounted to approximately RMB29,694.6 million, including approximately RMB20,498.2 million of total current assets and approximately RMB9,196.4 million of total non-current assets; the Company’s total liabilities amounted to approximately RMB6,797.7 million.

4. THE CHANGE IN THE DIVIDEND POLICY OF THE COMPANY AND THE ALLOCATION OF PROFIT AND THE DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2024

On 27 March 2025, the Board of the Company proposed the change in the dividend policy as follows: the Board will propose annual dividend distribution (including cash dividend distribution plan) at the general meeting after considering the Company's operating status, capital requirements for future development, and taking into account factors including the Company's sustainable development. Generally, the Company distributes annual final dividends in cash, with the total amount accounting for 35% to 45% (previously 30% to 40%) of the net profit for the year as stated in the income statement of the parent company.

The Board has recommended an appropriation of 10% of the profit after taxation of the Company for the year 2024 to the discretionary surplus reserve fund, amounting to approximately RMB170.3 million. The Board has also recommended a final cash dividend of approximately RMB699.4 million, which represents RMB0.239 per Share (tax inclusive) for the year ended 31 December 2024. 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, 25 June 2025. 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, 20 June 2025 to Wednesday, 25 June 2025 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to be entitled to the final dividend, Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (for Domestic Shareholders) or the Company's Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), **no later than 4:30 p.m. on Thursday, 19 June 2025.**

5. THE APPOINTMENT OF PRC AUDITOR FOR THE YEAR ENDING 31 DECEMBER 2025 AND THE AUTHORIZATION 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 2025 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 2025 annual general meeting of the Company.

6. PROPOSED CHANGE OF DIRECTOR

As proposed by China Eastern Air Holding Company Limited ("**CEA Holding**"), Mr. Xi Sheng ("**Mr. Xi**") ceased to be the non-executive Director of the Company due to internal work adjustment (the "**Proposed Resignation**").

Mr. Xi has confirmed that he has no disagreement with the Board, and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Xi towards the Company during his tenure of service.

As nominated by CEA Holding, the Board further proposed that Ms. He Xiaoqun ("**Ms. He**") shall replace Mr. Xi to be the non-executive Director of the seventh session of the Board (the "**Proposed Appointment**").

The biographical details of Ms. He are as follows:

Ms. He Xiaoqun, aged 52, is currently a vice president and member of the Party Group of CEA Holding, a vice president and a member of the Standing Committee of the Party Committee of China Eastern Airlines Corporation Limited ("**CEA**", a company listed on the Main Board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange; Stock Code: 00670 (Hong Kong Stock Exchange); 600115 (Shanghai Stock Exchange)). Ms. He joined the civil aviation industry in 2001 and held the positions as the general manager of the human resources department of China Southern Airlines Company Limited ("**CSA**", a company listed on the Main Board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange; Stock Code: 001055 (Hong Kong Stock Exchange); 600029 (Shanghai Stock Exchange)), the general manager of the human resources department of China Southern Air Holding Company Limited, the chairperson and the secretary of the Party Committee of China Southern Airlines Cargo Logistics (Guangzhou) Co., Ltd., the vice president and the secretary of the Party Committee of the Engineering Technology Branch (Aircraft Engineering Department) of CSA. Since December 2024, she has been serving as a vice president and member of the Party Group of CEA Holding and a member of the Standing Committee of the Party Committee of CEA. Since January 2025, she has been concurrently serving as a vice president of CEA. Ms. He graduated from Xiamen University with a master's degree in economics as well as an executive master's degree in business administration from Tsinghua University. She is an economist.

Ms. He has confirmed that, save as disclosed above, as at the Latest Practicable Date, (1) she does not hold any other positions with the Company or any of its subsidiaries or any directorship in any other listed public companies in the past three years; (2) she does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; and (3) she 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).

Save as disclosed above, the Board is not aware of any other matter in respect of the Proposed Appointment of Ms. He that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matter that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Proposed Appointment of Ms. He will become effective subject to the Shareholders' approval at the AGM. The Proposed Resignation of Mr. Xi will become effective upon the conclusion of the AGM after the Shareholders' approval of the Proposed Appointment of Ms. He granted at the AGM.

The term of the office of Ms. He as a non-executive Director of the Company will commence from the approval of the Shareholders and end upon expiry of the term of the current session of the Board. The Company will enter into a service contract with Ms. He after the Proposed Appointment is approved by the Shareholders. The remuneration of Ms. He will be determined in accordance with applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company.