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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: 0696)

ANNOUNCEMENT

- (1) POLL RESULTS OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING AND CLASS MEETINGS**
- (2) DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2012**
- (3) ELECTION OF THE MEMBERS OF THE FIFTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE**
- (4) APPOINTMENTS OF CHAIRMAN OF THE SUPERVISORY COMMITTEE, CHAIRMAN OF THE BOARD, SENIOR MANAGEMENT AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD**

The Board announces that on 18 June 2013, all the resolutions set out in the notices of the AGM and the Class Meetings dated 22 April 2013 were duly passed by way of poll at the AGM and the Class Meetings.

Reference is made to the circular dated 22 April 2013 (the “**Circular**”) of TravelSky Technology Limited (the “**Company**”) and the 2012 annual report of the Company. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

I POLL RESULTS OF THE AGM

The Board announces that the AGM was duly held at 9:30 a.m. on 18 June 2013, at which all the resolutions set out in the notice of the AGM dated 22 April 2013 (the “**Notice of the AGM**”) were duly passed by the Shareholders by way of poll.

As at 18 June 2013, there were 2,926,209,589 Shares entitling the Shareholders to attend the AGM. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions as set out in the Notice of the AGM at the AGM was 2,926,209,589. There was no Share entitling the Shareholders to attend and vote only against the resolutions as set out in the Notice of the AGM at the AGM. There was no Share obliging any abstention from voting on any proposed resolutions at the AGM.

The Company has appointed Baker Tilly Hong Kong Limited, the auditors of the Company as the scrutineer to monitor the vote-taking procedures at the AGM (see Note). The poll results of the AGM are as follows:

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1	To consider and approve the resolution in relation to the report of the Board of the Company for the year ended 31 December 2012.	2,497,213,190 (100.00%)	0 (0.00%)	2,497,213,190
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 2012.	2,497,213,190 (100.00%)	0 (0.00%)	2,497,213,190
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 2012.	2,497,213,190 (100.00%)	0 (0.00%)	2,497,213,190
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 2012.	2,497,308,190 (100.00%)	0 (0.00%)	2,497,308,190
5	To consider and approve the resolution in relation to the re-appointment of auditors for the year ending 31 December 2013 and the authorization to the Board to fix the remuneration thereof.	2,497,213,190 (100.00%)	95,000 (0.00%)	2,497,308,190

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
6	To consider and approve the election of the Directors of the fifth session of the Board of the Company:			
6.1	To consider and approve the resolution in relation to the re-appointment of Mr. Xu Qiang as the executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,462,157,927 (98.59%)	35,150,263 (1.41%)	2,497,308,190
6.2	To consider and approve the resolution in relation to the re-appointment of Mr. Cui Zhixiong as the executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,485,380,780 (99.52%)	11,927,410 (0.48%)	2,497,308,190
6.3	To consider and approve the resolution in relation to the re-appointment of Mr. Xiao Yinhong as the executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,491,636,858 (99.77%)	5,671,332 (0.23%)	2,497,308,190

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
6.4	To consider and approve the resolution in relation to the re-appointment of Mr. Wang Quanhua as the non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,465,243,071 (98.72%)	32,065,119 (1.28%)	2,497,308,190
6.5	To consider and approve the resolution in relation to the re-appointment of Mr. Sun Yude as the non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,491,636,858 (99.77%)	5,671,332 (0.23%)	2,497,308,190
6.6	To consider and approve the resolution in relation to the appointment of Mr. Cai, Kevin Yang as the non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,491,636,858 (99.77%)	5,671,332 (0.23%)	2,497,308,190

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
6.7	To consider and approve the resolution in relation to the re-appointment of Mr. Cheung Yuk Ming as the independent non-executive Director of the fifth session of the Board of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,496,645,890 (99.97%)	662,300 (0.03%)	2,497,308,190
6.8	To consider and approve the resolution in relation to the re-appointment of Mr. Pan Chongyi as the independent non-executive Director of the fifth session of the Board of the Company for a term of office of two years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,495,276,881 (99.92%)	2,031,309 (0.08%)	2,497,308,190
6.9	To consider and approve the resolution in relation to the appointment of Mr. Zhang Hainan as the independent non-executive Director of the fifth session of the Board of the Company for a term of office of two years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration.	2,495,276,881 (99.92%)	2,031,309 (0.08%)	2,497,308,190

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
7	To consider and approve the election of certain Supervisors of the fifth session of the Supervisory Committee of the Company:			
7.1	To consider and approve the resolution in relation to the re-appointment of Ms. Zeng Yiwei as the shareholder representative Supervisor of the fifth session of the Supervisory Committee of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine her remuneration;	2,495,625,390 (99.93%)	1,682,800 (0.07%)	2,497,308,190
7.2	To consider and approve the resolution in relation to the appointment of Mr. He Haiyan as the shareholder representative Supervisor of the fifth session of the Supervisory Committee of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration;	2,497,307,890 (100.00%)	300 (0.00%)	2,497,308,190
7.3	To consider and approve the resolution in relation to the re-appointment of Mr. Rao Geping as the independent Supervisor of the fifth session of the Supervisory Committee of the Company for a term of office of three years commencing from the conclusion of the AGM, and the authorization to Board to determine his remuneration.	2,497,307,890 (100.00%)	300 (0.00%)	2,497,308,190

Special Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
8	To consider and approve the resolution in relation to the authorization of a general mandate to the Board of the Company to issue new H Shares and Domestic Shares of the Company as set out in the Circular.	2,037,775,233 (81.63%)	458,732,957 (18.37%)	2,496,508,190
9	To consider and approve the resolution in relation to the authorization of a general mandate to the Board of the Company to repurchase H Shares of the Company as set out in the Circular.	2,497,308,190 (100.00%)	0 (0.00%)	2,497,308,190

II POLL RESULTS OF THE CLASS MEETING FOR HOLDERS OF H SHARES (THE “H SHARES CLASS MEETING”)

The Board announces that the H Shares Class Meeting was duly held immediately after the conclusion of the AGM on 18 June 2013, at which the resolution as set out in the notice of the H Shares Class Meeting (the “**Notice of the H Shares Class Meeting**”) dated 22 April 2013 was duly passed by the holders of H Shares (the “**H Shareholders**”) by way of poll.

As at 18 June 2013, there were 932,562,000 H Shares entitling the H Shareholders to attend the H Shares Class Meeting. The total number of H Shares entitling the H Shareholders to attend and vote for or against the resolution as set out in the Notice of the H Shares Class Meeting at the H Shares Class Meeting was 932,562,000. There was no H Share entitling the H Shareholders to attend and vote only against the resolution as set out in the Notice of the H Shares Class Meeting at the H Shares Class Meeting. There was no Share obliging any abstention from voting on the resolution proposed at the H Shares Class Meeting.

The Company has appointed Baker Tilly Hong Kong Limited, the auditors of the Company, as the scrutineer to monitor the vote-taking procedures at the H Shares Class Meeting (see Note). The poll results of the H Shares Class Meeting are as follows:

Special Resolution		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1	To consider and approve the grant of a general mandate to the Board of the Company to repurchase H Shares of the Company as set out in the Company's circular dated 22 April 2013.	557,227,905 (100.00%)	0 (0.00%)	557,227,905

III POLL RESULTS OF THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES (THE “DOMESTIC SHARES CLASS MEETING”)

The Board announces that the Domestic Shares Class Meeting was duly held immediately after the conclusion of the H Shares Class Meeting on 18 June 2013, at which the resolution as set out in the notice of the Domestic Shares Class Meeting (the “**Notice of the Domestic Shares Class Meeting**”) dated 22 April 2013 was duly passed by the holders of Domestic Shares (the “**Domestic Shareholders**”) by way of poll.

As at 18 June 2013, there were 1,993,647,589 Domestic Shares entitling the Domestic Shareholders to attend the Domestic Shares Class Meeting. The total number of Domestic Shares entitling the Domestic Shareholders to attend and vote for or against the resolution as set out in the Notice of the Domestic Shares Class Meeting at the Domestic Shares Class Meeting was 1,993,647,589. There was no Domestic Share entitling the Domestic Shareholders to attend and vote only against the resolution as set out in the Notice of the Domestic Shares Class Meeting at the Domestic Shares Class Meeting. There was no Share obliging any abstention from voting on the resolution proposed at the Domestic Shares Class Meeting.

The Company has appointed Baker Tilly Hong Kong Limited, the auditors of the Company, as the scrutineer to monitor the vote-taking procedures at the Domestic Shares Class Meeting (see Note). The poll results of the Domestic Shares Class Meeting are as follows:

Special Resolution		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1	To consider and approve the grant of a general mandate to the Board of the Company to repurchase H Shares of the Company as set out in the Company's circular dated 22 April 2013.	1,957,435,089 (100%)	0 (0%)	1,957,435,089

IV ELECTION OF THE MEMBERS OF THE FIFTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

Following the approval by the Shareholders of the Company at the AGM, the Board is pleased to announce that, with effect from 18 June 2013, (i) Mr. Xu Qiang, Mr. Cui Zhixiong and Mr. Xiao Yinhong have been appointed as executive Directors of the fifth session of the Board, (ii) Mr. Wang Quanhua, Mr. Sun Yude and Mr. Cai, Kevin Yang have been appointed as non-executive Directors of the fifth session of the Board, (iii) Mr. Chenung Yuk Ming, Mr. Pan Chongyi and Mr. Zhang Hainan have been appointed as independent non-executive Directors of the fifth session of the Board; (iv) Ms. Zeng Yiwei and Mr. He Haiyan have been appointed as shareholder representative Supervisors for the fifth session of the Supervisory Committee; and (v) Mr. Rao Geping has been appointed as independent Supervisor for the fifth session of the Supervisory Committee.

The Board is also pleased to announce that Ms. Li Xiaojun and Mr. Xiao Wei continue to serve as the staff representative Supervisors of the fifth session of the Supervisory Committee, with effective from the conclusion of the AGM held on 18 June 2013.

Please refer to the Circular for the biographic details of the newly appointed Directors and Supervisors.

The Company will enter into the service contracts with the members of the fifth session of the Board and the fifth session of the Supervisory Committee.

The remuneration of the Directors and Supervisors will be determined by the Board as authorised by the AGM with reference to the prevailing market price, their job duties and their working experience, and the requirements of the domestic laws and regulations and the regulatory authorities as amended from time to time:

- (i) Executive Directors Xu Qiang, Cui Zhixiong and Xiao Yinhong are not entitled to receive any director's fee and bonus. As full time employees of the Company, they are entitled to receive the corresponding remuneration in relation to their positions and enjoy the relevant H Share appreciation rights (please refer to the announcement of the Company dated 29 April 2011). Their remuneration includes salaries, benefits, pension insurance, corporate annuity fund as well as the discretionary bonus distributed based on the performance and the financial position of the Company. The related remuneration standard is formulated based on the factors such as the performance, qualification, position and duties of the staff and in accordance with the requirements of the domestic laws and regulations and the regulatory authorities as amended from time to time;
- (ii) Non-executive Directors Wang Quanhua, Sun Yude and Cai, Kevin Yang are not entitled to receive any director's fee and bonus;
- (iii) Independent non-executive Directors Cheung Yuk Ming, Pan Chongyi and Zhang Hainan are entitled to receive an annual director's fee of RMB60,000 (inclusive of tax) or RMB70,000 (inclusive of tax) and an additional allowance for the meetings of the Board or the Board Committees he attends in the event that he is appointed as the chairman of the special committee under the Board, but not any bonus. Such remuneration is determined in accordance with the requirements of the domestic laws and regulations and the regulatory authorities as amended from time to time;
- (iv) Staff representative Supervisors Li Xiaojun and Xiao Wei are not entitled to receive any supervisor's fee and bonus. As full time employees of the Company, they are entitled to receive the corresponding remuneration in relation to their positions and enjoy the relevant H Share appreciation rights. Their remuneration includes salaries, benefits, pension insurance, corporate annuity fund as well as the discretionary bonus distributed based on the performance and the financial position of the Company. The related remuneration standard is formulated based on the factors such as the performance, qualification, post and duties of the staff and in accordance with the requirements of the domestic laws and regulations and the regulatory authorities as amended from time to time;
- (v) Shareholder representative Supervisors Zeng Yiwei and He Haiyan are not entitled to receive any supervisor's fee and bonus; and
- (vi) Independent Supervisor Rao Geping is entitled to an annual supervisor's fee of RMB60,000 (inclusive of tax) but not any bonus.

Save as mentioned above in (i) to (vi), the reasonable expenses incurred by the Directors and Supervisors during their service period will be borne by the Company. They are also covered by the director and senior management liability insurance insured by the Company.

The Board would like to express its appreciation for the service of Mr. Xu Zhao, Mr. Zhou Deqiang as the Directors and Mr. Yu Yanbing as the shareholder representative Supervisor during their tenure of office.

V DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2012

The distribution of a final cash dividend (before tax) for the year ended 31 December 2012 (the “**2012 Dividend**”) amounting to RMB0.133 per share to the Shareholders was approved at the AGM. The register of members of the Company for H Shares will be closed from 22 June 2013 to 27 June 2013 (both days inclusive). Holders of the H Shares and Domestic Shares whose names appeared on the register of members of the Company at the close of business on 27 June 2013 are entitled to receive the 2012 Dividend. Details of the arrangements for the payment of the 2012 Dividend to the Shareholders are set out as follows:

1. H Shareholders:

The 2012 Dividend to be distributed to the H Shareholders will be paid in Hong Kong dollars. The exchange rate for calculating such dividend shall be based on the average of the median exchange rates of RMB against Hong Kong dollars as quoted by the People’s Bank of China one calendar week preceding the date on which the dividend is declared (i.e. 18 June 2013). The amount of the 2012 Dividend payable per H Share is HK\$0.16760 (before tax).

Individual H Shareholders:

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Tentative Measures on Withholding and Payment of Individual Income Tax (《個人所得稅代扣代繳暫行辦法》) and other relevant laws and regulations, the overseas resident individual shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they reside and China or the tax arrangements between China mainland and Hong Kong (Macau). Therefore, when the 2012 Dividend are to be distributed to the H Shareholders whose names appeared on the register of members of the Company as at 27 June 2013, the Company will withhold 10% of the 2012 Dividend as individual income tax unless otherwise specified by the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividend in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

Enterprise H Shareholders:

Pursuant to the new Corporate Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) (the “**new CIT Law**”) and the Implementation Rules of the Corporate Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), non-resident enterprise shareholders (including enterprises holding H Shares as defined by the new CIT Law) are subject to an enterprise income tax for its income arising within PRC's territory (which includes dividends they were entitled to as defined by the new CIT Law). The applicable tax rate is 10% and the relevant amount will be withheld and paid by the Company.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong and will pay to the Receiving Agent the 2012 Dividend declared in respect of the H Shares to be held, pending payment, in trust for the relevant H Shareholders. Such 2012 Dividend (after the applicable tax) will be paid by the Receiving Agent, and the relevant cheques will be dispatched by Hong Kong Registrars Limited, to the H Shareholders whose names appeared on the register of members of the Company at the close of business on 27 June 2013 by ordinary post at their own risk on or around 5 September 2013.

2. Domestic Shareholders:

From September 2013, the Domestic Shareholders may contact the Company to collect the 2012 Dividend. Domestic Shareholders should carry out relevant taxation matters (if any) on their own in accordance with the PRC laws and regulations applicable to them.

VI APPOINTMENTS OF CHAIRMAN OF THE SUPERVISORY COMMITTEE, CHAIRMAN OF THE BOARD, SENIOR MANAGEMENT AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD

The first meeting of the fifth session of the Supervisory Committee was held on 18 June 2013, in which the Supervisory Committee resolved that Ms. Li Xiaojun was re-elected as the chairman of the Supervisory Committee.

The first meeting of the fifth session of the Board was held on 18 June 2013, in which the Board resolved that Mr. Xu Qiang was re-elected as the chairman of the Board and all the original senior management were re-elected for the same term of the fifth session of the Board.

The Board further resolved the composition of the special committees of the Board as follows:

- (i) Audit Committee: Cheung Yuk Ming (Chairman), Pan Chongyi and Zhang Hainan;
- (ii) Remuneration and Evaluation Committee: Pan Chongyi (Chairman), Chenung, Yuk Ming, Zhang Hainan and Wang Quanhua;
- (iii) Nomination Committee: Xu Qiang (Chairman), Pan Chongyi and Zhang Hainan;
- (iv) Strategy Planning Committee: Xu Qiang (Chairman), Cui Zhixiong, Xiao Yinhong, Wang Quanhua, Sun Yude and Cai, Kevin Yang;
- (v) Executive Committee: Xu Qiang (Chairman), Cui Zhixiong and Xiao Yinhong.

By order of the Board
TravelSky Technology Limited
Xu Qiang
Chairman

Beijing, the PRC
18 June 2013

Note: The poll results were subject to scrutiny by Baker Tilly Hong Kong Limited (“**Baker Tilly Hong Kong**”) (Certified Public Accountants in Hong Kong), whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to Baker Tilly Hong Kong. The work performed by Baker Tilly Hong Kong in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance on matters of legal interpretation or entitlement to vote.

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

Executive Directors: *Mr. Xu Qiang (Chairman), Mr. Cui Zhixiong and Mr. Xiao Yinhong;*

Non-executive Directors: *Mr. Wang Quanhua, Mr. Sun Yude and Mr. Cai, Kevin Yang;*

Independent non-executive Directors: *Mr. Cheung Yuk Ming, Mr. Pan Chongyi and Mr. Zhang Hainan.*