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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 and reply slip 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)

**PROPOSED APPOINTMENT OF THE SUPERVISOR;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF EGM**

A notice convening the EGM 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 Friday, 26 February 2021, is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for 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 (for Domestic Shareholders), no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending in person, and voting at, the EGM or any adjournment thereof if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the liaison office of the Company in Beijing, on or before Friday, 5 February 2021.

8 January 2021

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 3 |
| NOTICE OF EGM | 8 |
| APPENDIX - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION | 10 |

DEFINITIONS

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

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|---------------------------|---|
| “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 (中國企業會計準則) |
| “Company” | TravelSky Technology Limited, a company incorporated under the laws of the PRC whose H Shares are listed on the Main Board of the Stock Exchange and whose American depository shares are traded on the over-the-counter market in the United States of America |
| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會) |
| “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 Shares |
| “EGM” | the extraordinary general meeting of the Company to be convened at 9:30 a.m. on Friday, 26 February 2021, and the notice of which is set out in this circular |
| “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 Hong Kong dollars (Stock Code: 00696) |
| “H Shareholder(s)” | holder(s) of H Shares |
| “Hong Kong” | Hong Kong Special Administrative Region of the People's Republic of China |
| “IFRSs” | International Financial Reporting Standards |

DEFINITIONS

| | |
|---------------------------|---|
| “Latest Practicable Date” | 30 December 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “MOF” | Ministry of Finance of the PRC (中國財政部) |
| “PRC” | the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shares” | H Shares and Domestic Shares |
| “Shareholder(s)” | H Shareholder(s) and Domestic Shareholder(s) |
| “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 |

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)

Executive Directors:

Mr. Cui Zhixiong (*Chairman*)
Mr. Xiao Yinhong

Non-executive Directors:

Mr. Zhao Xiaohang
Mr. Xi Sheng
Mr. Luo Lajun

Independent non-executive Directors:

Mr. Cao Shiqing
Dr. Ngai Wai Fung
Mr. Liu Xiangqun

Registered Office:

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

8 January 2021

To the Shareholders

Dear Sirs,

**PROPOSED APPOINTMENT OF THE SUPERVISOR;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF EGM**

1. INTRODUCTION

References are made to announcements of the Company dated 22 December 2020 and 29 December 2020 in relation to the proposed appointment of the Supervisor and the proposed amendments to the Articles of Association.

The purpose of this circular is to provide you with, among other things, details of the proposed appointment of the Supervisor and the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF THE SUPERVISOR

As considered and approved at the fourth meeting of the seventh session of the Supervisory Committee, the Supervisory Committee proposed that Ms. Tang Lichao (“**Ms. Tang**”) shall be appointed as the shareholder representative Supervisor of the seventh session of the Supervisory Committee (the “**Proposed Appointment**”).

The biographical details of Ms. Tang are as follows:

Ms. Tang Lichao, aged 47, graduated from Xi’an University of Architecture and Technology, majoring in computer application. From November 2002 to May 2009, Ms. Tang served as the deputy general manager of Hainan Airlines Information Systems Company Limited (海南海航航空信息系統有限公司). From May 2009 to November 2011, Ms. Tang served as the deputy general manager in IT management department, the executive vice president and the acting general manager of HNA Group Co., Ltd. (海航集團有限公司). From November 2011 to November 2012, Ms. Tang served as the president of Hainan Airlines Information Systems Company Limited (海南海航航空信息系統有限公司). From December 2012 to April 2017, Ms. Tang served as the president of Hainan E King Technology Company Limited (海南易建科技股份有限公司). From April 2017 to April 2019, Ms. Tang served as the chairman of Hainan E King Technology Company Limited (海南易建科技股份有限公司). From June 2019 to January 2020, Ms. Tang served as the president of Hainan E King Technology Company Limited (海南易建科技股份有限公司). Since February 2020, Ms. Tang has been serving as the deputy general manager in digital office of the commercial committee of HNA Aviation Group Co. Ltd. (海航航空集團有限公司).

Ms. Tang has confirmed that, save as disclosed above, as at the Latest Practicable Date, (1) she 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) 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 SFO).

Save as disclosed above, the Company is not aware of any other matter in respect of the Proposed Appointment of Ms. Tang 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. Tang will become effective subject to the Shareholders’ approval at the EGM.

The term of the office of Ms. Tang 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 Ms. Tang, after the Proposed Appointment of Ms. Tang is approved by the

LETTER FROM THE BOARD

Shareholders. The remuneration of Ms. Tang will be determined in accordance with applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Since the date on which the H Shares of the Company became listed on the Stock Exchange, the Company has been preparing its financial statements under both the CASBE and the IFRSs.

According to the Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結》) published by the Stock Exchange in December 2010, PRC incorporated issuers listed in Hong Kong are allowed to prepare their financial statements in accordance with the CASBE and PRC audit firms approved by the MOF and the CSRC are allowed to audit these financial statements prepared in accordance with the CASBE.

In view of such arrangement, the Board intends to prepare only one set of financial statements for the Company under the CASBE (the “**Proposed Change of Accounting Standard**”). The Proposed Change of Accounting Standard will be subject to the Shareholders’ approval of the proposed amendments to the Articles of Association as describe below (the “**Proposed Amendments to the Articles of Association**”).

Subject to the Shareholders’ approval of the Proposed Amendments to the Articles of Association, it is expected that starting from the year ending 31 December 2020, the results of the Company will be prepared in accordance with the CASBE. The Board is of the view that the Proposed Change of Accounting Standard will improve the efficiency and reduce the cost of disclosure, and is in the interests of the Company and the Shareholders as a whole. The Company believes that the Proposed Change of Accounting Standard will not materially and adversely affect the publication of annual results for the year ending 31 December 2020.

According to the Reply of the State Council on the Adjustment to the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on the notice period of convening the general meeting, shareholders’ proposal right and convening procedures for joint stock companies incorporated in the PRC and listed overseas shall be governed by the relevant provisions under the Company Law of the People’s Republic of China, instead of Articles 20 to 22 of the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》). In light of the abovementioned regulatory requirement, the Proposed Change of Accounting Standard and the Company’s business development needs, the Board proposes to make amendments to the articles in relation to accounting standard, financial report, shareholders’

LETTER FROM THE BOARD

proposal right, registration of change of register of shareholders, notice period of convening general meetings and convening procedures in the Articles of Association. Particulars of the amendments are set out in the appendix of this circular.

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 EGM.

4. EGM

A notice convening the EGM 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 Friday, 26 February 2021, is set out on pages 8 to 9 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for 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 (for Domestic Shareholders), no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending in person, and voting at, the EGM or any adjournment thereof if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip 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, on or before Friday, 5 February 2021.

For the purpose of determining Shareholders' entitlement to attend the EGM, the Domestic Shares and the H Shares register of members of the Company will be closed from Wednesday, 27 January 2021 to Friday, 26 February 2021 (both days inclusive), during which period no transfer of any Shares will be registered. In order to attend the EGM, 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 the 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, 26 January 2021. Domestic Shareholders and H Shareholders whose names appear on the Register of Members of the Company on Friday, 26 February 2021 will be eligible to attend the EGM.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the EGM must be taken by poll. The chairman of the EGM will demand a poll for the resolutions to be proposed at the EGM in accordance with the Articles of Association. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the EGM.

5. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the resolutions as set out in the notice of the EGM 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 EGM.

6. GENERAL

Your attention is also drawn to the information set out in the appendix to this circular.

Yours faithfully,
By order of the Board
TravelSky Technology Limited
Cui Zhixiong
Chairman

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of TravelSky Technology Limited (the "Company") will 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 Friday, 26 February 2021 to consider and, if thought fit, approve the following resolutions of the Company (unless otherwise indicated, capitalized terms in this notice shall have the same meanings as those defined in the circular of the Company dated 8 January 2021):

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the appointment of Ms. Tang Lichao as a shareholder representative Supervisor of the seventh session of the Supervisory Committee for the same term as other members of the seventh session of the Supervisory Committee commencing from the conclusion of the EGM.

SPECIAL RESOLUTION

2. 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 8 January 2021.

By order of the Board
TravelSky Technology Limited
Cui Zhixiong
Chairman

Beijing, the PRC
8 January 2021

NOTICE OF EGM

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 8 January 2021.
2. For the purpose of determining Shareholders' entitlement to attend the EGM, the Domestic Shares and the H Shares register of members of the Company will be closed from Wednesday, 27 January 2021 to Friday, 26 February 2021 (both days inclusive), during which period no transfer of any Shares will be registered. In order to attend the EGM, 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 the 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, 26 January 2021. Domestic Shareholders and H Shareholders whose names appear on the Register of Members of the Company on Friday, 26 February 2021 will be eligible to attend the EGM.
3. Each Shareholder who is entitled to attend and vote at the EGM 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.
4. 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 EGM 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 EGM or any adjournment thereof should he/she so wish.
5. In case of joint Shareholdings and the Shareholder or the proxy attending the EGM 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.
6. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip 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, on or before Friday, 5 February 2021 in person, by mail or by fax.
7. The EGM is expected to last for half a day. Shareholders (or their proxies) attending the EGM shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the EGM.
8. **In the event that the containment of the COVID-19 epidemic is still ongoing at the time of the EGM, in order to cooperate with the prevention and control of the epidemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective Shareholders' rights, the Company recommends the Shareholders intending to attend the EGM to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the chairman of the EGM as your proxy to vote on your behalf on site.**

In case the Shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Beijing regarding the containment of COVID-19 epidemic. On the way to, from and at the venue of the EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, please follow the arrangement and guidance of the staff and cooperate with the epidemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks. The Company does not intend to diminish the opportunity available to the Shareholders to exercise their rights and vote in any way. However, to safeguard the health and safety of the Shareholders and the participants of the meeting, anyone declining to implement the epidemic prevention and control measures or suffering from a fever or otherwise unwell may be refused from entering into the venue of the EGM.

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| No. | Article | Original Articles | Amended Articles |
|-----|------------|---|--|
| 1. | Article 44 | No change may be made in the register of shareholders as a result of a transfer of shares within thirty (30) days prior to the date of a general meeting of shareholders or within five (5) days before the determination date for the Company's distribution of dividends. | <p>No change may be made in the register of shareholders as a result of a transfer of shares within thirty (30) days prior to the date of a general meeting of shareholders or within five (5) days before the determination date for the Company's distribution of dividends.</p> <p><u>Where laws, administrative regulations and rules, departmental rules, normative documents and the relevant stock exchange or regulatory authority where the shares of the Company are listed stipulate on the period of closure of the register of members prior to the date of a general meeting of shareholders or the record date set by the Company for the distribution of dividends, such provisions shall prevail.</u></p> |
| 2. | Article 59 | When the Company convenes a general meeting of shareholders, a written notice shall be given to all registered shareholders forty-five (45) days before the date of the meeting (including 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. Shareholders who intend to attend the general meeting of shareholders shall send a written reply to the Company twenty (20) days before the date of the meeting. | <p><u>Unless otherwise provided in laws, administrative regulations and rules or the listing rules of stock exchange where the Company's shares are listed, When when the Company convenes an annual general meeting of shareholders, a written notice shall be given to all registered shareholders forty five (45) twenty (20) working days before the date of the meeting (including 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 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. Shareholders who intend to attend the general meeting of shareholders shall send a written reply to the Company twenty (20) days before the date of the meeting.</u></p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| No. | Article | Original Articles | Amended Articles |
|-----|------------|--|---|
| 3. | Article 60 | <p>The board of directors, the supervisory committee and shareholder(s) who individually or jointly hold(s) 3% or more of the Company's shares are entitled to submit proposals to the Company when it convenes a general meeting of shareholders. The contents of the proposal shall have clear agenda and specific issues for resolution within the terms of reference of the general meeting of shareholders and shall comply with laws, administrative regulations and rules as well as the relevant provisions of the Articles.</p> <p>Such proposal shall be sent to the Company within thirty (30) days from the date of delivery of the notice of the meeting referred to above. The convener shall deliver a supplementary notice of the general meeting of shareholders containing the content of the proposal within two (2) working days upon the receipt of the proposal and may postpone the meeting time as appropriate.</p> <p>Excluding circumstances as prescribed in the preceding paragraph, the convener shall not amend proposals stated in or add new proposals to the notice of the general meeting of shareholders after such notice has been delivered.</p> <p>The general meeting of shareholders shall not vote and make a resolution on proposals that have not been stated in the notice of the general meeting of shareholders or proposals that have not complied with this article.</p> | <p>The board of directors, the supervisory committee and shareholder(s) who individually or jointly hold(s) 3% or more of the Company's shares are entitled to submit proposals to the Company when it convenes a general meeting of shareholders. The contents of the proposal shall have clear agenda and specific issues for resolution within the terms of reference of the general meeting of shareholders and shall comply with laws, administrative regulations and rules as well as the relevant provisions of the Articles.</p> <p><u>Shareholder(s) who individually or jointly hold(s) 3% or more of the shares of the Company may submit ad hoc proposals in writing to the convener ten (10) days before the convening of the general meeting of shareholders. Such proposal shall be sent to the Company within thirty (30) days from the date of delivery of the notice of the meeting referred to above.</u> The convener shall deliver a supplementary notice of the general meeting of shareholders containing the content of the proposal within two (2) working days upon the receipt of the proposal and may postpone the meeting time as appropriate. <u>Where the delivery of the supplementary notice fails to meet the relevant requirements of delivery of the supplementary notice stipulated by the listing rules of stock exchange where the shares of the Company are listed, the Company shall postpone the general meeting of shareholders as appropriate.</u></p> <p>Excluding circumstances as prescribed in the preceding paragraph, the convener shall not amend proposals stated in or add new proposals to the notice of the general meeting of shareholders after such notice has been delivered.</p> <p>The general meeting of shareholders shall not vote and make a resolution on proposals that have not been stated in the notice of the general meeting of shareholders or proposals that have not complied with this article.</p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| No. | Article | Original Articles | Amended Articles |
|-----|-------------|---|---|
| 4. | Article 61 | <p>The Company shall calculate the number of voting shares represented by shareholders who intend to attend the general meeting of shareholders based upon the written reply received twenty (20) days before the date of the meeting. If the number of voting shares represented by shareholders who intend to attend the meeting amounts to more than half of the total number of voting shares of the Company, the Company may convene a general meeting of shareholders. Otherwise, the Company shall within five (5) days give the shareholders further notice of the matters to be considered at the meeting as well as the date and venue of the meeting by way of a public announcement. The Company may convene a general meeting of shareholders when such announcement is made.</p> <p>No matters that have not been indicated in the notice shall be decided at the extraordinary general meetings.</p> | <p>The Company shall calculate the number of voting shares represented by shareholders who intend to attend the general meeting of shareholders based upon the written reply received twenty (20) days before the date of the meeting. If the number of voting shares represented by shareholders who intend to attend the meeting amounts to more than half of the total number of voting shares of the Company, the Company may convene a general meeting of shareholders. Otherwise, the Company shall within five (5) days give the shareholders further notice of the matters to be considered at the meeting as well as the date and venue of the meeting by way of a public announcement. The Company may convene a general meeting of shareholders when such announcement is made.</p> <p>No matters that have not been indicated in the notice shall be decided at the extraordinary general meetings.</p> |
| 5. | Article 63 | <p>The notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post to shareholders (whether such shareholder has a voting right at the general meeting of shareholders or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting of shareholders may be in the form of an announcement for shareholders of domestic-invested shares.</p> <p>The announcement aforesaid shall be published in one or more newspapers as specified by the securities regulatory authority of the State Council forty-five (45) to fifty (50) days before the date of the meeting. All shareholders of domestic-invested shares shall be deemed as having received the notice of the general meeting of shareholders upon the publication of the announcement.</p> | <p>The notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post to shareholders (whether such shareholder has a voting right at the general meeting of shareholders or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting of shareholders may be in the form of an announcement <u>or email</u> for shareholders of domestic-invested shares.</p> <p>The announcement aforesaid, <u>subject to laws, administrative regulations and rules, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association</u>, shall be published in one or more newspapers as specified by the securities regulatory authority of the State Council forty five (45) to fifty (50) days before the date of the meeting. All shareholders of domestic-invested shares shall be deemed as having received the notice of the general meeting of shareholders upon the publication of the announcement.</p> |
| 6. | Article 149 | <p>The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and rules as well as the provisions of Chinese accounting standards formulated by the competent financial authority of the State Council.</p> | <p>The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and rules as well as the provisions of Chinese accounting standards <u>China Accounting Standards for Business Enterprises</u> formulated by the competent financial authority of the State Council.</p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| No. | Article | Original Articles | Amended Articles |
|-----|-------------|---|---|
| 7. | Article 152 | <p>The Company shall make the financial report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company shall have the right to obtain the financial report mentioned in this chapter.</p> <p>The Company shall send the aforesaid report to each shareholder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address on the register of shareholders shall be the address of the recipients.</p> | <p>The Company shall make the financial report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company shall have the right to obtain the financial report mentioned in this chapter.</p> <p>The Company shall send the aforesaid report to each shareholder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address on the register of shareholders shall be the address of the recipients. <u>Without violating the laws, regulations and listing rules of the place where the shares of the Company are listed, the Company may also send or despatch the aforesaid report to the holders of overseas-listed foreign-invested shares through the Company's website or electronically, instead of sending or dispatching the same in the manner prescribed in the preceding article.</u></p> |
| 8. | Article 153 | <p>The Company shall prepare its financial statements in accordance with the Chinese accounting standards and regulations and the international accounting standards or the accounting standards in the overseas listing place. In case there are major differences between the financial statements prepared in accordance with the two accounting standards, they should be indicated clearly in the notes of the financial statements. When distributing the after-tax profit for the relevant accounting year, the Company shall adopt the lower after-tax profit in the aforesaid two sets of financial statements.</p> | <p>The Company shall prepare its financial statements in accordance with the Chinese accounting standards <u>China Accounting Standards for Business Enterprises</u> and regulations and may prepare its financial statements in accordance with the international accounting standards or the accounting standards <u>adopted</u> in the overseas listing place. In case there are major differences between the financial statements prepared in accordance with the two or more accounting standards, they should be indicated clearly in the notes of the financial statements. When distributing the after-tax profit for the relevant accounting year, <u>subject to relevant requirements under the applicable laws and administrative regulations of the PRC</u>, the Company shall adopt the lower after-tax profit in the aforesaid two or more sets of financial statements.</p> |
| 9. | Article 154 | <p>The Company shall prepare its interim results or financial information to be published or disclosed in accordance with the Chinese accounting standards and regulations and the international accounting standards or the accounting standards in the overseas listing place.</p> | <p>The Company shall prepare its interim results or financial information to be published or disclosed in accordance with the Chinese accounting standards <u>China Accounting Standards for Business Enterprises</u> and regulations and <u>at the same time, it may prepare the above documents in accordance with the international accounting standards or</u> the accounting standards <u>adopted</u> in the overseas listing place.</p> |

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