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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)**

## **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 2016**

The Board announces that on 27 June 2017, all the resolutions set out in the notices of the AGM and the Class Meetings dated 28 April 2017 were duly passed by way of poll at the AGM and the Class Meetings.

Reference is made to the circular dated 28 April 2017 (the “**Circular**”) of TravelSky Technology Limited (the “**Company**”) and the 2016 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 Tuesday, 27 June 2017, at which all the resolutions set out in the notice of the AGM dated 28 April 2017 (the “**Notice of the AGM**”) were duly passed by the Shareholders by way of poll.

As at 27 June 2017, 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 2016.	2,559,047,158 (100.00%)	0 (0.00%)	2,559,047,158
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 2016.	2,559,047,158 (100.00%)	0 (0.00%)	2,559,047,158
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 2016.	2,559,047,158 (100.00%)	0 (0.00%)	2,559,047,158
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 2016.	2,559,047,158 (100.00%)	0 (0.00%)	2,559,047,158
5	To consider and approve the resolution in relation to the re-appointment of auditors for the year ending 31 December 2017 and the authorization to the Board to fix the remuneration thereof.	2,542,956,648 (99.37%)	16,090,510 (0.63%)	2,559,047,158

Special 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 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.	2,126,021,121 (83.09%)	432,614,037 (16.91%)	2,558,635,158
7	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.	2,556,048,158 (99.89%)	2,695,000 (0.11%)	2,558,743,158

## 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 Tuesday, 27 June 2017, 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 28 April 2017 was duly passed by the holders of H Shares (the “**H Shareholders**”) by way of poll.

As at 27 June 2017, 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 authorization of a general mandate to the Board of the Company to repurchase H Shares of the Company.	563,090,569 (99.63%)	2,100,000 (0.37%)	565,190,569

### 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 Tuesday, 27 June 2017, 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 28 April 2017 was duly passed by the holders of Domestic Shares (the “**Domestic Shareholders**”) by way of poll.

As at 27 June 2017, 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 authorization of a general mandate to the Board of the Company to repurchase H Shares of the Company.	1,993,140,589 (100%)	0 (0%)	1,993,140,589

## **IV DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2016**

The distribution of a final cash dividend for the year ended 31 December 2016 (the “**2016 Dividend**”) amounting to RMB0.222 per share (tax inclusive) to the Shareholders was approved at the AGM. The register of members of the Company for H Shares will be closed from Saturday, 1 July 2017 to Thursday, 6 July 2017 (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 Thursday, 6 July 2017 are entitled to receive the 2016 Dividend. Details of the arrangements for the payment of the 2016 Dividend to the Shareholders are set out as follows:

### **1. H Shareholders**

The 2016 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. 27 June 2017). The amount of the 2016 Dividend payable per H Share is HK\$0.25393 (before tax).

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 2016 Dividend are to be distributed to the H Shareholders whose names appeared on the register of members of the Company at the close of business on Thursday, 6 July 2017, the Company will withhold 10% of the 2016 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.

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 “**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 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 CIT Law). The applicable tax rate is 10% and the relevant amount will be withheld and paid by the Company.

Pursuant to the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014] 81號)) and the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends derived by domestic individual investors from investing in H-share listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the companies shall withhold individual income tax at a tax rate of 20% for the investors. For domestic securities investment funds investing in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. Dividends derived by domestic enterprise investors from investing in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect shall be reported and paid by the enterprise investors themselves. The companies will not withhold or pay enterprise income tax on their behalf in the distribution of dividends. For dividends derived by domestic resident enterprises where the relevant H shares have been continuously held for more than 12 months, the enterprise income tax thereon may be exempt according to the tax law.

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 2016 Dividend declared in respect of the H Shares to be held, pending payment, in trust for the relevant H Shareholders. Such 2016 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 Thursday, 6 July 2017 by ordinary post at their own risk on 28 September 2017.

## **2. Domestic Shareholders:**

From 28 September 2017, the Domestic Shareholders may contact the Company to collect the 2016 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.

Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Company.

By order of the Board  
**TravelSky Technology Limited**  
**Cui Zhixiong**  
*Chairman*

Beijing, the PRC

27 June 2017

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

*Non-executive Directors:*        *Mr. Cao Jianxiong, Mr. Li Yangmin and Mr. Yuan Xin’an;*

*Independent non-executive  
Directors:*                    *Mr. Cao Shiqing, Dr. Ngai Wai Fung and Mr. Liu Xiangqun.*