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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)**

**CONNECTED TRANSACTIONS:  
TECHNICAL SERVICE AGREEMENTS WITH  
CHINA TRANSPORT INFORMATION**

On 26 November 2018, the Company entered into the Technical Service Agreement I with China Transport Information, pursuant to which the Company has agreed to entrust to China Transport Information the construction of the Road Passenger Transportation Application System Research and Development Project, which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for five application systems, being (1) the national road passenger transportation networking ticketing website; (2) the Yixing Tianxia\* (壹行天下) mobile terminal; (3) the industry operation monitoring and early warning management system; (4) the data analysis and assistant decision system; and (5) the operation service management system. China Transport Information also provides the quality warranty for the above technical services within three years from the effective date of the Technical Service Agreement I.

On 26 November 2018, the Company entered into the Technical Service Agreement II with China Transport Information, pursuant to which the Company has agreed to entrust to China Transport Information the construction of the Networking Service Project, which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for three systems, being (1) the data exchange management platform; (2) the data centre; and (3) the construction support system. China Transport Information also provides the quality warranty for the above technical services within three years from the effective date of the Technical Service Agreement II.

China Transport Information is owned over 30% by CTHCL as at the date of this announcement. CTHCL is a substantial shareholder of the Company. As such, China Transport Information is a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Therefore, the transactions contemplated under the Technical Service Agreements entered into between the Company and China Transport Information constitute connected transactions of the Company.

Since the highest applicable Percentage Ratio calculated with reference to the consideration under the Technical Service Agreements is more than 0.1% but less than 5%, the transactions contemplated under the Technical Service Agreements are subject to the announcement requirement but exempt from the independent Shareholders' approval requirement of Chapter 14A of the Listing Rules.

## **1. TECHNICAL SERVICE AGREEMENTS**

On 26 November 2018, the Company entered into the Technical Service Agreement I with China Transport Information, pursuant to which the Company has agreed to entrust to China Transport Information the construction of the Road Passenger Transportation Application System Research and Development Project, which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for five application systems, being (1) the national road passenger transportation networking ticketing website; (2) the Yixing Tianxia\* (壹行天下) mobile terminal; (3) the industry operation monitoring and early warning management system; (4) the data analysis and assistant decision system; and (5) the operation service management system. China Transport Information also provides the quality warranty for the above technical services within three years from the effective date of the Technical Service Agreement I.

On 26 November 2018, the Company entered into the Technical Service Agreement II with China Transport Information, pursuant to which the Company has agreed to entrust to China Transport Information the construction of the Networking Service Project, which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for three systems, being (1) the data exchange management platform; (2) the data centre; and (3) the construction support system. China Transport Information also provides the quality warranty for the above technical services within three years from the effective date of the Technical Service Agreement II.

Further details of the Technical Service Agreements are set out below:

### **1.1 Technical Service Agreement I**

Date:	26 November 2018
Parties:	(1) the Company (as trustor); and (2) China Transport Information (as trustee)

Scope of work: The Company will entrust to China Transport Information the construction of the Road Passenger Transportation Application System Research and Development Project, which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for five application systems, being (1) the national road passenger transportation networking ticketing website; (2) the Yixing Tianxia\* (壹行天下) mobile terminal; (3) the industry operation monitoring and early warning management system; (4) the data analysis and assistant decision system; and (5) the operation service management system. China Transport Information also provides the quality warranty for the above technical services within three years from the effective date of the Technical Service Agreement I.

Consideration: RMB8,463,950.00 (equivalent to approximately HK\$9,564,263.50)

The consideration shall be paid by the Company to China Transport Information in three instalments according to the project progress as scheduled in the Technical Service Agreement I.

The parties may enter into a supplemental agreement to amend the consideration according to the actual costs incurred resulting from the provision of services under the Technical Service Agreement I. The adjustment shall not exceed 10% of the consideration.

The above consideration has been determined and agreed between the parties on an arm's length basis based on the costs of relevant technical services and after taking into account the market conditions.

## **1.2 Technical Service Agreement II**

Date: 26 November 2018

Parties: (1) the Company (as trustor); and  
(2) China Transport Information (as trustee)

Scope of work: The Company will entrust to China Transport Information the construction of the Networking Service Project, which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for three systems, being (1) the data exchange management platform; (2) the data centre; and (3) the construction support system. China Transport Information also provides the quality warranty for the above technical services within three years from the effective date of the Technical Service Agreement II.

Consideration: RMB5,536,050.00 (equivalent to approximately HK\$6,255,736.50)

The consideration shall be paid by the Company to China Transport Information in three instalments according to the project progress as scheduled in the Technical Service Agreement II.

The parties may enter into a supplemental agreement to amend the consideration according to the actual costs incurred resulting from the provision of services under the Technical Service Agreement II. The adjustment shall not exceed 10% of the consideration.

The above consideration has been determined and agreed between the parties on an arm's length basis based on the costs of relevant technical services and after taking into account the market conditions.

## **2. REASONS FOR AND BENEFITS OF THE CONNECTED TRANSACTIONS**

The Company has undertaken each of the Road Passenger Transportation Application System Research and Development Project and the Networking Service Project as a general contractor. China Transport Information is principally engaged in the provision of the road passenger transportation networking ticketing information services, national road passenger transportation networking ticketing services, passenger joint transportation product information services, one-stop ticketing services for various transportation methods, and relevant products for other passenger transportation services. China Transport Information has the necessary qualification, capability and technological skill required to carry out the relevant work as specified under the Technical Service Agreements. The Board is of the view that it will be for the benefit of the Company to entrust to China Transport Information the relevant work as specified under the aforementioned agreements.

The Directors (including the independent non-executive Directors) are of the view that the transactions under the Technical Service Agreements will be conducted in the ordinary and usual course of business of the Group and on normal commercial terms, and that the terms of the transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **3. IMPLICATIONS UNDER THE LISTING RULES**

China Transport Information is owned over 30% by CTHCL as at the date of this announcement. CTHCL is a substantial shareholder of the Company. As such, China Transport Information is a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Therefore, the transactions contemplated under the Technical Service Agreements entered into between the Company and China Transport Information constitute connected transactions of the Company.

Since the highest applicable Percentage Ratio calculated with reference to the consideration under the Technical Service Agreements is more than 0.1% but less than 5%, the transactions contemplated under the Technical Service Agreements are subject to the announcement requirement but exempt from the independent Shareholders' approval requirement of Chapter 14A of the Listing Rules.

Each of Mr. Cui Zhixiong, as the chairman and general manager of CTHCL, and Mr. Xiao Yinhong, as the director of CTHCL, has abstained from voting at the Board meeting to approve the transactions under the Technical Service Agreements. Except for the above, none of the Directors has a material interest in the transactions contemplated under the Technical Service Agreements and none of them has abstained from voting on the relevant Board resolution.

### **4. GENERAL INFORMATION**

#### **Information on the Group**

The Group is principally engaged in the provision of aviation information technology services in the PRC as well as the provision of accounting, settlement and clearing services and information system development and support services to domestic and worldwide airline companies.

#### **Information on CTHCL**

CTHCL is principally engaged in the management of the state-owned assets and state-owned equity interests resulting from investments of the State in the group companies and its invested entities.

## Information on China Transport Information

China Transport Information is principally engaged in the provision of the road passenger transportation networking ticketing information services, national road passenger transportation networking ticketing services, passenger joint transportation product information services, one-stop ticketing services for various transportation methods, and relevant products for other passenger transportation services.

### 5. DEFINITIONS

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

“Board”	the board of Directors
“China Transport Information”	China Transport Information Co., Ltd.* (中交信有限責任公司)
“Company”	TravelSky Technology Limited, a company incorporated under the laws of the PRC whose shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in the United States of America
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“CTHCL”	China TravelSky Holding Company Limited* (中國民航信息集團有限公司)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Networking Service Project”	the construction of the Beijing-Tianjin-Hebei road passenger transportation information networking service project* (京津冀道路客運信息聯網服務工程), which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for three systems, being (1) the data exchange management platform; (2) the data centre; and (3) the construction support system
“Percentage Ratio(s)”	the percentage ratio(s) described under Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China and, for the purpose of this announcement, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Road Passenger Transportation Application System Research and Development Project”	the construction of the Beijing-Tianjin-Hebei road passenger transportation information networking service project* (京津冀道路客運信息聯網服務工程), which includes but not limited to, the provision of software development services, system operation and maintenance services and training services for five application systems, being (1) the national road passenger transportation networking ticketing website; (2) the Yixing Tianxia* (壹行天下) mobile terminal; (3) the industry operation monitoring and early warning management system; (4) the data analysis and assistant decision system; and (5) the operation service management system
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“Technical Service Agreement I”	the technical service agreement dated 26 November 2018 between the Company and China Transport Information pursuant to which the Company has agreed to entrust to China Transport Information the construction of the Road Passenger Transportation Application System Research and Development Project

“Technical Service Agreement II”	the technical service agreement dated 26 November 2018 between the Company and China Transport Information pursuant to which the Company has agreed to entrust to China Transport Information the construction of the Networking Service Project
“Technical Service Agreements”	collectively, the Technical Service Agreement I and the Technical Service Agreement II
“%”	per cent

\* *for identification purposes only*

*For the purpose of this announcement, unless otherwise indicated, the exchange rate at RMB1 = HK\$1.13 has been used, where applicable, for the purpose of illustration only and not constitute a representation that any amount have been, could have been or may be exchanged.*

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

Beijing, PRC  
26 November 2018

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

<i>Executive Directors:</i>	<i>Mr. Cui Zhixiong (Chairman) and Mr. Xiao Yinhong;</i>
<i>Non-executive Directors:</i>	<i>Mr. Cao Jianxiong, Mr. Tang Bing and Mr. Han Wensheng;</i>
<i>Independent non-executive Directors:</i>	<i>Mr. Cao Shiqing, Dr. Ngai Wai Fung. and Mr. Liu Xiangqun.</i>