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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 :**  
**HUADONG CARES SUBCONTRACT AGREEMENT; AND**  
**QINGDAO CARES SUBCONTRACT AGREEMENT**

On 19 March 2019, the Company entered into the Huadong Cares Subcontract Agreement with Huadong Cares, pursuant to which the Company has agreed to subcontract to Huadong Cares the construction of the passenger service platform front-end system and the AI intelligent customer service front-end system for the Changsha Airport Project, which includes but not limited to, the procurement, installation and testing of the required software and hardware and the overall system implementation as well as the three-year quality warranty for the passenger service platform front-end system and the AI intelligent customer service front-end system.

On 19 March 2019, the Company entered into the Qingdao Cares Subcontract Agreement with Qingdao Cares, pursuant to which the Company has agreed to subcontract to Qingdao Cares the construction of the airport collaborative decision making system and the passenger service quality management system for the Changsha Airport Project, which includes but not limited to, the procurement, installation and testing of the required software and hardware and the overall system implementation as well as the three-year quality warranty for the airport collaborative decision making system and the passenger service quality management system.

Huadong Cares and Qingdao Cares are connected persons of the Company under the Listing Rules. Therefore, the entering into of the Huadong Cares Subcontract Agreement and Qingdao Cares Subcontract Agreement and the transactions contemplated thereunder constitute connected transactions of the Company.

Since the highest applicable Percentage Ratio calculated with reference to each of the considerations under the Huadong Cares Subcontract Agreement and Qingdao Cares Subcontract Agreement is more than 0.1% but less than 5%, each of the transactions contemplated under the Huadong Cares Subcontract Agreement and Qingdao Cares Subcontract Agreement is subject to the announcement requirement but exempt from the independent Shareholders' approval requirement of Chapter 14A of the Listing Rules.

## 1. HUADONG CARES SUBCONTRACT AGREEMENT

On 19 March 2019, the Company entered into the Huadong Cares Subcontract Agreement with Huadong Cares, pursuant to which the Company has agreed to subcontract to Huadong Cares the construction of the passenger service platform front-end system and the AI intelligent customer service front-end system for the Changsha Airport Project, which includes but not limited to, the procurement, installation and testing of the required software and hardware and the overall system implementation as well as the three-year quality warranty for the passenger service platform front-end system and the AI intelligent customer service front-end system.

Details of the Huadong Cares Subcontract Agreement are set out below:

Date: 19 March 2019

Parties: (1) the Company (as contractor); and  
(2) Huadong Cares (as subcontractor)

Scope of work: The Company will subcontract to Huadong Cares the construction of the passenger service platform front-end system and the AI intelligent customer service front-end system for the Changsha Airport Project, which includes but not limited to, the procurement, installation and testing of the required software and hardware and the overall system implementation as well as the three-year quality warranty for the passenger service platform front-end system and the AI intelligent customer service front-end system.

Consideration: RMB8,326,300.00 (equivalent to approximately HK\$9,741,771.00)

The consideration shall be paid by the Company to Huadong Cares in four instalments according to the project progress as scheduled in the Huadong Cares Subcontract Agreement.

The parties may enter into a supplemental agreement to amend the consideration according to the actual purchase amount of the required software and hardware, and the provision of services under the Huadong Cares Subcontract Agreement. 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 the software and hardware including the necessary technical support services and after taking into account the market conditions.

## 2. QINGDAO CARES SUBCONTRACT AGREEMENT

On 19 March 2019, the Company entered into the Qingdao Cares Subcontract Agreement with Qingdao Cares, pursuant to which the Company has agreed to subcontract to Qingdao Cares the construction of the airport collaborative decision making system and the passenger service quality management system for the Changsha Airport Project, which includes but not limited to, the procurement, installation and testing of the required software and hardware and the overall system implementation as well as the three-year quality warranty for the airport collaborative decision making system and the passenger service quality management system.

Details of the Qingdao Cares Subcontract Agreement are set out below:

Date: 19 March 2019

Parties: (1) the Company (as contractor); and  
(2) Qingdao Cares (as subcontractor)

Scope of work: The Company will subcontract to Qingdao Cares the construction of the airport collaborative decision making system and the passenger service quality management system for the Changsha Airport Project, which includes but not limited to, the procurement, installation and testing of the required software and hardware and the overall system implementation as well as the three-year quality warranty for the airport collaborative decision making system and the passenger service quality management system.

Consideration: RMB5,200,000.00 (equivalent to approximately HK\$6,084,000.00)

The consideration shall be paid by the Company to Qingdao Cares in four instalments according to the project progress as scheduled in the Qingdao Cares Subcontract Agreement.

The parties may enter into a supplemental agreement to amend the consideration according to the actual purchase amount of the required software and hardware, and the provision of services under the Qingdao Cares Subcontract Agreement. 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 the software and hardware including the necessary technical support services and after taking into account the market conditions.

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

The Company has undertaken the Changsha Airport Project as a general contractor. Huadong Cares and Qingdao Cares are principally engaged in the provision of computer software and hardware development and data network services. Each of Huadong Cares and Qingdao Cares has the necessary qualifications, capabilities and technological skills required to carry out the relevant works as specified under the Huadong Cares Subcontract Agreement and Qingdao Cares Subcontract Agreement, respectively. The Board is of the view that it will be for the benefit of the Company to subcontract to Huadong Cares and Qingdao Cares 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 Huadong Cares Subcontract Agreement and Qingdao Cares Subcontract Agreement 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.

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

Huadong Cares is owned as to 41% by the Company and over 30% by Eastern Airlines as at the date of this announcement. Eastern Airlines is a subsidiary of Eastern Holding, a substantial shareholder of the Company. As such, Huadong Cares is a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Therefore, the transaction contemplated under the Huadong Cares Subcontract Agreement entered into between the Company and Huadong Cares constitutes a connected transaction of the Company.

Qingdao Cares is a non-wholly-owned subsidiary of the Company, which is owned as to 51% by the Company, 36% by Qingdao International Airport Company\* (青島國際機場集團有限公司) and 13% by Huadong Cares. Huadong Cares is owned as to 41% by Eastern Airlines. Eastern Airlines is a subsidiary of Eastern Holding, and Eastern Holding is a substantial shareholder of the Company as at the date of this announcement. Qingdao Cares is therefore a



“Changsha Airport Project”	the construction of the passenger service platform front-end system, the AI intelligent customer service front-end system, the airport collaborative decision making system and the passenger service quality management system for the Changsha Airport* (長沙機場) for construction of intelligent airport, which includes but not limited to, the procurement, installation, testing and implementation of certain systems thereof
“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 depository 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
“Director(s) “	the director(s) of the Company
“Eastern Airlines”	China Eastern Airlines Corporation Limited* (中國東方航空股份有限公司), a subsidiary of Eastern Holding as at the date of this announcement
“Eastern Holding”	China Eastern Air Holding Company Limited* (中國東方航空集團有限公司), a substantial shareholder of the Company as at the date of this announcement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
“Huadong Cares”	Shanghai Civil Aviation East China Cares System Integration Co., Ltd.* (上海民航華東凱亞系統集成有限公司)
“Huadong Cares Subcontract Agreement”	the subcontract agreement dated 19 March 2019 between the Company and Huadong Cares pursuant to which the Company has agreed to subcontract to Huadong Cares the construction of the passenger service platform front-end system and the AI intelligent customer service front-end system for the Changsha Airport Project
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“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
“Qingdao Cares”	Civil Aviation Cares of Qingdao Limited* (青島民航凱亞系統集成有限公司)
“Qingdao Cares Subcontract Agreement”	the subcontract agreement dated 19 March 2019 between the Company and Qingdao Cares pursuant to which the Company has agreed to subcontract to Qingdao Cares the construction of the airport collaborative decision making system and the passenger service quality management system for the Changsha Airport Project
“RMB”	Renminbi, the lawful currency of the PRC
“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
“%”	per cent

\* *for identification purposes only*

*For the purpose of this announcement, unless otherwise indicated, the exchange rate at RMB1 = HK\$1.17 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  
19 March 2019

*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. Tang Bing and Mr. Han Wensheng;*

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