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香港中旅國際投資有限公司
CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 308)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of China Travel International Investment Hong Kong Limited (the “Company”) will be held at Cafe du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Friday, 23 May 2014 at 11:15 a.m. to consider as special business and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

1. **“THAT:**

(A) the disposal agreement dated 27 March 2014 entered into between China Travel Online Limited, a wholly-owned subsidiary of the Company as the vendor (the “Vendor”) and Dean Success Limited, a wholly-owned subsidiary of China Travel Service (Holdings) Hong Kong Limited as the purchaser (the “Purchaser”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) (the “Disposal Agreement”), pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase (i) the entire issued share capital of Mangocity.com (Investment) Limited; and (ii) the entire shareholder’s loan and other indebtedness owned by Mangocity.com (Investment) Limited to the Vendor as at Completion, at a consideration of RMB602 million which will be settled entirely in Hong Kong dollars and in cash, and all transactions, matters and amendments contemplated under the Disposal Agreement, and the execution, performance and implementation of the Disposal Agreement and all ancillary matters contemplated under the Disposal Agreement be and are hereby generally and unconditionally approved, confirmed and ratified; and

(B) any one director of the Company or any two directors of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such things and exercise all powers which he/she/they consider(s) necessary, desirable or expedient in connection with the Disposal Agreement and otherwise in connection with the implementation of the transactions contemplated therein including without limitation the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

By Order of the Board
Wang Shuai Ting
Chairman

Hong Kong, 30 April 2014

Notes:

- (1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxy(ies) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
- (3) In order to be valid, the instrument appointing a proxy together with a 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, must be deposited at the Company’s share registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or of the poll, as the case may be).
- (4) In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board of the Company comprises six Executive Directors, being Mr. Wang Shuai Ting, Mr. Lo Sui On, Ms. Jiang Yan, Mr. Zhang Fengchun, Mr. Xu Muhan and Mr. Fu Zhuoyang; and four Independent Non-Executive directors, being Dr. Fong Yun Wah, Mr. Wong Man Kong, Peter, Mr. Sze, Robert Tsai To and Mr. Chan Wing Kee.