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If you are in doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HNA Infrastructure Company Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or other transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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海航基礎股份有限公司
HNA Infrastructure Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 357)

**PROPOSED DECLARATION OF 2015 FINAL DIVIDEND,
PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR,
PROPOSED RE-ELECTION OF EXECUTIVE DIRECTORS,
PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Wednesday, 18 May 2016 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

* *For identification purposes only*

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Annual General Meeting”	an annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 18 May 2016 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“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
“Company”	海航基礎股份有限公司 (HNA Infrastructure Company Limited*), a joint stock company incorporated in the PRC with limited liability
“controlling shareholder(s)”	has the meaning ascribed under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors
“H Share(s)”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as Haikou Meilan International Aripport* (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
“PRC”	The People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



海航基礎股份有限公司 HNA Infrastructure Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 357)

Executive Directors:

Wang Zhen (*Chairman, Authorized Representative*)
Yang Xiaobin (*President*)
Gao Jian (*Vice Standing Executive*)
Zhang Peihua (*Vice-president and
Chief Financial Officer*)

Non-executive Directors:

Hu Wentai (*Vice-chairman*)
Chan Nap Kee, Joseph
Yan Xiang

Independent Non-executive Directors:

Deng Tianlin
Fung Ching, Simon
George F Meng
He Linji

Registered Office:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC

*Principal Place of Business
in Hong Kong:*

5811-5814, 58/F
Two International Finance Centre
8 Finance Street
Central
Hong Kong

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION OF 2015 FINAL DIVIDEND,
PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR,
PROPOSED RE-ELECTION OF EXECUTIVE DIRECTORS,
PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed declaration of 2015 Final Dividend (as defined below), the proposed appointment of an executive Director, the proposed re-election of executive Directors, the proposed change of business scope of the Company, the proposed amendments to the Articles of Association, the proposed grant of general mandates to issue shares and to give you notice of the Annual General Meeting to consider and, if thought fit, to approve the relevant resolutions at the Annual General Meeting.

* For identification purposes only

LETTER FROM THE BOARD

B. PROPOSED DECLARATION OF 2015 FINAL DIVIDEND

As disclosed in the announcement of the annual results of the Company for the year ended 31 December 2015 dated 29 March 2016, it was proposed by the Board for the payment of final dividends for the year ended 31 December 2015 of RMB0.120 per Share (including tax) on or before Thursday, 14 July 2016 to the Shareholders, whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Sunday, 29 May 2016 (the "**2015 Final Dividend**").

The proposed payment of 2015 Final Dividend will be subject to the approval by the Shareholders at the Annual General Meeting.

C. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders, the Board proposes to appoint Mr. Liu Shanbin (劉善斌先生) ("**Mr. Liu**") as an executive Director of the Company with effect from the date approved at the Annual General Meeting.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Liu is set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Liu Shanbin, aged 39, graduated from Hainan University* (海南大學) in Chinese language literature (undergraduate course) in July 2000. Mr. Liu has been the general manager of the integrated management department since June 2015 and the assistant to the president and the general manager of the integrated management department of the Company since December 2015.

Mr. Liu has over 15 years of experience in human resources development and management. Mr. Liu served successively as the head of human resources planning and the head of organizational planning of human resources centre of the integrated management department and the manager of the training management centre of Hainan HNA Real Estate Holdings Co., Ltd.* (海南海航地產控股有限公司) from October 2008 to August 2010, and the general manager of the integrated management department of Haikou New City District Construction Development Co., Ltd.* (海口新城區建設開發有限公司) from August 2010 to December 2011. Mr. Liu also served successively as the general manager of the integrated management department of HNA Real Estate Holdings Group Co., Ltd.* (海航地產控股(集團)有限公司) and the general manager of the human resources department of Hainan HNA Engineering Construction Co., Ltd.* (海南海航工程建設有限公司) and HNA International Travel Island Development Construction Group Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) from December 2011 to December 2012. From December 2012 to January 2015, Mr. Liu successively held the positions as the deputy general manager and general manager of the planning operation centre of the real estate development department, the general manager of the corporate management department and corporate management centre of HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司). Mr. Liu also served successively as the deputy director of executive office and a deputy general manager of human resources administration department from January 2015 to June 2015 of HNA Infrastructure Holdings Group Co., Ltd.

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Mr. Liu (i) has not held any other directorships in listed public companies in the last three years; (ii) does not have any relationship with any other directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Liu will be appointed for a term of three years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Liu as an executive Director of the Company will be determined according to the remuneration policies to be approved at the Annual General Meeting.

D. PROPOSED RE-ELECTION OF EXECUTIVE DIRECTORS

Proposed Re-election of Mr. Wang Zhen as an Executive Director of the Company

Subject to the approval by the Shareholders, the Board proposes to re-elect Mr. Wang Zhen (王真先生) (“**Mr. Wang**”) as an executive Director of the Company with effect from the date approved at the Annual General Meeting.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Wang is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wang Zhen, aged 53, held a master degree and has been serving as an executive Director of the Company since May 2013 and the chairman of the Board since May 2014. From 1983 to 1992, he worked for Xinjiang Airlines Aircraft Repair Plant* (新疆航空公司飛機維修廠) consecutively as the mechanic staff, the machinist, the maintenance leader, and the deputy workshop director. From 1993 to 1999, he worked for Hainan Airlines Co., Ltd.* (海南航空股份有限公司) consecutively as the mechanic staff and the vice captain of the engineering department, the manager, the assistant to the department general manager and the branch department manager of the maintenance department. From October 1999 to January 2000, he was the vice general manager of the human resources department at Hainan Airlines Co., Ltd. From January 2000 to May 2000, he was the chief of the production operation center at Hainan Airlines Co., Ltd. From May 2000 to December 2002, he was consecutively the vice executive president and the assistant of the executive president at Hainan Airlines Co., Ltd. From December 2002 to May 2003, he was the president of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限公司). From May 2003 to November 2006, he was consecutively the chief executive officer and the general manager of the Company. From November 2006 to January 2007, he was the vice executive president of HNA Airport Group Limited* (海航機場集團有限公司). From January 2007 to September 2008, he was the vice executive president of HNA Airport Group Holdings Limited* (海航機場控股集團有限公司). From September 2008

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to July 2012, he worked for Sanya Phoenix International Airport Co., Ltd. consecutively as the president, the deputy commander of the construction management department, the executive chairman of the board and the chairman of the board. From July 2012 to May 2013, he worked as the deputy leader of the Meilan Airport aviation industrial park project promotion group of the airport management division at HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司). From May 2013 to May 2014, he was the vice chairman of the Company.

Mr. Wang (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Wang will be appointed for a term of three years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Wang as an executive Director of the Company will be determined with reference to the remuneration policies to be approved at the Annual General Meeting.

Proposed Re-election of Mr. Yang Xiaobin as an Executive Director of the Company

Subject to the approval by the Shareholders, the Board proposes to re-elect Mr. Yang Xiaobin (楊小濱先生) (“**Mr. Yang**”) as an executive Director of the Company with effect from the date approved at the Annual General Meeting.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Yang is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Yang Xiaobin, aged 45, obtained his bachelor degree majoring in law from Jiangsu University* (江蘇大學) in 2009. He worked for Qingan Aerospace Equipment Company* (慶安宇航設備公司), a state-owned company, from October 1992 to February 1994, and was the secretary of the deputy chief executive and the deputy officer of safety control room of Haikou Meilan International Airport Company Limited* (海口美蘭國際機場有限責任公司) from December 2000 to October 2002, the control room safety officer of the Company from June 2003 to September 2004, and safety supervisor of the operation safety office of the Company from September 2004 to May 2007, the control room deputy general manager of the Company from July 2007 to December 2008, the general manager (operation) of HNA Airport Group Limited* (海航機場集團有限公司) from December 2008 to August 2009, the chairman of Yichang Three Gorges Airport Co., Ltd.* (宜昌三峽機場有限責任公司) from September 2009 to September 2011, the vice president of the Company from September 2011 to March 2013 and the president of the Company from 19 March 2013.

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Mr. Yang (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yang will be appointed for a term of three years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Yang as an executive Director of the Company will be determined with reference to the remuneration policies to be approved at the Annual General Meeting.

E. PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY

In order to cater for the needs of business development of the Company, the Board proposes to change the business scope of the Company from:

“To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines as well as vehicles maintenance to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit)”

to:

“To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance as well as food circulation and food and beverage service to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit)”

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Conditions

The proposed change of business scope of the Company is subject to satisfaction of the following conditions:

- (i) a special resolution passed by the Shareholders at the Annual General Meeting to approve the proposed change of business scope of the Company; and
- (ii) all the necessary approval obtained from the relevant government administrative authorities for the proposed change of business scope of the Company.

The relevant filing with relevant government administrative authorities will be made after the passing of the relevant special resolution at the Annual General Meeting. Subject to the satisfaction of the conditions set out above, the proposed change of business scope of the Company will take effect from the date when the new business scope is registered with the competent industry and commerce authority.

The proposed change of business scope of the Company will be put forward to the Shareholders by way of a special resolution at the Annual General Meeting.

F. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To comply with the requirements of the reform of the national industry and commercial system, the Company has managed to integrate business license, organization code certificate and the certificate of taxation registration into one. For the purpose of updating the Articles of Association with the unified social credit code for the new enterprise, parts of the Articles of Association are to be more standardized and rigorous. The proposed amendments to the Articles of Association will be put forward to the Shareholders by way of a special resolution at the Annual General Meeting.

Please see Appendix I to this circular for details of the proposed amendments to the Articles of Association.

G. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

The following proposed resolution will seek Shareholders' approval as a special resolution at the Annual General Meeting:

“THAT:

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;

LETTER FROM THE BOARD

- (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

LETTER FROM THE BOARD

- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”

H. ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-6 of this circular is a notice convening the Annual General Meeting to be held at 10:00 a.m. on Wednesday, 18 May 2016 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Annual General Meeting will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is accompanied with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so desire.

The reply slip for the Annual General Meeting is also enclosed with this circular. You are reminded to complete and sign the reply slip and return the signed reply slip to the office of the secretary office to the Board of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than Thursday, 28 April 2016 in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

I. BOOK CLOSURE

The Company's register of members will be closed from Monday, 18 April 2016 to Wednesday, 18 May 2016 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 15 April 2016.

The Company's register of members will be closed from Tuesday, 24 May 2016 to Sunday, 29 May 2016 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for the entitlement of the 2015 Final Dividend, Shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 23 May 2016. The Company will pay the 2015 Final Dividend on or before Thursday, 14 July 2016 upon the approval of Shareholders at the Annual General Meeting.

J. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting.

Yours faithfully,
By order of the Board
HNA Infrastructure Company Limited*
Wang Zhen
Chairman

Hainan, the PRC
11 April 2016

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This appendix sets out the proposed amendments to the Articles of Association, as follows:

The original Article 1 is:

“The Company is a joint stock limited company incorporated in accordance with the “PRC, Company Law” (hereinafter called the “Company Law”), the “State Council, Share Subscription and Listing Outside China by Joint Stock Limited Companies Special Regulations” (hereinafter called the “Special Regulations”), and other relevant laws and administrative regulations of the State.

The Company was incorporated by promoters, upon obtaining the approval “Hainan Share System Enterprises Office Document [2000]97” issued by the Hainan Province Share System Enterprises Office on the 26th December, 2000. The Company was registered with the Hainan Province Administration for Industry and Commerce on the 28th December, 2000, and received the Company’s business license. The license number is 4600001008403.

The Company’s promoters are Haikou Meilan Airport Company Limited, Hainan Airlines Company Limited, HNA Group Company Limited, Central South Civil Aviation Economy Development Corporation, and China Southern Airlines Company Limited.”

Amended as:

“The Company is a joint stock limited company incorporated in accordance with the “PRC, Company Law” (hereinafter called the “Company Law”), the “State Council, Share Subscription and Listing Outside China by Joint Stock Limited Companies Special Regulations” (hereinafter called the “Special Regulations”), and other relevant laws and administrative regulations of the State.

The Company was incorporated by promoters, upon obtaining the approval “Hainan Share System Enterprises Office Document [2000]97” issued by the Hainan Province Share System Enterprises Office on the 26th December, 2000. The Company was registered with the Hainan Province Administration for Industry and Commerce on the 28th December, 2000, and received the Company’s business license. The license number of incorporation is 4600001008403. The current license number is 460000400002926. The current unified social credit code is 91460000721271724R.

The Company’s promoters are Haikou Meilan International Airport Company Limited, Hainan Airlines Company Limited, HNA Group Company Limited, Central South Civil Aviation Economy Development Corporation, and China Southern Airlines Company Limited.”

The original Article 6 is:

“The Articles of Association of the Company was passed by the shareholders’ general meeting by means of a special resolution, and became effective upon the initial public offering and listing of the Company to replace the Articles of Association originally registered with the administrative department for industry and commerce.

From the effective date onwards, the Articles of Association has become the legally binding document regulating the Company’s organisation and actions, relationship between the Company and the shareholders, and rights and obligations among the shareholders.”

Amended as:

“The Articles of Association of the Company was passed by the shareholders’ general meeting by means of a special resolution, and became effective upon the initial public offering of foreign shares outside China and listing of the Company to replace the Articles of Association originally filed with the administrative department for industry and commerce.

From the effective date onwards, the Articles of Association has become the legally binding document regulating the Company’s organisation and actions, relationship between the Company and the shareholders, and rights and obligations among the shareholders.”

The original Article 7 is:

“The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager, (or called president, CEO etc., hereinafter the same) and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association.

The shareholders may bring legal actions against the Company according to the “Company Law” and the Articles of Association; the Company may bring legal actions against the shareholders according to the “Company Law” and the Articles of Association; the shareholders may bring legal actions against the shareholders according to the “Company Law” and the Articles of Association; the shareholders may bring legal actions against the directors, supervisors, general manager and other senior management personnel according to the “Company Law” and the Articles of Association.

The other senior management personnel according to the Articles of Association are the vice general manager, the company secretary, CFO.

Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.”

Amended as:

“The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager, (or called president, CEO etc., hereinafter the same) and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association.

The shareholders may bring legal actions against the Company according to the “Company Law” and the Articles of Association; the Company may bring legal actions against the shareholders according to the “Company Law” and the Articles of Association; the

shareholders may bring legal actions against the shareholders according to the “Company Law” and the Articles of Association; the shareholders may bring legal actions against the directors, supervisors, general manager and other senior management personnel according to the “Company Law” and the Articles of Association.

The other senior management personnel according to the Articles of Association are the vice general manager (or called vice president, etc., hereinafter the same), the company secretary, CFO (or called finance director, hereinafter the same) and other management decided by the Company’s board of directors.

Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.”

The original Article 9 is:

“The Company is an independent enterprise legal person. The Company shall conduct all its business in full compliance with the laws and regulations of China and of places outside China where foreign shares are listed, and shall protect the legal rights of shareholders. All the Company’s capital is divided into equal shares. Shareholders’ liability towards the Company is limited to the extent of the shares they subscribe. The Company is liable to its liabilities to the extent of all the Company’s assets.”

Amended as:

“The Company is an independent enterprise legal person. The Company has independent legal person property and is entitled to property right of legal person. The Company shall conduct all its business in full compliance with the laws and regulations of China and of places outside China where foreign shares are listed, and shall protect the legal rights of shareholders. All the Company’s capital is divided into equal shares. Shareholders’ liability towards the Company is limited to the extent of the shares they subscribe. The Company is liable to its liabilities to the extent of all the Company’s assets.”

The original Article 11 is:

“Activities examined and authorized by the department in charge of company examination and approval form the scope of business of the Company.

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines as well as vehicles maintenance to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).”

Amended as:

“The scope of business of the Company is determined by the Company’s Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the change of registration shall be completed.

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance as well as food circulation and food and beverage service to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).”

The original Article 16 is:

“The Company was incorporated as a joint stock company by promoters according to the permit, Hainan Share Office No. [2000]97, dated the 26th December, 2000, issued by the Hainan Province Share System Enterprises Office. The total number of issued ordinary shares is 250,000,000, all subscribed by the promoters below, making up 100% of issued ordinary shares:

Haikou Meilan Airport Company Limited	237,500,000 shares	95%
Hainan Airlines Company Limited	5,287,500 shares	2.115%
HNA Group Company Limited	3,512,500 shares	1.405%
Central South Civil Aviation Economy Development Corporation	2,775,000 shares	1.11%
China Southern Airlines Company Limited	925,000 shares	0.37%

Amended as:

“The Company was incorporated as a joint stock company by promoters according to the permit, Hainan Share Office No. [2000]97, dated the 26th December, 2000, issued by the Hainan Province Share System Enterprises Office. The total number of issued ordinary shares is 250,000,000, all subscribed by the promoters below, representing 100% of issued ordinary shares at the time of incorporation:

Haikou Meilan International Airport Company Limited	237,500,000 shares	95%
Hainan Airlines Company Limited	5,287,500 shares	2.115%
HNA Group Company Limited	3,512,500 shares	1.405%
Central South Civil Aviation Economy Development Corporation	2,775,000 shares	1.11%
China Southern Airlines Company Limited	925,000 shares	0.37%

The original Article 17 is:

“After incorporation, the Company increased its capital for the first time by issuing ordinary shares. The newly issued shares are 223,213,000 overseas listed foreign shares including 198,000,000 shares of initial offer and 25,213,000 shares of over-allotment. At the same time, 3,700,000 domestic shares were transferred into foreign shares.

The Company’s share structure is as follows: there are 473,213,000 common shares including 246,300,000 domestic shares that account for 52.05% of the total common shares. These shares are held as follows: 237,500,000 shares by Haikou Meilan International Airport Company Limited, 5,287,500 by Hainan Airlines Company Limited, 3,512,500 by HNA Group Company Limited. There are 226,913,000 foreign shares held by foreign shareholders, which account for 47.95% of the total common shares.”

Amended as:

“After incorporation, the Company increased its capital for the first time by issuing ordinary shares. The newly issued shares are 223,213,000 overseas listed foreign shares including 198,000,000 shares of initial offer and 25,213,000 shares of over-allotment. At the same time, 3,700,000 domestic shares were transferred into foreign shares.

After the afore-mentioned capital increase by issuing ordinary shares, the Company’s share structure is as follows: there are 473,213,000 common shares including 246,300,000 domestic shares that account for 52.05% of the total common shares. These shares are held as follows: 237,500,000 shares by Haikou Meilan International Airport Company Limited, 5,287,500 by Hainan Airlines Company Limited, 3,512,500 by HNA Group Company Limited. There are 226,913,000 foreign shares held by foreign shareholders, which account for 47.95% of the total common shares.”

The original Article 18 is:

“The Company’s plan regarding the issue of overseas listed foreign shares or domestic shares has been approved by the institution in charge of securities administration in the State Council. The Company’s board of directors may make arrangements to issue the shares respectively.

The plan to issue overseas listed foreign shares and domestic shares may be carried out respectively within fifteen months from the date of receiving the approval of the China Securities Regulatory Commission.”

Amended as:

“The Company’s plan regarding the issue of overseas listed foreign shares or domestic shares has been approved by the institution in charge of securities administration in the State Council. The Company’s board of directors may make arrangements to issue the shares respectively.

The plan to issue overseas listed foreign shares and domestic shares may be carried out respectively within fifteen months from the date of receiving the approval of securities administration in the State Council.”

The original Article 19 is:

“The Company’s plan to issue the confirmed numbers of overseas listed foreign shares and domestic shares shall be completed in one time respectively. Under special conditions, subject to the approval of the China Securities Regulatory Commission, the Company may complete the share issue in several stages.”

Amended as:

“The Company’s plan to issue the confirmed numbers of overseas listed foreign shares and domestic shares shall be completed in one time respectively. Under special conditions, subject to the approval of securities administration in the State Council, the Company may complete the share issue in several stages.”

The original Article 21 is:

“As for the operation and development requirements, the Company may increase its capital in accordance with the related articles in the Company’s Articles of Association.

The Company may increase its capital by the following means:

- (1) Issuing new shares to non-designated investors;
- (2) Placing new shares to existing shareholders;

- (3) Issuing new shares to existing shareholders;
- (4) Issuing new shares to designated investors; and
- (5) Adopting other means permitted by laws and administrative regulations.

When issuing new shares to increase capital, the Company shall adhere to the procedures of relevant State laws and administrative regulations, after obtaining internal approval in accordance with the Company’s Articles of Association.”

Amended as:

“As for the operation and development requirements, the Company may increase its capital in accordance with the related articles in the Company’s Articles of Association.

The Company may increase its capital by the following means:

- (1) Issuing new shares to non-designated investors;
- (2) Placing new shares to existing shareholders;
- (3) Issuing new shares to existing shareholders;
- (4) Issuing new shares to designated investors; and
- (5) Adopting other means permitted by laws and administrative regulations.

When issuing new shares to increase capital, the Company shall adhere to the procedures of relevant State laws and administrative regulations, after obtaining internal approval in accordance with the Company’s Articles of Association.”

The original Article 25 is:

“Any shareholder of overseas listed foreign shares may use a written transfer form, generally in use in any listing stock exchange, or any form accepted by the board of directors, or the standard transfer form designated by the listing stock exchange where the Company’s shares are listed, to transfer all or part of his shares. The transfer form shall be signed or stamped by the transferor and transferee.

All transfer forms shall be filed at the Company’s registered address, or the address designated by the board of directors from time to time.”

Amended as:

“Any shareholder of overseas listed foreign shares may use a written transfer form, generally in use in any listing stock exchange, or any form accepted by the board of directors, or the standard transfer form designated by the listing stock exchange where the Company’s shares are listed, to transfer all or part of his shares. The transfer form may be signed by the transferor and transferee, when the transferor or transferee is designated clearing house according to Securities and Futures Ordinance or its proxy, it may sign or stamp the transfer form.

All transfer forms shall be filed at the Company’s registered address, or the address designated by the board of directors from time to time.”

The original Article 26 is:

“At any time when the Company’s overseas listed foreign shares are listed in the Hong Kong Exchanges and Clearing Limited (Hong Kong Exchange), the Company shall ensure that all ownership documents of the shares listed in the Hong Kong Exchange (including overseas listed foreign shares) contain the following statements:

- (1) Share purchasers together with the Company and every shareholder of the Company, and the Company together with every shareholder agree to abide by and follow the rules and regulations of the “Company Law” and other relevant laws, administrative regulations and the Articles of Association.
- (2) In case of disputes and claims arising from the Articles of Association, or disputes and claims of right relating to the Company’s affairs arising from the rights and obligations as stipulated in the “Company Law” and other relevant laws and administrative regulations of the State, Share purchasers together with every shareholder, director, supervisor, general manager, assistant general manager and senior management personnel of the Company, as well as the company representing the Company, every director, supervisor, general manager, assistant general manager and senior management personnel together with every shareholder, shall agree to submit to arbitration for settlement in accordance with the rules and regulations of the Company’s Articles of Association. Any submission shall be regarded as that the arbitration court is authorised to carry out and to announce the arbitration award and that such arbitration award is final.
- (3) Share purchasers together with the Company and every shareholder agree that the Company’s shares may be transferred freely by the holders.
- (4) Share purchasers authorise the Company to enter into contracts with every director and senior management personnel. Such directors and senior management personnel promise to abide by and execute their duties as obligated to the shareholders in the Articles of Association.

The Company shall direct and ensure its share registrar office to refuse the registration of any sale, purchase or transfer of any individual holders, unless and until such individual holders submit to the share registrar office the relevant transfer forms, duly signed and executed. Such forms shall include the above statements.”

Amended as:

“At any time when the Company’s overseas listed foreign shares are listed in the Hong Kong Exchanges and Clearing Limited (Hong Kong Exchange), the Company shall ensure that all ownership documents of the shares listed in the Hong Kong Exchange (including overseas listed foreign shares) contain the following statements:

- (1) Share purchasers together with the Company and every shareholder of the Company, and the Company together with every shareholder agree to abide by and follow the rules and regulations of the “Company Law”, the “Special Regulations” and other relevant laws, administrative regulations and the Articles of Association.

- (2) In case of disputes and claims arising from the Articles of Association, or disputes and claims of right relating to the Company’s affairs arising from the rights and obligations as stipulated in the “Company Law” and other relevant laws and administrative regulations of the State, Share purchasers together with every shareholder, director, supervisor, general manager, assistant general manager and senior management personnel of the Company, as well as the company representing the Company, every director, supervisor, general manager, assistant general manager and senior management personnel together with every shareholder, shall agree to submit to arbitration for settlement in accordance with the rules and regulations of the Company’s Articles of Association. Any submission shall be regarded as that the arbitration court is authorised to carry out and to announce the arbitration award and that such arbitration award is final.

- (3) Share purchasers together with the Company and every shareholder agree that the Company’s shares may be transferred freely by the holders.

- (4) Share purchasers authorise the Company to enter into contracts with every director, general manager and senior management personnel. Such directors, general manager and senior management personnel promise to abide by and execute their duties as obligated to the shareholders in the Articles of Association.

The Company shall direct and ensure its share registrar office to refuse the registration of any sale, purchase or transfer of any individual holders, unless and until such individual holders submit to the share registrar office the relevant transfer forms, duly signed and executed. Such forms shall include the above statements.”

The original Article 32 is:

“The acquisition of the Company’s shares for reason as stipulated from Item (1) to Item (3) of Article 30 of the Articles of Association or the repurchase of shares by agreement outside the stock exchange shall be first approved by shareholders in the general meeting according to the rules of the Articles of Association. After getting approved by the same procedures in the shareholders’ general meeting, the Company may cancel or amend the agreement reached by the method afore-mentioned, or give up any right in the contract.

The afore-mentioned agreement on the repurchase of shares includes, but not limited to, agreements on taking the responsibility to repurchase shares and receiving the right of share repurchase.”

Amended as:

“The acquisition of the Company’s shares for reason as stipulated from Item (1) to Item (3) of Article 30 of the Articles of Association or the repurchase of shares by agreement outside the stock exchange shall be first approved by shareholders in the general meeting according to the rules of the Articles of Association. After getting approved by the same procedures in the shareholders’ general meeting, the Company may cancel or amend the agreement reached by the method afore-mentioned, or give up any right in the contract.

The afore-mentioned agreement on the repurchase of shares includes, but not limited to, agreements on taking the responsibility to repurchase shares and receiving the right of share repurchase.

The Company shall not transfer the contracts on the repurchase of its shares and any right set out thereunder. For the right of repurchasing redeemable shares under this article, the repurchase price shall not exceed the limitation of the highest price in the event that such repurchase is not through the market or through bidding. In the event of repurchase through bidding, bidding shall be proposed equally to all the shareholders.”

The original Article 44 is:

“All fully paid overseas listed foreign shares listed in Hong Kong may be freely transferred according to the Articles of Association. However, unless the following requirements are met, the board of directors may refuse the recognition of any transfer document without any need to provide any explanation:

- (1) HK\$2.50 transfer fee is paid to the Company, or a higher fee agreed by the Hong Kong Stock Exchange, for the registration of the transfer of shares and other documents relating to or affecting ownership;
- (2) The transfer document only concerns overseas listed foreign shares listed in Hong Kong;

- (3) The stamp duty on the transfer document is fully paid;
- (4) The proof of transferor having the right to transfer the relevant shares and the proof for the reasonable requirement of the board of directors shall be provided;
- (5) If the shares are intended to be transferred to joint shareholders, the number of joint shareholders shall not exceed four; and
- (6) There is no lien on the shares being transferred.

No shares can be transferred to minors or mentally incompetent or other legally incapable persons.”

Amended as:

“All fully paid overseas listed foreign shares listed in the Hong Kong Stock Exchange may be freely transferred according to the Articles of Association. However, unless the following requirements are met, the board of directors may refuse the recognition of any transfer document without any need to provide any explanation:

- (1) HK\$2.50 transfer fee is paid to the Company, or a higher fee agreed by the Hong Kong Stock Exchange, for the registration of the transfer of shares and other documents relating to or affecting ownership;
- (2) The transfer document only concerns overseas listed foreign shares listed in Hong Kong Stock Exchange;
- (3) The stamp duty on the transfer document required by laws of Hong Kong is fully paid;
- (4) The proof of transferor having the right to transfer the relevant shares and the proof for the reasonable requirement of the board of directors shall be provided;
- (5) If the shares are intended to be transferred to joint shareholders, the number of joint shareholders shall not exceed four; and
- (6) There is no lien on the shares being transferred.

Where the board of directors refuses to register the share transfer, the Company shall deliver the notice of refusing to register such share transfer to the transferor and transferee within two months after the date of formal application of share transfer.

No shares can be transferred to minors or mentally incompetent or other legally incapable persons.”

The original Article 52 is:

“Common share shareholders have the following rights:

- (1) Receive dividend and other kinds of distribution according to the number of shares held;
- (2) Request, convene, preside, attend or appoint nominees to attend shareholders’ general meetings according to the law, and exercise voting rights;
- (3) Supervise the Company’s business operating activities; propose suggestions or make inquiries;
- (4) Transfer, donate or pledge shares held according to the laws, administrative regulations and the Articles of Association;
- (5) Receive the following information according to the Articles of Association, including:
 1. Receive the Articles of Association after payment of subscription monies;
 2. After payment of reasonable fees, obtain the right to inquire and photocopy:
 - i. The register of shareholders of all classes;
 - ii. Personal information of the Company’s directors, supervisors, general manager and other senior management personnel, including:
 - (a) Present and past names including alias;
 - (b) Principal address (residential);
 - (c) Nationality;
 - (d) Major job position and all other part-time positions, duties; and
 - (e) Personal identity document and its number;
 - iii. Condition of share capital;
 - iv. From the previous accounting year the total face value, quantities, highest and lowest prices of every class of shares repurchased by the Company, and report of all the expenses paid by the Company therefor;
 - v. Minutes of shareholders’ general meetings and resolutions of board of directors’ meetings and meetings of the supervisory committee;

- vi. Corporate bonds stubs; and
 - vii. Financial reports.
- (6) Share in the distribution of surplus assets according to the number of shares held when the Company is being terminated or liquidated;
- (7) Require the Company’s acquisition of shares held given a different view in respect of resolutions regarding merger and division adopted in a general meeting; and
- (8) Other rights conferred by laws, administrative regulations and the Articles of Association.”

Amended as:

“Common share shareholders have the following rights:

- (1) Receive dividend and other kinds of distribution according to the number of shares held;
- (2) Request, convene, preside, attend or appoint nominees to attend shareholders’ general meetings according to the law, and exercise voting rights;
- (3) Supervise the Company’s business operating activities; propose suggestions or make inquiries;
- (4) Transfer, donate or pledge shares held according to the laws, administrative regulations and the Articles of Association;
- (5) Receive the following information according to the Articles of Association, including:
 - 1. Receive the Articles of Association after payment of subscription monies;
 - 2. After payment of reasonable fees, obtain the right to inquire and photocopy:
 - i. The register of shareholders of all classes;
 - ii. Personal information of the Company’s directors, supervisors, general manager and other senior management personnel, including:
 - (a) Present and past names including alias;
 - (b) Principal address (residential);

- (c) Nationality;
 - (d) Major job position and all other part-time positions, duties; and
 - (e) Personal identity document and its number;
 - iii. Condition of share capital;
 - iv. From the previous accounting year the total face value, quantities, highest and lowest prices of every class of shares repurchased by the Company, and report of all the expenses paid by the Company therefor;
 - v. Minutes of shareholders' general meetings and resolutions of board of directors' meetings and meetings of the supervisory committee;
 - vi. Corporate bonds stubs; and
 - vii. Financial reports.
- (6) Share in the distribution of surplus assets according to the number of shares held when the Company is being terminated or liquidated;
 - (7) Require the Company's acquisition of shares held given a different view in respect of resolutions regarding merger and division adopted in a general meeting; and
 - (8) Other rights conferred by laws, administrative regulations and the Articles of Association.

The Company shall not, for the reason that any direct or indirect beneficial owner does not disclose his interest to the Company, exercise any right to impair any right in the held shares by freezing or other ways.”

The original Article 54 is:

“Other than the obligations imposed by laws, administrative regulations and listing rules of the listing stock exchange, the controlling shareholder (according to the definitions in the following sections) when exercising his voting rights accorded to him as by his shareholding, may not make any of the following decisions detrimental to the interests of all or part of shareholders:

- (1) Release the obligation of a director or supervisor from acting honestly in the best interest of the Company;
- (2) Authorize a director or supervisor (for his own or other persons' interest) to appropriate company assets by any means, including (but not limited to) any profitable opportunity; or

- (3) Authorize a director or supervisor (for his own or other persons' interest) to abrogate the personal rights and interests of other shareholders, including (but not limited to) any distribution right, voting right but not including company restructuring passed by resolution of the shareholders' general meeting in accordance with the Articles of Association."

Amended as:

"Other than the obligations imposed by laws, administrative regulations or the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") in which the Company's shares are listed, the controlling shareholder (according to the definitions in the following sections) when exercising his voting rights accorded to him as by his shareholding, may not make any of the following decisions detrimental to the interests of all or part of shareholders:

- (1) Release the obligation of a director or supervisor from acting honestly in the best interest of the Company;
- (2) Authorize a director or supervisor (for his own or other persons' interest) to appropriate company assets by any means, including (but not limited to) any profitable opportunity; or
- (3) Authorize a director or supervisor (for his own or other persons' interest) to abrogate the personal rights and interests of other shareholders, including (but not limited to) any distribution right, voting right but not including company restructuring passed by resolution of the shareholders' general meeting in accordance with the Articles of Association."

The original Article 66 is:

"Any shareholder, who has the rights to attend and vote in the shareholders' general meeting, has the right to appoint one or several persons (such persons need not be shareholders) as his proxy/ies to attend and vote. The shareholder's proxy may exercise the following rights as the proxy of shareholder:

- (1) To speak in the shareholders' general meeting on behalf of the shareholder;
- (2) To request the casting of ballots by himself or jointly with others; and
- (3) To vote by show of hands or by ballot unless otherwise provided in applicable listing rules or other securities laws and regulations; however, if the appointed representative exceeds one person, the shareholder's representative can only exercise the voting rights by casting ballots.

If the shareholder is a designated clearing house according to Hong Kong Law Chapter 420 of the Securities and Futures (Clearing House) Ordinance, it may appoint any person (one or more than one) deemed appropriate to be its proxy in any shareholders' general meeting, or any kinds of general meeting. However, for one or more persons so appointed, the appointment letter shall state the number of shares and classes of shares represented by the proxy. The person so appointed has the right to represent the clearing house (or its proxy) to exercise its rights as if the clearing house is an individual shareholder of the Company."

Amended as:

"Any shareholder, who has the rights to attend and vote in the shareholders' general meeting, has the right to appoint one or several persons (such persons need not be shareholders) as his proxy/ies to attend and vote. The shareholder's proxy may exercise the following rights as the proxy of shareholder:

- (1) To speak in the shareholders' general meeting on behalf of the shareholder;
- (2) To request the casting of ballots by himself or jointly with others; and
- (3) To vote by show of hands or by ballot unless otherwise provided in applicable listing rules or other securities laws and regulations; however, if the appointed representative exceeds one (1) person, the shareholder's representative can only exercise the voting rights by casting ballots.

If the shareholder is a designated clearing house (or its proxy) according to Hong Kong Law Chapter 420 of the Securities and Futures (Clearing House) Ordinance, it may appoint any person (one or more than one) deemed appropriate to be its proxy in any shareholders' general meeting, or any kinds of general meeting. However, for one or more persons so appointed, the appointment letter shall state the number of shares and classes of shares represented by the proxy. The person so appointed has the right to represent the clearing house (or its proxy) to exercise its rights as if the clearing house is an individual shareholder of the Company."

The original Article 67 is:

"A shareholder shall appoint his proxy in writing, to be signed by the appointer or by the proxy appointed in writing. If the appointer is a legal person, the appointment letter should be stamped with the company's legal stamp, or signed by the proxy appointed by the directors or officially. The written form shall state the number of shares the proxy represents."

Amended as:

"A shareholder shall appoint his proxy in writing, to be signed by the appointer or by the proxy appointed in writing. If the appointer is a legal person, the appointment letter should be stamped with the company's legal stamp, or signed by its directors or the proxy appointed officially. The written form shall state the number of shares the proxy represents."

The original Article 72 is:

“When shareholders (including proxies) vote in shareholders’ general meetings by exercising their voting rights in accordance with the number of shares held, they have one vote for each share held. However, shares held by the Company have no voting right and such portion of shares shall not be counted in the total number of shares with the right to vote in shareholders’ general meetings.

When any resolutions in respect of connected transaction is to be considered in shareholders’ general meetings, the related shareholders shall abstain from voting and the number of voting shares they represented shall not be counted in the total number of effective votes. The related shareholders may, if unable to abstain from voting under special circumstances, cast their votes in accordance with the normal procedures upon the unanimous consent of other non-related shareholders.

When any resolutions in respect of the Company’s provision of guarantees to its shareholders or de factor controller is to be considered in shareholders’ general meetings, shareholders being controlled by the aforesaid shareholders or de factor controller shall abstain from voting on such resolution and such resolution shall be passed by the majority of the votes cast by other shareholders attending the meeting.

Where any shareholder is, pursuant to the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

Amended as:

“When shareholders (including proxies) vote in shareholders’ general meetings by exercising their voting rights in accordance with the number of shares held, they have one vote for each share held. However, shares held by the Company have no voting right and such portion of shares shall not be counted in the total number of shares with the right to vote in shareholders’ general meetings.

When any resolutions in respect of related transaction is to be considered in shareholders’ general meetings, the related shareholders shall abstain from voting and the number of voting shares they represented shall not be counted in the total number of effective votes. The related shareholders may, if unable to abstain from voting under special circumstances, cast their votes in accordance with the normal procedures upon the unanimous consent of other non-related shareholders.

When any resolutions in respect of the Company’s provision of guarantees to its shareholders or de factor controller or its related person is to be considered in shareholders’ general meetings, shareholders being controlled by the aforesaid shareholders or de factor controller shall abstain from voting on such resolution and such resolution shall be passed by the majority of the votes cast by other shareholders attending the meeting.

Where any shareholder is, pursuant to the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

The original Article 94 is:

“Directors are elected in shareholders’ general meetings. The term of service is three years. After completion of a term, a director can stand for re-election.

The term of office of directors shall commence on the date of their appointment and terminate upon expiry of the term of office of the current board of directors. In the event of failure to timely call for re-election on the expiry of term of office of directors, the original directors shall, prior to the assumption of office by re-elected directors, continue to perform their duties as directors in accordance with the provisions of the laws, administrative regulations, departmental rules and the Articles of Association.

Any notice of intention to propose a person for election as a director and any notice by such person of his willingness to be elected shall be given no earlier than the day after the despatch of the notice of the meeting appointed for such shareholders’ meeting and no later than seven (7) days prior to the date of such meeting.

Chairman and vice chairman are elected and dismissed by more than half of all of the directors. The term of service is three years. They can stand for re-election after their term is completed.

The shareholders’ general meeting, in accordance with the premises of adhering to the relevant laws and administrative regulations, may dismiss any director whose term is not completed by ordinary resolution (any request for contract indemnity is not affected.)

Directors may tender resignation prior to the expiry of term of office. Directors shall tender a written resignation to the board of directors.

If the quorum of the board of the directors falls below the required number as a result of the resignation of a director, the former director shall perform the duties as a director in accordance with the laws, administrative regulations, department rules and the Articles of Association prior to the engagement of a new director.

Save as provided above, resignation of a director shall take effect upon the submission of a written resignation to the board of directors.

Directors need not hold any shares of the Company.

The chairman, vice chairman and the directors may hold the positions of general manager, deputy general manager and other senior management positions (except supervisors) at the same time.”

Amended as:

“Directors are elected in shareholders’ general meetings. The term of service is three years (commencing from the approval date of election). After completion of a term, a director can stand for re-election.

The term of office of directors shall commence on the date of their appointment and terminate upon expiry of the term of office of the current board of directors. In the event of failure to timely call for re-election on the expiry of term of office of directors, the original directors shall, prior to the assumption of office by re-elected directors, continue to perform their duties as directors in accordance with the provisions of the laws, administrative regulations, departmental rules and the Articles of Association.

Any notice of intention to propose a person for election as a director and any notice by such person of his willingness to be elected shall be given no earlier than the day after the despatch of the notice of the meeting appointed for such shareholders’ meeting and no later than seven (7) days prior to the date of such meeting.

Chairman and vice chairman are elected and dismissed by more than half of all of the directors. The term of service is three years. They can stand for re-election after their term is completed.

The shareholders’ general meeting, in accordance with the premises of adhering to the relevant laws and administrative regulations, may dismiss any director whose term is not completed by ordinary resolution (any request for contract indemnity is not affected.)

Directors may tender resignation prior to the expiry of term of office. Directors shall tender a written resignation to the board of directors.

If the quorum of the board of the directors falls below the required number as a result of the resignation of a director, the former director shall perform the duties as a director in accordance with the laws, administrative regulations, department rules and the Articles of Association prior to the engagement of a new director. When the vacancy of the board of directors does not exceed the required minimum number, the board of director is entitled to appoint any person as a director to fill the temporary vacancy of the board of directors. The term of office of such temporary director shall be expired till the next annual general meeting and he can stand for re-election.

Save as provided above, resignation of a director shall take effect upon the submission of a written resignation to the board of directors.

Directors need not hold any shares of the Company.

The chairman, vice chairman and the directors may hold the positions of general manager, deputy general manager and other senior management positions at the same time.”

The original Article 98 is:

“The board of directors shall meet at least twice a year. The chairman convenes the meeting and shall notify all directors at least fifteen (15) days before the meeting.

Shareholders representing ten percent (10%) or more of the voting rights, more than one-third (1/3) of the directors, the supervisory committee, two or more independent non-executive directors, or the general manager may propose for convening an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over the meeting within ten (10) days upon the receipt of such proposal.”

Amended as:

“The board of directors shall meet at least twice a year. The chairman convenes the meeting and shall notify all directors and supervisors ten (10) days before the meeting.

Shareholders representing ten percent (10%) or more of the voting rights, more than one-third (1/3) of the directors, the supervisory committee, two or more independent non-executive directors, or the general manager may propose for convening an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over the meeting within ten (10) days upon the receipt of such proposal.”

The original Article 99 is:

“Notices for the convening of regular or extraordinary meeting of the board of directors can be delivered by the following methods:

- (1) If the venue and time of the regular meeting of the board of directors have been fixed by the board, then no notice is required to be sent;
- (2) If the board has not fixed the time and venue for the regular meeting, the chairman shall instruct the secretary for the board to serve notice of the time and venue of the board meeting by cable, telegraph, fax, special delivery, registered mail, electronic mail or by person to all directors and supervisors at least ten (10) days prior to the meeting;
- (3) If an extraordinary board meeting is required to consider urgent matters, the chairman shall instruct the secretary for the board to serve notice of the time, venue and form of the extraordinary board meeting by cable, telegraph, fax, special delivery, registered mail, electronic mail or by person to all directors and supervisors at least two (2) days prior to the meeting;
- (4) Notices including agenda of the meeting shall be in Chinese, and in English additionally if necessary. Any director may decide to give up the right to receive notice of the meeting of the board;

- (5) A director, who attends to the meeting and has not shown disagreement on receiving notice of the meeting before attending the meeting or at the time of arriving, is deemed to have received notice;
- (6) The meeting and extraordinary meeting of the board of directors may be conducted by telephone conference or with the assistance of other similar communication facilities. If all the directors present can hear clearly the conversation from other directors through the above-mentioned media, all the participating directors are deemed to have attended the meeting in person;
- (7) The board of directors may accept a written resolution to replace a meeting of the board. However, the draft of such a resolution must be delivered by hand, mail, telegraph or fax to every director. If the board has sent the resolution to all the directors, and the number of directors who sign and agree to the resolution reaches the quorum and return the signed document to the secretary of the board by the above methods, such a resolution then becomes a resolution of the board, without having to convene a board meeting. However, if the listing stock exchange has other rules, then the Company shall abide by the rules of the stock exchange;
- (8) Written resolution signed and agreed by all directors respectively shall be deemed with similar effect as resolutions passed by meetings of the board of directors legally convened. Such written resolution may comprise one set or more documents, with each document signed by one or more directors. A resolution signed by directors or bearing the names of the directors and sent by telegram, telex, express mail, facsimile or by hand shall for the purpose of this clause be regarded as document signed by them.”

Amended as:

“Notices for the convening of regular or extraordinary meeting of the board of directors can be delivered by the following methods:

- (1) If the venue and time of the regular meeting of the board of directors have been fixed by the board, then no notice is required to be sent;
- (2) If the board has not fixed the time and venue for the regular meeting, the chairman shall instruct the secretary for the board to serve notice of the time and venue of the board meeting by cable, telegraph, fax, special delivery, registered mail, electronic mail or by person to all directors and supervisors ten (10) days prior to the meeting;
- (3) If an extraordinary board meeting is required to consider urgent matters, the chairman shall instruct the secretary for the board to serve notice of the time, venue and form of the extraordinary board meeting by cable, telegraph, fax, special delivery, registered mail, electronic mail or by person to all directors and supervisors at least two (2) days prior to the meeting;

- (4) Notices including agenda of the meeting shall be in Chinese, and in English additionally if necessary. Any director and supervisors may decide to give up the right to receive notice of the meeting of the board;
- (5) A director and a supervisor, who attends to the meeting and has not shown disagreement on receiving notice of the meeting before attending the meeting or at the time of arriving, is deemed to have received notice;
- (6) The meeting and extraordinary meeting of the board of directors may be conducted by telephone conference or with the assistance of other similar communication facilities. If all the directors present can hear clearly the conversation from other directors through the above-mentioned media, all the participating directors are deemed to have attended the meeting in person;
- (7) The board of directors may accept a written resolution to replace a meeting of the board. However, the draft of such a resolution must be delivered by hand, mail, telegraph or fax to every director. If the board has sent the resolution to all the directors, and the number of directors who sign and agree to the resolution reaches the quorum and return the signed document to the secretary of the board by the above methods, such a resolution then becomes a resolution of the board, without having to convene a board meeting. However, if the listing stock exchange has other rules, then the Company shall abide by the rules of the stock exchange;
- (8) Written resolution signed and agreed by all directors respectively shall be deemed with similar effect as resolutions passed by meetings of the board of directors legally convened. Such written resolution may comprise one set or more documents, with each document signed by one or more directors. A resolution signed by directors or bearing the names of the directors and sent by telegram, telex, express mail, facsimile or by hand shall for the purpose of this clause be regarded as document signed by them.”

The original Article 100 is:

“The quorum for the meeting of the board of directors is half or more of the directors (including proxies) present.

Each director has one vote. A board resolution must be passed by more than half of all the directors unless otherwise stipulated in this Articles of Association. In case of a tie, the chairman has an extra vote.

When a quarter (1/4) or more of the directors or two or more non-executive directors (that is, directors, including independent non-executive directors, who are not employees of the Company) consider the provided information regarding the matters under discussion is not sufficient or the evidence is not clear, they may jointly suggest the adjournment of the meeting or the part under consideration. The board shall accept the suggestion.

When a director or any of his associates (as defined under the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) has a connected relationship with the board resolutions, he shall not be involved and shall abstain from voting in respect of the resolution and shall not exercise any voting rights on behalf of other directors. When counting attendance for quorum, that director shall not be counted.”

Amended as:

“The quorum for the meeting of the board of directors is half or more of the directors (including proxies) present.

Each director has one vote. A board resolution must be passed by more than half of all the directors unless otherwise stipulated in this Articles of Association. In case of a tie, the chairman has an extra vote.

When a quarter (1/4) or more of the directors or two or more non-executive directors (that is, directors, including independent non-executive directors, who are not employees of the Company) consider the provided information regarding the matters under discussion is not sufficient or the evidence is not clear, they may jointly suggest the adjournment of the meeting or the part under consideration. The board shall accept the suggestion.

When a director or any of his close associates (as defined under the Listing Rules) has a connected relationship with the board resolutions, he shall not be involved and shall abstain from voting in respect of the resolution and shall not exercise any voting rights on behalf of other directors. When counting attendance for quorum, that director shall not be counted.

When a director has a connected relationship with enterprises involved in the board resolutions, he shall not exercise any voting rights in respect of such resolutions and shall not exercise any voting rights on behalf of other directors. The quorum for the meeting of the board of directors is half of the present of directors who do not have any connected relationship. A board resolution must be passed by more than half of all the directors who do not have any connected relationship. When the number of the present of directors who do not have any connected relationship is less than three, the board resolutions shall be proposed to the shareholders’ general meeting of the Company.”

The original Article 105 is:

“The secretary to the board of directors of the Company shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. The primary responsibilities of the board secretary are:

- (1) to be responsible for preparing shareholders’ general meetings and board of directors’ meetings and maintaining documents to ensure that the Company has maintained complete constitution documents and records;
- (2) to ensure that the Company prepares and delivers those reports and documents required by competent authorities entitled thereto in accordance with law;

- (3) to be responsible for maintaining shareholders' information to ensure that the Company properly maintains registers of shareholders, and that persons entitled to the records and documents of the Company are furnished with such records and documents without delay;
- (4) to be responsible for coordinating and organizing the Company's information disclosure affairs to ensure that the information disclosure of the Company is timely, accurate, legitimate, true and complete; and
- (5) to perform other duties required by the laws, administrative regulations, listing rules and the Articles of Association."

Amended as:

"The secretary to the board of directors of the Company shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. The primary responsibilities of the board secretary are:

- (1) to be responsible for preparing shareholders' general meetings and board of directors' meetings and maintaining documents to ensure that the Company has maintained complete constitution documents and records;
- (2) to ensure that the Company prepares and delivers those reports and documents required by competent authorities entitled thereto in accordance with law;
- (3) to be responsible for maintaining shareholders' information to ensure that the Company properly maintains registers of shareholders, and that persons entitled to the records and documents of the Company are furnished with such records and documents without delay;
- (4) to be responsible for coordinating and organizing the Company's information disclosure affairs to ensure that the information disclosure of the Company is timely, accurate, legitimate, true and complete; and
- (5) to perform other duties required by the laws, administrative regulations, listing rules and the Articles of Association."

The original Article 112 is:

"The supervisory committee is made up of three persons, with one being the chairman of the committee. The term of office is three years. A supervisor can serve a consecutive term if re-elected.

- (1) The appointment and removal of the chairman is by resolution passed by two thirds or more of the supervisory committee members.

- (2) The resolutions of the supervisory committee shall be approved by two thirds or more of the supervisory committee members.”

Amended as:

“The supervisory committee is made up of three persons, with one being the chairman of the committee. The term of office is three years (commencing from the approval date of election). A supervisor can serve a consecutive term if re-elected.

- (1) The appointment and removal of the chairman is by resolution passed by two thirds or more (including two thirds) of the supervisory committee members.
- (2) The resolutions of the supervisory committee shall be approved by two thirds or more (including two thirds) of the supervisory committee members.”

The original Article 116 is:

“The supervisory committee is responsible to the shareholders’ general meeting and exercise the following powers in accordance with the law: It is to

- (1) review the company’s finances;
- (2) supervise the directors, general manager and other senior management officers in their performance of their duties and propose for the removal of those who have violated laws, administrative regulations or the Articles of Association;
- (3) require correction of those acts of directors, general manager or other senior management officers which are harmful to the Company’s interests;
- (4) examine the finance reports, operating reports, profit distribution proposals and other financial information to be presented by the board to the shareholders’ general meeting; if in doubt appoint certified accountants and chartered auditors in the name of the Company and to carry out audit;
- (5) propose the convening of extraordinary shareholders’ general meeting and, when the board of directors fails to perform the duty to convene and preside over a shareholders’ general meeting, convene and preside over the meeting;
- (6) make proposals to the shareholders’ general meeting;
- (7) take legal actions against directors, the general manager and other senior management in accordance with the provisions of Article 152 of the “Company Law”; and
- (8) exercise other powers conferred by the Articles of Association and the shareholders’ general meeting.

Supervisors shall attend meetings of the board of directors to raise questions or suggestions in respect of board resolutions.”

Amended as:

“The supervisory committee is responsible to the shareholders’ general meeting and exercise the following powers in accordance with the law: It is to

- (1) review the company’s finances;
- (2) supervise the directors, general manager and other senior management officers in their performance of their duties and propose for the removal of those who have violated laws, administrative regulations or the Articles of Association;
- (3) require correction of those acts of directors, general manager or other senior management officers which are harmful to the Company’s interests;
- (4) examine the finance reports, operating reports, profit distribution proposals and other financial information to be presented by the board to the shareholders’ general meeting; if in doubt appoint certified accountants and chartered auditors in the name of the Company and to carry out audit;
- (5) propose the convening of extraordinary shareholders’ general meeting and, when the board of directors fails to perform the duty to convene and preside over a shareholders’ general meeting, convene and preside over the meeting;
- (6) make proposals to the shareholders’ general meeting;
- (7) take legal actions against directors, the general manager and other senior management in accordance with the provisions of Article 152 of the “Company Law”; and
- (8) exercise other powers in accordance with laws, regulations and the Articles of Association.

Supervisors shall attend meetings of the board of directors to raise questions or suggestions in respect of board resolutions.”

The original Article 128 is:

“When the directors, supervisors, general manager or other senior management officers of the Company are/is directly or indirectly in an important conflict of interest with the Company’s contracts, transactions, or arrangements that are signed or in the process of negotiation, whether or not the related matter must be approved by the board of directors under normal conditions, the directors, supervisors, general manager or other senior management officers shall report to the board of directors disclosing the nature and seriousness of such a conflict of interest. (Employment contracts between the Company and its directors, supervisors, general manager and other senior management officers are excepted).

Directors may not vote for any contract, transaction or arrangement in which they or any of their related persons (as defined in the Listing Rules) have a material interest which are approved by resolution of the board of directors or any other relevant recommendations and may not be counted in the quorum.

Unless the director, supervisor, general manager, or other senior management officer of the Company involved in the conflict of interest discloses to the board of directors according to the requirement of the first section of this article, and that person is not counted in the quorum, and the relevant matter has not been approved in the board meeting that he is participating, the board has the right to cancel the contract, transaction or arrangement; excepting the case when the counter party is a friendly client who does not know the director, supervisor, general manager or other senior management officer of the Company was in breach of his obligations.

When the connected person of the director, supervisor, general manager, or other senior management officer of the Company has a conflict of interest in certain contract, transaction or arrangement, the related director, supervisor, general manager or other senior management officer shall also be considered as having a conflict of interest.”

Amended as:

“When the directors, supervisors, general manager or other senior management officers of the Company are/is directly or indirectly in an important conflict of interest with the Company’s contracts, transactions, or arrangements that are signed or in the process of negotiation, whether or not the related matter must be approved by the board of directors under normal conditions, the directors, supervisors, general manager or other senior management officers shall report to the board of directors disclosing the nature and seriousness of such a conflict of interest. (Employment contracts between the Company and its directors, supervisors, general manager and other senior management officers are excepted).

Except the circumstance specifically set out in the Articles of Association with the approval of the Hong Kong Stock Exchange (if any), directors may not vote for any contract, transaction or arrangement in which they or any of their close associates (as defined in the Listing Rules) have a material interest which are approved by resolution of the board of directors or any other relevant recommendations and may not be counted in the quorum.

Unless the director, supervisor, general manager, or other senior management officer of the Company involved in the conflict of interest discloses to the board of directors according to the requirement of the first section of this article, and that person is not counted in the quorum, and the relevant matter has not been approved in the board meeting that he is participating, the board has the right to cancel the contract, transaction or arrangement; excepting the case when the counter party is a friendly client who does not know the director, supervisor, general manager or other senior management officer of the Company was in breach of his obligations.

When the connected person of the director, supervisor, general manager, or other senior management officer of the Company has a conflict of interest in certain contract, transaction or arrangement, the related director, supervisor, general manager or other senior management officer shall also be considered as having a conflict of interest.”

The original Article 141 is:

“The financial reports and reports of the board of directors of the Company shall be deposited at the Company for the shareholders’ inspection not later than twenty (20) days before the annual general meeting. Each shareholder shall be entitled to receive the financial statements referred to in this article.

The Company shall send by prepaid mail twenty-one (21) days before the annual general meeting the above financial reports to each shareholder of overseas listed foreign shares. The recipients’ addresses shall be in the register of shareholders. However, such reports may also be delivered or provided to shareholders of overseas listed foreign shares through the Company’s website or methods as stipulated in the Listing Rules from time to time, provided that the laws, administrative regulations and listing rules of the stock exchange in which the Company’s shares are listed are observed.”

Amended as:

“The financial reports of the Company shall be deposited at the Company for the shareholders’ inspection not later than twenty (20) days before the annual general meeting. Each shareholder shall be entitled to receive the financial statements referred to in this article.

The Company shall send by prepaid mail twenty-one (21) days before the annual general meeting the above financial reports to each shareholder of overseas listed foreign shares. The recipients’ addresses shall be in the register of shareholders. However, such reports may also be delivered or provided to shareholders of overseas listed foreign shares through the Company’s website or methods as stipulated in the Listing Rules from time to time, provided that the laws, administrative regulations and listing rules of the stock exchange in which the Company’s shares are listed are observed.”

The original Article 149 is:

“Dividends shall be distributed in accordance with the proportion of shares held by shareholders. Unless approved by a special resolution of the general shareholders’ meeting, the Company distributes share dividends once a year. Dividend distribution proposals shall be passed by ordinary resolution of the shareholders’ general meeting. After consideration by the board of directors of the Company’s financial conditions and adherence to the relevant laws and regulations, shareholders may authorize the board of directors to distribute and pay interim dividends by an ordinary resolution of the general shareholders’ meeting.”

Amended as:

“Dividends shall be distributed in accordance with the proportion of shares held by shareholders. Unless approved by a special resolution of the general shareholders’ meeting, the Company distributes share dividends once a year. Dividend distribution proposals shall be passed by ordinary resolution of the shareholders’ general meeting. After consideration of the Company’s financial conditions and adherence to the relevant laws and regulations, shareholders’ general meeting may authorize the board of directors to distribute and pay interim dividends by an ordinary resolution of the general shareholders’ meeting.”

The original Article 154 is:

“Under the premises of complying with the relevant laws and regulations of China, the Company may exercise its authority to confiscate unclaimed dividends. However, such authority may not be exercised before the expiry of the relevant litigation time limit.

The Company has the authority to end postal delivery of dividend cheques to shareholders of overseas listed foreign shares. However, such authority may be exercised only when two consecutive dividend cheques have not been cashed. However, the Company may exercise such authority when a dividend cheque cannot be delivered to the recipient at the first time and is bounced back to the Company.

Where the board of directors considers appropriate, the Company has the authority to sell shares held by shareholders of overseas listed foreign shares who cannot be contacted but it must comply with the following conditions:

- (1) There have been at least three payments of dividends during the past twelve years, and nobody collected the dividends during that period; and
- (2) At the expiration of the twelve-year period, the Company places an announcement in one or more than one newspapers in the place of listing, stating the intention to sell such shares and notify the overseas stock exchange of those shares.”

Amended as:

“The shares that has been paid before payment request have dividends. But for advanced share payment, shareholders are not entitled to have the dividends declared after payment request.

Under the premises of complying with the relevant laws and regulations of China and rules of the Hong Kong Stock Exchange, the Company may exercise its authority to confiscate unclaimed dividends. However, such authority may only be exercised six years or more after the date of dividends declaration.

The Company has the authority to end postal delivery of dividend cheques to shareholders of overseas listed foreign shares. However, such authority may be exercised only when two consecutive dividend cheques have not been cashed. However, the Company may exercise such authority when a dividend cheque cannot be delivered to the recipient at the first time and is bounced back to the Company.

Where the board of directors considers appropriate, the Company has the authority to sell shares held by shareholders of overseas listed foreign shares who cannot be contacted but it must comply with the following conditions:

- (1) There have been at least three payments of dividends during the past twelve years, and nobody collected the dividends during that period; and

- (2) At the expiration of the twelve-year period, the Company places an announcement in one or more than one newspapers in the place of listing, stating the intention to sell such shares and notify the overseas stock exchange of those shares.”

The original Article 164 is:

“Auditors may resign by written notice by delivering the resignation letter to the Company’s registered address. The notice shall include the following explanation:

- (1) declaration that their resignation does not involve any matters that require clarification to the Company’s shareholders or creditors;
- (2) any matters that require clarification.

This notice becomes effective on the delivery date to the Company’s address or the date of the notice, whichever is later.

Within fourteen (14) days from receiving the above written notice, the Company shall deliver a copy of the notice to the relevant supervisory department. If the notice contains explanation described in section (2) above, the Company shall place a copy of the explanation at the Company, for inspection by shareholders. The Company shall send copies of the explanation by prepaid post to every shareholder of overseas listed foreign shares. The recipient addresses are based on the register of shareholders.

If the auditors’ resignation notice contains any explanation that requires clarification, the auditors may request the board of directors to convene an extraordinary general shareholders’ meeting, to hear the explanation related to their resignation.”

Amended as:

“Auditors may resign by written notice by delivering the resignation letter to the Company’s registered address. The notice shall include the following explanation:

- (1) declaration that their resignation does not involve any matters that require clarification to the Company’s shareholders or creditors;
- (2) any matters that require clarification.

This notice becomes effective on the delivery date to the Company’s address or the date of the notice, whichever is later.

Within fourteen (14) days from receiving the above written notice, the Company shall deliver a copy of the notice to the relevant supervisory department. If the notice contains explanation described in section (2) above, the Company shall place a copy of the explanation at the Company, for inspection by shareholders. The Company shall send copies of the explanation by prepaid post, the Company’s website or other methods set out in the Articles of Association to every shareholder of overseas listed foreign shares. The recipient addresses are based on the register of shareholders.

If the auditors' resignation notice contains any explanation that requires clarification, the auditors may request the board of directors to convene an extraordinary general shareholders' meeting, to hear the explanation related to their resignation."

The original Article 169 is:

"The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- (1) when the general shareholders' meeting resolves that the Company should be dissolved;
- (2) when dissolution is necessary as a result of the merger or division of the Company;
- (3) when the Company is declared to be insolvent according to the law because it is unable to pay its debts as they fall due;
- (4) when the business license is revoked, the Company is ordered to be closed down or revoked due to reasons of its violation of laws or administrative regulations; and
- (5) when the Company is dissolved by the People's Court in accordance with Article 183 of the "Company Law"."

Amended as:

"The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- (1) when the general shareholders' meeting resolves that the Company should be dissolved;
- (2) when dissolution is necessary as a result of the merger or division of the Company;
- (3) when the Company is declared to be insolvent according to the law because it is unable to pay its debts as they fall due;
- (4) when the business license is revoked, the Company is ordered to be closed down or revoked due to reasons of its violation of laws or administrative regulations; and
- (5) when the Company is dissolved by the People's Court in accordance with Article 182 of the "Company Law"."

The original Article 174 is:

"After processing company assets, and preparing the balance sheet and inventory of assets, the liquidation team shall formulate a liquidation plan, and report to general shareholders' meeting or the People's Court for confirmation.

If assets of the Company are sufficient to repay debts, company debts shall be repaid after payment of liquidation expenses, employee wages, social insurance, statutory compensation and taxes.

The remaining assets after distribution in the previous paragraph shall be distributed to shareholders according to the class and proportion of their shares.

The Company shall not conduct any new business activities in the course of liquidation.”

Amended as:

“After processing company assets, and preparing the balance sheet and inventory of assets, the liquidation team shall formulate a liquidation plan, and report to general shareholders’ meeting or the People’s Court for confirmation.

The remaining assets after payment of liquidation expenses, employee wages, social insurance, statutory compensation and taxes, respectively, shall be distributed to shareholders according to the class and proportion of their shares.

The Company shall not conduct any new business activities in the course of liquidation.”

The original Article 176 is:

“After liquidation is completed, the liquidation team shall prepare a liquidation report, and the income and expenses report during the liquidation period. After these reports have been audited by registered Chinese accountants, the liquidation team shall report to the general shareholders’ meeting and the relevant supervisory department for confirmation.

The liquidation team shall, within thirty (30) days after the general shareholders’ meeting or the confirmation date by the relevant supervisory department, send the above documents to the department in charge of company registration, and apply for cancellation of company registration, in order to notify the termination of the Company.”

Amended as:

“After liquidation is completed, the liquidation team shall prepare a liquidation report, and the income and expenses report during the liquidation period. After these reports have been audited by registered Chinese accountants, the liquidation team shall report to the general shareholders’ meeting and the People’s Court for confirmation.

The liquidation team shall, within thirty (30) days after the general shareholders’ meeting or the confirmation date by the People’s Court, send the above documents to the department in charge of company registration, and apply for cancellation of company registration, in order to notify the termination of the Company.”

The original Article 181 is:

“Unless otherwise required, the Company, according to regulations or having received permission to send by public notice or to deliver any notice, shall publish public notice in one of the major English newspapers in Hong Kong and in Chinese in one of the major Chinese newspapers in Hong Kong.”

Amended as:

“Unless otherwise required, the Company, under reasonable and practicable circumstances, according to regulations or having received permission to send by public notice or to deliver any notice, shall publish public notice in one of the major English newspapers in Hong Kong and in Chinese in one of the major Chinese newspapers in Hong Kong.”

The Article 181 is adjusted to “Chapter 21 Notice” from “Chapter 22 Supplementary Provisions”.

NOTICE OF THE ANNUAL GENERAL MEETING

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海航基礎股份有限公司 HNA Infrastructure Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 357)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of HNA Infrastructure Company Limited (the “**Company**”) will be held at 10:00 a.m. on 18 May 2016 (Wednesday) in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2015;
2. To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2015;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2015;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2015 (the “**2015 Final Dividend**”);
5. To consider and approve the annual remuneration proposal for the Company’s directors and supervisors for the year 2016;
6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company’s auditors, who will hold office until the conclusion of the next annual general meeting of the Company, and to authorise the chairman of the Board to determine their remunerations;

* *For identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

7. To consider and approve the re-election of Mr. Wang Zhen (王真先生) and Mr. Yang Xiaobin (楊小濱先生) as the executive directors of the Company whose emoluments will be determined with reference to the remuneration policies as approved at the Annual General Meeting;
8. To consider and approve the appointment of Mr. Liu Shanbin (劉善斌先生) as an executive director of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the Annual General Meeting; and
9. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) of the Company holding 5 per cent or more of the shares carrying the right to vote at such meeting.

BY WAY OF SPECIAL RESOLUTIONS

10. To consider and approve amendments to the business scope of the Company;
11. To consider and approve amendments to the articles of association of the Company (the “**Articles of Association**”) in the manner as set out in the circular to be despatched to the shareholders of the Company; and
12. “**THAT:**
 - (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements, purchase options or warrants, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this resolution; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;
 - (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.

NOTICE OF THE ANNUAL GENERAL MEETING

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (b) the expiration of the 12-month period following the passing of this resolution; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”
13. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) of the Company holding 5 per cent or more of the shares of the Company carrying the right to vote at such meeting.

By order of the Board
HNA Infrastructure Company Limited*
Wang Zhen
Chairman

Haikou, the PRC
29 March 2016

As at the date of this announcement, the Board comprises of (i) four executive directors, namely Mr. Wang Zhen, Mr. Yang Xiaobin, Mr. Gao Jian and Mr. Zhang Peihua; (ii) three non-executive directors, namely Mr. Hu Wentai, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. He Linji.

* *For identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Monday, 18 April 2016 to Wednesday, 18 May 2016 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 15 April 2016.

The Company's register of members will be closed from Tuesday, 24 May 2016 to Sunday, 29 May 2016 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for the entitlement of the 2015 Final Dividend, shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 23 May 2016. The Company will pay the 2015 Final Dividend on or before Thursday, 14 July 2016 upon the approval of the Annual General Meeting.

- (B) Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Friday, 15 April 2016 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.

Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Monday, 23 May 2016 are entitled to receive the 2015 Final Dividend after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic shares of the Company, who intend to attend the Annual General Meeting, must complete and return the reply slips for attending the Annual General Meeting to the Secretary Office to the Board not later than 20 days before the date of the Annual General Meeting, i.e. no later than Thursday, 28 April 2016. Holders of H shares and domestic shares of the Company can deliver the reply slips by hand, by post or by facsimile.

Details of the Secretary Office to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
PRC
Tel: (86-898) 6576 2009
Fax: (86-898) 6576 2010

- (D) Each holder of H shares who has the right to attend and vote at the Annual General Meeting (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the Annual General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. The instrument appointing a proxy of any holder of H shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its Board or by its authorized attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.

NOTICE OF THE ANNUAL GENERAL MEETING

- (F) Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the Annual General Meeting. Notes (D) and (E) also apply to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to secretary office to the Board, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Annual General Meeting on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his authorized representative, which specifies the date of its issuance. If the legal representative of the holder of legal person share(s) attends the Annual General Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person share(s) appoints a representative of a company other than its legal representative to attend the Annual General Meeting, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of the legal person shares and duly signed by its legal representative.
- (H) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.
- (I) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.
- (J) For the year 2016, the allowance standard (after tax) for directors and supervisors of the Company will be as follows: the allowance paid to the executive directors will be RMB70,000 per person; the allowance paid to the non-executive directors will be RMB50,000 per person; the allowance paid to the independent non-executive directors will be RMB100,000 per person; and the allowance paid to supervisors will be RMB20,000 per person. Since 2013, directors and supervisors nominated by controlling shareholders shall no longer be entitled to duty allowance.