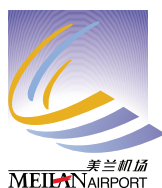


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



海南美蘭國際機場股份有限公司

Hainan Meilan International Airport Company Limited*

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

(Stock Code: 357)

DISCLOSEABLE TRANSACTION ENTRUSTED LOAN ARRANGEMENTS

The Board is pleased to announce that on 31 December 2014, the Company entered into an entrusted loan entrustment agreement with HNA Group Finance, and HNA Group Finance entered into an entrusted loan agreement with Haidao Commercial, for the provision by the Company (as the lender) of the Entrusted Loan in the principal amount of up to RMB380,000,000 to Haidao Commercial (as the borrower) through HNA Group Finance.

As several relevant of applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the provision of the Entrusted Loan exceed 5% but all the applicable ratios are less than 25%, the provision of the Entrusted Loan constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 31 December 2014, the Company entered into an entrusted loan entrustment agreement with the HNA Group Finance and the HNA Group Finance entered into an entrusted loan agreement with Haidao Commercial, for the provision by the Company (as the lender) of the Entrusted Loan in the principal amount of up to RMB380,000,000 to Haidao Commercial (as the borrower) through the HNA Group Finance.

THE ENTRUSTED LOAN AGREEMENTS

Date

31 December 2014

Parties to the Entrusted Loan Entrustment Agreement

- (a) the Company, as the lender; and
- (b) HNA Group Finance, as the lending agent.

Parties to the Entrusted Loan Agreement

- (a) HNA Group Finance, as the lending agent; and
- (b) Haidao Commercial, as the borrower.

To the best of the knowledge, information and belief of Directors, and having made all reasonable enquiries, as at the date of this announcement, Haidao Commercial, HNA Group Finance and their ultimate beneficial owners are Independent Third Parties.

Amount of the Entrusted Loan

Pursuant to the Entrusted Loan Agreements, the Company entrusted the HNA Group Finance to provide the Entrusted Loan in the principal amount of up to RMB380,000,000 to Haidao Commercial. The Entrusted Loan shall be used by Haidao Commercial for turnover of circulating fund.

Term

The term of the Entrusted Loan is two year, commencing from 31 December 2014 and ending on 30 December 2016. Haidao Commercial shall submit drawdown plans to HNA Group Finance and draw according to such drawdown plans. The submitted amounts of loan are expected to be released by HNA Group Finance to Haidao Commercial within two business days after the completion of drawdown formalities. Haidao Commercial shall submit repayment plans required to be submitted to HNA Group Finance according to the Entrusted Loan Agreements, and repay the outstanding principal amount of the Entrusted Loan, together with any accrued and unpaid interest, according to such repayment plans.

Early or Deferred Repayment

Haidao Commercial may only make an early or deferred repayment of the Entrusted Loan with the written consent of the Company.

Interest

The interest rate for the Entrusted Loan is 8% per annum, subject to adjustments made by HNA Group Finance according to national interest rate changes or requests by the Company, and shall be payable by Haidao Commercial at the end of each quarter.

Handling Charges

HNA Group Finance will receive 0.8% of the interests paid by Haidao Commercial as handling charges which will be borne entirely by Haidao Commercial.

Security

The Entrusted Loan can be guaranteed by guarantors recognized by the Company by way of guarantee or pledge.

REASONS FOR AND BENEFITS OF THE ENTRUSTED LOAN ARRANGEMENTS

The terms of the Entrusted Loan including the interest rate were agreed by the parties after arm's length negotiations having taken into account the range of interest rate charged by other companies engaging in the similar businesses in the PRC. The Directors consider that the Entrusted Loan provides the Group with a reasonable return from the interest received and represents a good opportunity to provide lucrative return on the use of the Group's own funds. Accordingly, the Directors are of the view that the terms of the Entrusted Loan arrangement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As several relevant applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the provision of the Entrusted Loan exceed 5% but all the applicable ratios are less than 25%, the provision of the Entrusted Loan constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

GENERAL

The Company is principally engaged in aeronautical and non-aeronautical businesses at 海南美蘭國際機場 (Hainan Meilan International Airport*). The business scope of the Company mainly includes the provision of transit and ground transportation services to domestic and foreign air transportation companies and transit passengers, the leasing of the aviation commercial area, business and commercial premises within the terminal building and the provision of integrated services, the construction and operation of aviation facilities within the airport and the ancillary buildings thereto, the provision of cargo storage, packing, loading and unloading and transportation services.

HNA Group Finance is a non-bank financial institution established in the PRC. HNA Group Finance mainly engages in the provision of financial service, including deposit services, settlement service, loans and finance leasing service, bill acceptance and discount services, entrusted loans and entrusted investment services, corporate bonds underwriting service, financial and financing consultation and credit certification service.

Haidao Commercial is a limited company established in the PRC. It is principally engaged in investment holding business.

DEFINITIONS

Unless the context otherwise requires, the terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Company”	海南美蘭國際機場股份有限公司 (Hainan Meilan International Airport Company Limited*), a joint stock limited company incorporated in the PRC on 28 December 2000, the issued H Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Entrusted Loan”	the entrusted loan in the principal amount of up to RMB380,000,000 to be advanced by the Company to Haidao Commercial through HNA Group Finance pursuant to the Entrusted Loan Agreements
“Entrusted Loan Agreements”	(i) the entrusted loan entrustment agreement entered into by the Company and HNA Group Finance dated 31 December 2014 and (ii) the entrusted loan agreement entered into by Haidao Commercial and HNA Group Finance dated 31 December 2014, pursuant to which the Company agreed to provide the Entrusted Loan to Haidao Commercial through HNA Group Finance
“Group”	the Company and its subsidiaries
“Haidao Commercial”	海南海島商業管理有限公司 (Hainan Haidao Commercial Management Co., Ltd.*), a company established in the PRC with limited liability
“HNA Group Finance”	海航集團財務有限公司 (HNA Group Finance Co., Ltd.*), a non-bank financial institution established in the PRC
“Independent Third Party(ies)”	party(ies) who is/are independent of the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC” the People’s Republic of China
“RMB” Renminbi, the lawful currency of the PRC
“%” per cent.

By the order of the Board
Hainan Meilan International Airport Company Limited*
Xing Zhoujin
Company Secretary

Hainan, the PRC
31 December 2014

As at the date of this announcement, the Board comprises of (i) four executive directors, namely Mr. Wang Zhen, Mr. Liang Jun, Mr. Yang Xiaobin 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. Xu Bailing, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Deng Tianlin.

* *For identification purposes only*