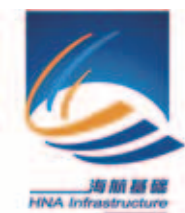


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**海航基础设施股份有限公司**  
**HNA Infrastructure Company Limited\***

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

**(Stock code: 357)**

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND PROPOSED APPOINTMENT OF AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of HNA Infrastructure Company Limited (the “**Company**”) announces that Mr. Xu Bailing (“**Mr. Xu**”), due to personal reasons, has tendered his resignation to the Board for resigning from the office as an independent non-executive director of the Company, with effect from the date of the Annual General Meeting of 2014 (the “**AGM**”). During his service as an independent non-executive director, the chairman of the audit committee and nomination committee and a member of the strategic committee of the Company, Mr. Xu made significant contributions to the Company by applying his extensive experience in the civil aviation industry. Mr. Xu has confirmed that he has no disagreement with the Board and is not aware of any other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Xu for his valuable contribution to the Company during his term of office.

\* *for identification purposes only*

## **PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Subject to the approval by the shareholder of the Company, the Board of the Company proposes to appoint Mr. He Linji (“**Mr. He**”) as an independent non-executive director with effect from the date of the AGM of the Company.

In order to allow the shareholders of the Company to make an informed decision in respect of the proposed appointment, the biographical details of Mr. He is set out below pursuant to the Rule 13.51 (2) of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”).

Mr. He, aged 58, graduated from Hainan University\* (海南大學) in economic law (undergraduate course) in December 1999 and graduated from Wuhan University\* (武漢大學) in economic law (postgraduate course) in December 2000. He is a third-grade senior judge\* (三級高級法官) recognized by the Supreme People’s Court in the PRC in August 2006. Mr. He has been full time member of judicial committee of Haikou Intermediate People’s Court\* (海口市中級人民法院) since October 2013.

Mr. He has extensive experience in the field of law. He served successively as the vice president and the president of Haikou Military Court of Guangzhou Military Area\* (廣州軍區海口軍事法院) from January 1992 to August 1998. He also successively held the positions of the deputy chief of discipline inspection group, the director of supervisory office and the presiding judge of case filing chamber and member of judicial committee of Haikou Intermediate People’s Court from September 1998 to February 2004. Mr. He was the president of the People’s Court of Longhua District, Haikou\* (海口市龍華區人民法院) from March 2004 to August 2010. Subsequently, he served as a minister-level judge\* (正處級審判員) of Haikou Intermediate People’s Court from September 2010 to September 2013.

Mr. He (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 of the Company.

Mr. He will be appointed for a term of three years commencing from the grant of approval at the AGM and subject to re-election in accordance with the articles of association of the Company or pursuant to the Listing Rules. The remuneration of Mr. He as director will be determined according to the remuneration policies to be approved at the AGM of the Company.

A circular containing, inter alia, details of the proposed election of director and the accompanying notice for convening the AGM to approve the above matters, will be despatched to the shareholders of the Company as soon as practicable.

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

Haikou, the PRC  
30 March 2015

*As at the date of this announcement, the Board comprises of (i) four executive Directors, namely Mr. Wang Zhen, Mr. Yang Xiaobin, Mr. Zhang Peihua and Mr. Zhang Hao; (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*