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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)**

**ANNOUNCEMENT**  
**POLL RESULTS FOR THE ANNUAL GENERAL MEETING**  
**HELD ON 18 MAY 2015**  
**AND PAYMENT OF FINAL DIVIDEND AND**  
**ELECTION OF DIRECTOR**

Reference is made to the circular of HNA Infrastructure Company Limited (the “**Company**”) dated 2 April 2015 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

**RESULTS OF THE AGM**

The Board is pleased to announce that at the annual general meeting (the “**AGM**” or “**Annual General Meeting**”) of the Company held on 18 May 2015, all the proposed resolutions as set out in the notice of the AGM dated 2 April 2015 (the “**Resolutions**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

\* *For identification purposes only*

The poll results in respect of all the Resolutions are as follows:

Resolutions		Number of Votes		
		For	Against	Abstention
<b>By way of ordinary resolutions:</b>				
1.	To consider and approve the working report of the board of directors of the Company (the “ <b>Board</b> ”) for the year ended 31 December 2014;	125,016,406 H Shares 246,300,000 Domestic Shares Total: 371,316,406 shares (100%)	Nil	Nil
2.	To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2014;	125,016,406 H Shares 246,300,000 Domestic Shares Total: 371,316,406 shares (100%)	Nil	Nil
3.	To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2014;	125,016,406 H Shares 246,300,000 Domestic Shares Total: 371,316,406 shares (100%)	Nil	Nil
4.	To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2014;	125,016,406 H Shares 246,300,000 Domestic Shares Total: 371,316,406 shares (100%)	Nil	Nil
5.	To consider and approve the annual remuneration proposal for the Company’s directors and supervisors for the year 2015;	124,982,406 H Shares 246,300,000 Domestic Shares Total: 371,282,406 shares (99.99%)	34,000 H Shares Nil Domestic Share Total: 34,000 shares (0.01%)	Nil

Resolutions		Number of Votes		
By way of ordinary resolutions:		For	Against	Abstention
6.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the Company's auditors, who will hold office until the conclusion of the next annual general meeting, and to authorise the chairman of the Board to determine their remunerations;	124,964,546 H Shares 246,300,000 Domestic Shares Total: 371,264,546 shares (99.99%)	51,860 H Shares Nil Domestic Share Total: 51,860 shares (0.01%)	Nil
7.	To consider and approve the appointment of Mr. He Linji as an independent non-executive director of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the Annual General Meeting, to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	125,016,406 H Shares 246,300,000 Domestic Shares Total: 371,316,406 shares (100%)	Nil	Nil
Resolutions		Number of Votes		
By way of special resolutions:		For	Against	Abstention
8.	<p><b>“THAT:</b></p> <p>(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 or purchase options, subject to the following conditions:</p> <p>(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;</p>	96,103,446 H Shares 246,300,000 Domestic Shares Total: 342,403,446 shares (92.21%)	28,912,960 H Shares Nil Domestic Share Total: 28,912,960 shares (7.79%)	Nil

Resolutions		Number of Votes		
By way of special resolutions:		For	Against	Abstention
	<p>(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:</p> <p>(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</p> <p>(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, in each case as of the date of this Resolution; and</p>			

Resolutions		Number of Votes		
By way of special resolutions:		For	Against	Abstention
	<p>(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 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 CSRC and/or other relevant PRC governmental authorities are obtained; and</p> <p>(2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board be authorised to:</p> <p>(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):</p> <p>(i) determine the class and number of shares to be issued;</p> <p>(ii) determine the issue price of the new shares;</p> <p>(iii) determine the opening and closing dates of the new issue;</p>			

Resolutions		Number of Votes		
By way of special resolutions:		For	Against	Abstention
	<p>(iv) determine the use of proceeds of the new issue;</p> <p>(v) determine the class and number of new shares (if any) to be issued to the existing shareholders;</p> <p>(vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and</p> <p>(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 (“<b>Hong Kong</b>”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;</p>			

Resolutions		Number of Votes		
By way of special resolutions:		For	Against	Abstention
	<p>(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 of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and</p> <p>(c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities, and take any other required actions and complete any other procedures as required.</p> <p>For the purposes of this Resolution:</p> <p>“<b>Domestic Shares</b>” means 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;</p> <p>“<b>H Shares</b>” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and</p>			

Resolutions		Number of Votes		
By way of special resolutions:		For	Against	Abstention
	<p>“<b>Relevant Period</b>” means the period from the passing of this Resolution until the earliest of:</p> <p>(a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or</p> <p>(b) the expiration of the 12-month period following the passing of this Resolution; or</p> <p>(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.”</p>			

Computershare Hong Kong Investor Services Limited, the Company’s H share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued H Shares of the Company was 226,913,000 shares and the total number of issued Domestic Shares of the Company was 246,300,000 shares. The total number of shares held by the Shareholders entitled to attend and vote for or against all the Resolutions were 473,213,000 shares. There was no Shareholder who was entitled to attend the AGM but was only entitled to vote against the Resolutions.

No proposal was put forward at the AGM by any Shareholders holding 5 per cent or more of the shares carrying the right to vote at the AGM. As more than half of the votes attaching to the shares held by the Shareholders present and voting in person or by proxy at the AGM were cast in favour of each of the ordinary resolutions, all ordinary resolutions were duly passed. As more than two-thirds of the votes attaching to the shares held by the Shareholders present and voting in person or by proxy at the AGM were cast in favour of the special resolutions, the special resolution was duly passed.



## ELECTION AND RESIGNATION OF DIRECTOR

The Board is pleased to announce that Mr. He Linji (何霖吉) (“**Mr. He**”) has been duly elected as an independent non-executive Director at the AGM with effect from the conclusion of the AGM.

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, respectively. 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 of the Company 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.

The resignation of Mr. Xu Bailing (徐柏齡先生) as an independent non-executive Director, chairman of the audit committee and nomination committee and a member of the strategic committee of the Company has taken effect from the conclusion of the AGM.

In order to comply with the requirement under Rule 3.21 and A.5.1 of the Appendix 14 to the Listing Rules, the Company will hold a board meeting to approve (i) Mr. Deng Tianlin (鄧天林先生) as the chairman of the audit committee of the Company; (ii) Mr. He as the chairman of the nomination committee of the Company; and (iii) Mr. He as a member of the strategic committee of the Company, in order to fill up the vacancies of the chairman of the audit committee and nomination committee and a member of the strategic committee of the Company as soon as practicable.

## **PAYMENT OF FINAL DIVIDEND**

The Board wishes to notify the Shareholders the following final dividend payment details:

The Company will pay a final dividend on or before Tuesday, 14 July 2015 of RMB0.091 per share (tax inclusive) to Shareholders 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 Wednesday, 27 May 2015 for the year ended 31 December 2014.

Dividends payable to holders of the H Shares of the Company will be paid in Hong Kong dollars based on the following formula: final dividend in Hong Kong dollars = (final dividend in RMB multiplied by the average of the closing exchange rates for Hong Kong dollars to RMB as quoted by The People's Bank of China for the 5 business days immediately preceding the AGM). The average of the closing exchange rates for Hong Kong dollars to RMB as quoted by The People's Bank of China for the 5 business days immediately preceding the AGM is HK\$1.0 to RMB0.788396. Accordingly, the amount of final dividend payable per H share is HK\$0.115424 (before tax).

According to the Enterprise Income Tax Law of the People's Republic of China, which took effect on 1 January 2008, and its implementation rules and the relevant interpretation by tax authorities in the PRC, when a company makes distribution to non-resident enterprise shareholders whose names appear on the H-share register of the company, such company is required to withhold and pay on behalf of such shareholders an enterprise income tax at a rate of 10% in general (except as required otherwise by the laws, regulations and tax treaties regarding tax revenue). Any shares registered in the name of a non-individual shareholder, including HKSCC Nominees Limited, other nominee or trustee, or other organisation and group, are deemed as shares held by non-resident enterprise shareholders. As such, the dividends that such shareholder is entitled to are subject to the enterprise income tax.

The Company will pay to ICBC (Asia) Trustee Company Limited (the “**Receiving Agent**”) the final dividend declared for payment to Shareholders of H Shares of the Company. Such final dividend will be paid by the Receiving Agent and will be mailed by Computershare Hong Kong Investor Services Limited to Shareholders of H Shares of the Company who are entitled to receive the same by ordinary post at their own risk on or before Tuesday, 14 July 2015.

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

Hong Kong, 18 May 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 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. He Linji, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Deng Tianlin.*