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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)**

**RESIGNATION OF AN EXECUTIVE DIRECTOR,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR,  
PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR AND  
PROPOSED RE-ELECTION OF A SUPERVISOR**

**RESIGNATION OF AN EXECUTIVE DIRECTOR**

The Board hereby announces that Mr. Zhang Hao has tendered his resignation from his position as an executive director of the Company due to work reallocation with immediate effect.

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Board hereby announces that a special resolution will be proposed at the EGM to be held on 3 July 2015 to amend the Articles of Association of the Company.

**PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR**

The Board hereby announces that an ordinary resolution will be proposed at the EGM to be held on 3 July 2015 to re-elect Mr. Hu Wentai as a non-executive director of the Company with effect from the date of the EGM.

\* *For identification purposes only*

## **PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR**

The Board hereby announces that an ordinary resolution will be proposed at the EGM to be held on 3 July 2015 to appoint Mr. Gao Jian as an executive director of the Company with effect from the date of the EGM.

## **PROPOSED RE-ELECTION OF A SUPERVISOR**

The Board hereby announces that an ordinary resolution will be proposed at the EGM to be held on 3 July 2015 to re-elect Mr. Dong Guiguo as a supervisor of the Company with effect from the date of the EGM.

## **CIRCULAR**

A circular containing, among others, details of the proposed amendments to the Articles of Association, the proposed re-election of a non-executive director, proposed appointment of an executive director and proposed re-election of a supervisor, together with a notice of the EGM, will be despatched to the Shareholders as soon as possible.

## **RESIGNATION OF AN EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of HNA Infrastructure Company Limited (the “**Company**”) hereby announces that Mr. Zhang Hao (張昊先生) (“**Mr. Zhang**”) has tendered his resignation from his position as an executive director of the Company due to work reallocation with immediate effect. Mr. Zhang 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 (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Zhang for his valuable contributions to the Company during his service.

## **PROPOSALS TO THE EGM**

An extraordinary general meeting (the “**EGM**”) will be held on 3 July 2015 to seek the approval of the Shareholders on the proposed amendments to the articles of association (the “**Articles of Association**”) of the Company, the proposed re-election of a non-executive director, the proposed appointment of an executive director and the proposed re-election of a supervisor.

## **Proposed Amendments to Articles of Association**

The Board hereby announces that a special resolution will be proposed at the EGM to be held on 3 July 2015 to amend the Articles of Association. The proposed amendments to the Articles of Association are for the purposes to reflect the latest business scope of the Company as a result of the change of registered business scope of the Company.

The Board proposes to amend Article 11 of the Articles of Association of the Company.

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 as well as magazines to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit)”

Amended as:

“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)”

It is proposed that the Shareholders shall authorize the Board to do all such things as necessary in respect of the amendments to the Articles of Association pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company is listed.

The Board confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to approval of the Shareholders by way of special resolution at the EGM and the approval of and registration or filing with the relevant PRC government authorities.

### **Proposed Re-election of a Non-executive Director**

The Board hereby announces that since the term of service of Mr. Hu Wentai (胡文泰先生) (“**Mr. Hu**”) as a non-executive director of the Company will expire on 29 May 2015, an ordinary resolution will be proposed at the EGM to be held on 3 July 2015 to re-elect Mr. Hu as a non-executive director of the Company with effect from the date of the EGM.

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

Mr. Hu, aged 60, graduated from Logistics Institute of the P.L.A. Navy\* (海軍後勤學校) majoring in law in 1979. Mr. Hu was re-appointed as a non-executive director of the Company in May 2012 and has been serving as vice chairman of the Board since August 2008. He has also served as a member of the strategic committee of the Board of the Company. Mr. Hu worked as the general manager of Hainan Henghe Property Management Co., Ltd.\* (海南恒禾物業管理有限公司) in August 2000 and the executive vice president of Haikou Meilan Airport Co., Ltd.\* (海口美蘭機場有限責任公司) from August 2000 to September 2002. Since Mr. Hu joined the Company in 2002, he has held a number of senior positions in the Company, including the chief operating officer and vice president of the Company. He served as the chairman of Haikou New City Area Construction Development Co., Ltd.\* (海口新城區建設開發有限公司) from February 2006 to July 2007 and was also the deputy general manager of Beijing HNA Realty Group Co., Ltd.\* (北京海航地產集團有限公司) in February 2006. From July 2007 to August 2008, he was the vice president of the Company. Mr. Hu has extensive experience in the area of airport management and project construction.

Mr. Hu will be appointed for a term of three years commencing from the grant of approval at the EGM 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. Hu as non-executive director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Save as disclosed above, Mr. Hu (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.

### **Proposed Appointment of an Executive Director**

The Board hereby announces that an ordinary resolution will be proposed at the EGM to be held on 3 July 2015 to appoint Mr. Gao Jian (高建先生) (“**Mr. Gao**”) as an executive director of the Company with effect from the date of the EGM.

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. Gao is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Gao, aged 34, graduated from Civil Aviation University of China\* (中國民航大學) majoring in electronic information engineering. Mr. Gao has been serving as the executive vice president of the Company since March 2015.

Mr. Gao has extensive experience in the management of human resources and corporate governance. He served as a secretary in text conference and assistant to secretary of the board of directors of HNA Group Co., Ltd.\* (海航集團有限公司) (the “**HNA Group**”) from October 2003 to November 2005 and from November 2005 to August 2007, respectively. He also served as the head of secretary office, director of office and deputy director of office of HNA Group from August 2007 to June 2008, from June 2008 to December 2008 and from December 2008 to June 2010, respectively. Mr. Gao served as director of human resources and vice president of Jinhai Heavy Industry Co., Ltd.\* (金海重工股份有限公司) from June 2010 to September 2014 and from October 2011 to March 2015, respectively.

Mr. Gao will be appointed for a term of three years commencing from the grant of approval at the EGM 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. Gao as executive director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Save as disclosed above, Mr. Gao (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 Future Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rule 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.

### **Proposed Re-election of a Supervisor**

The Board hereby announces that an ordinary resolution will be proposed at the EGM to be held on 3 July 2015 to re-elect Mr. Dong Guiguo (董桂國先生) (“**Mr. Dong**”) as a supervisor of the Company with effect from the date of the EGM.

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. Dong is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Dong, aged 52, was re-appointed as a supervisor of the Company in May 2012 and has been serving as the chairman of the supervisory committee of the Company. He is currently also the vice chairman of HNA Infrastructure Industry Group Limited\* (海航基礎產業集團有限公司). Mr. Dong graduated from Civil Aviation University of China\* (中國民航大學) majoring in aircraft engine. He has pursued further studies in China Europe International Business School. He is an aviation engineer and accountant.

Mr. Dong has extensive work experience in civil aviation and finance. He has worked at civil aviation maintenance base in Beijing, Beijing Aircraft Maintenance Engineering Co., Ltd.\* (北京飛機維修工程有限責任公司), purchase management department of HNA Group, airport management department of HNA Group and HNA Airport Group Co., Ltd.\* (海航機場集團有限公司). Since October 2000, he has respectively served as standing deputy general manager of the aviation material center of aircraft introduction office of the procurement department of HNA Group, deputy general manager of airport management department of HNA Group, general manager of Haikou Meilan Airport Co., Ltd.\* (海口美蘭機場有限責任公司), executive chairman’s assistant, general manager of the planning and finance department, general manager of the project development department, vice chairman, vice

president and chief financial officer of HNA Airport Group Co., Ltd.\* (海航機場集團有限公司). Mr. Dong served as a director of the Company from March 2006 to October 2008, the financial officer of the Company from December 2006 to December 2008 and the chief financial director of the Company from April 2007 to December 2008.

Mr. Dong will be appointed as a term of three years commencing from the grant of approval at the EGM 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. Dong as supervisor will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Save as disclosed above, Mr. Dong (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 Future Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rule 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.

## **CIRCULAR**

A circular containing, inter alia, details of the proposed amendments to the Articles of Association, proposed re-election of a non-executive director, proposed appointment of an executive director and proposed re-election of a supervisor, together with a notice of the EGM, will be despatched to the Shareholders as soon as possible.

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

Haikou, the PRC  
19 May 2015

*As at the date of this announcement, the Board comprises of (i) three executive Directors, namely Mr. Wang Zhen, 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. He Linji, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Deng Tianlin.*

\* For identification purposes only