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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 3 JULY 2015**

Reference is made to the circular of the Company dated 19 May 2015 (the “**Circular**”) and its notices of the EGM dated 3 July 2015. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

\* *For identification purpose only*

## RESULTS OF THE EGM

The board of directors (the “**Board**”) of HNA Infrastructure Company Limited (the “**Company**”) is pleased to announce that the extraordinary general meeting (the “**EGM**”) was held on 3 July 2015, and all the proposed resolutions as set out in the notice of the EGM dated 19 May 2015 (the “**Resolutions**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. 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 re-election of Mr. Hu Wentai (胡文泰先生) as a 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 authorize the chairman of the board of directors (the “ <b>Board</b> ”) 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;	124,904,960 H shares  246,300,000 Domestic shares  Total: 371,204,960 shares (99.98%)	62,000 H shares  Total: 62,000 shares (0.02%)	Nil
2.	To consider and approve the appointment of Mr. Gao Jian (高建先生) 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, to authorize 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;	124,904,960 H shares  246,300,000 Domestic shares  Total: 371,204,960 shares (99.98%)	62,000 H shares  Total: 62,000 shares (0.02%)	Nil

Resolutions		Number of Votes		
		For	Against	Abstention
3.	To consider and approve the re-election of Mr. Dong Guiguo (董桂國先生) as a supervisor of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting, to authorize 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; and	124,772,960 H shares  246,300,000 Domestic shares  Total: 371,072,960 shares (99.95%)	194,000 H shares  Total: 194,000 shares (0.05%)	Nil
<b>By way of special resolution</b>				
4.	<b>THAT</b> the proposal by the Board to amend the Articles of Association of the Company in the manner as set out in the circular of the Company dated 19 May 2015 to the shareholders of the Company, of which this notice forms part, be and is hereby approved, and the Board be and is hereby authorized to do all such things as necessary in respect of the amendments 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 are listed.	124,966,960 H shares  246,300,000 Domestic shares  Total: 371,266,960 shares (100%)	Nil	Nil

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

As at the date of the EGM, 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 was 473,213,000. There were no shares entitling the Shareholder to attend and vote only against at the EGM any of the above Resolutions.

No proposal was put forward at the EGM by any Shareholders holding 5% or more of the shares carrying the right to vote at the EGM.

As more than 50% of the votes attaching to the shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of the above ordinary resolution, such resolution was duly passed. As more than two-thirds of the votes attaching to shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of the above special resolution, such special resolution was duly passed.

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

The Board is pleased to announce that Mr. Hu Wentai (胡文泰先生) (“**Mr Hu**”) was duly re-elected as a non-executive director at the EGM with effect from the conclusion of the EGM.

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 (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. 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.

## **ELECTION OF AN EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Gao Jian (高建先生) (“**Mr Gao**”) was duly appointed as an executive director at the EGM with effect from the conclusion of the EGM.

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 (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.

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.

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

The Board is pleased to announce that Mr. Dong Guiguo (董桂國先生) (“**Mr Dong**”) was duly re-elected as a supervisor at the EGM with effect from the conclusion of the EGM.

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 Airport Management Co., Ltd.\* (海南海航機場管理有限公司). 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 (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.

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.

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

Hainan, the PRC  
3 July 2015

*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 purpose only*