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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 30 OCTOBER 2015**

Reference is made to the circular of the Company dated 7 October 2015 (the “**Circular**”) and its notice of the EGM dated 21 August 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 30 October 2015, and all the proposed resolutions as set out in the notice of the EGM dated 21 August 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 interim dividend distribution plan of the Company for the first half year of 2015; and                                                                                                                                                                                                                                                                                                                                         | 124,646,960<br>H shares<br><br>246,300,000<br>Domestic<br>shares<br><br>Total:<br>370,946,960<br>shares<br>(100%) | Nil     | Nil        |
| 2.                                    | To consider and if thought fit, to approve the investment and construction agreement (the “ <b>Investment and Construction Agreement</b> ”) dated 21 August 2015 entered into between the Company and Haikou Meilan International Airport Company Limited and the very substantial acquisition and connected transaction (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) contemplated thereunder. | 124,646,960<br>H shares<br><br>8,800,000<br>Domestic<br>shares<br><br>Total:<br>133,446,960<br>shares<br>(100%)   | Nil     | Nil        |

| Resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Number of Votes                                                                                                   |         |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------|------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | For                                                                                                               | Against | Abstention |
| <b>By way of special resolution</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                   |         |            |
| 3. “ <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 to be despatched to the shareholders of the Company subsequently, 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”. | 124,646,960<br>H shares<br><br>246,300,000<br>Domestic<br>shares<br><br>Total:<br>370,946,960<br>shares<br>(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.

Haikou Meilan International Airport Company Limited (海口美蘭國際機場有限責任公司), which holds approximately 50.19% of voting rights at a general meeting of the Company, and has controls over the voting rights in respect of its shares and is interested in the transaction contemplated under the Investment and Contribution Agreement, has abstain from voting at the EGM for the resolution regarding the Investment and Construction Agreement pursuant to the Listing Rules.

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 one half 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 resolutions, such resolutions were 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.

#### **PAYMENT OF INTERIM DIVIDEND**

The Company will pay an interim dividend of RMB0.120 per share (before tax) on or before Wednesday, 23 December 2015 to Shareholders whose names appear on the Company's register of members on Friday, 13 November 2015. The dividend of H Shareholders is declared in RMB and paid in Hong Kong dollar.

Interim dividends payable to holders of the H shares of the Company will be paid in Hong Kong dollars based on the following formula: interim dividend in Hong Kong dollars = (interim 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 EGM). 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 EGM is HK\$1.00 to RMB0.82. Accordingly, the amount of interim dividend payable per H share is HK\$0.1463 (tax inclusive).

According to the Enterprise Income Tax Law of the People's Republic of China (《 中華人民共和國企業所得稅法 》), which took effect on 1 January 2008, its implementation rules and the relevant interpretation by tax authorities in the PRC, when a company distributes dividends to non-resident enterprise shareholders whose names appear on the H-share register of a company, such company is required to withhold and pay on behalf of such shareholders an enterprise income tax at the 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 organization and group, are deemed as shares held by non-resident enterprise shareholders. As such, the dividends that the shareholder is entitled to are subject to the enterprise income tax.

The H share register of the Company will be closed from Sunday, 8 November 2015 to Friday, 13 November 2015, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2015 Interim Dividend, shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 6 November 2015.

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

Hainan, the PRC, 30 October 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.*

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