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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 2016
AND PAYMENT OF FINAL DIVIDEND AND
ELECTION OF DIRECTOR**

Reference is made to the circular of HNA Infrastructure Company Limited (the “**Company**”) dated 11 April 2016 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the annual general meeting of the Company held on 18 May 2016 (the “**Annual General Meeting**”), all the proposed resolutions as set out in the notice of the Annual General Meeting dated 29 March 2016 (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		
By way of ordinary resolutions		For	Against	Abstention
1.	To consider and approve the work report of the board of directors of the Company (the “ Board ”) for the year ended 31 December 2015;	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil

* For identification purposes only

Resolutions		Number of Votes		
By way of ordinary resolutions		For	Against	Abstention
2.	To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2015;	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 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 2015;	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil
4.	To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2015;	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil
5.	To consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year 2016;	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	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 LLP 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;	98,916,860 H Shares 246,300,000 Domestic Shares Total: 345,216,860 shares (92.92%)	26,291,100 H Shares Nil Domestic Shares Total: 26,291,100 shares (7.08%)	Nil
7.	To consider and approve the re-election of Mr. Wang Zhen (王 貞 先 生) and Mr. Yang Xiaobin (楊小濱先生) as the executive directors of the Company, whose emoluments will be determined with reference to the remuneration policies as approved at the Annual General Meeting; and	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil
8.	To consider and approve the appointment of Mr. Liu Shanbin (劉善斌先生) 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.	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil

Resolutions		Number of Votes		
By way of special resolutions		For	Against	Abstention
9.	To consider and approve amendments to the business scope of the Company;	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil
10.	To consider and approve amendments to the articles of association of the Company (the “ Articles of Association ”) in the manner as set out in the circular despatched to the Shareholders on 11 April 2016; and	125,241,960 H Shares 246,300,000 Domestic Shares Total: 371,541,960 shares (100%)	Nil	Nil
11.	<p>“THAT:</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, purchase options or warrants, 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, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;</p> <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>96,638,000 H Shares</p> <p>246,300,000 Domestic Shares</p> <p>Total: 342,938,000 shares (92.30%)</p>	<p>28,603,960 H Shares</p> <p>Nil Domestic Shares</p> <p>Total: 28,603,960 shares (7.70%)</p>	Nil

Resolutions		Number of Votes		
By way of special resolutions		For	Against	Abstention
	<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; and</p> <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 China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and</p> <p>(2) contingent on the Board resolving to issue shares pursuant to subparagraph (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>			

Resolutions		Number of Votes		
By way of special resolutions		For	Against	Abstention
	<p>(ii) determine the issue price of the new shares;</p> <p>(iii) determine the opening and closing dates of the new issue;</p> <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 or 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 (“Hong Kong”) 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> <p>(b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to subparagraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and</p>			

Resolutions		Number of Votes		
By way of special resolutions		For	Against	Abstention
	<p>(c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.</p> <p>For the purposes of this resolution:</p> <p>“Relevant Period” 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 Annual General Meeting for the purpose of vote-taking.

As at the date of the Annual General Meeting, 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 Annual General Meeting but was only entitled to vote against the Resolutions.

No proposal was put forward at the Annual General Meeting by any Shareholders holding 5 per cent or more of the shares carrying the right to vote at the Annual General Meeting. 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 Annual General Meeting 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 Annual General Meeting were cast in favour of each of the special resolutions, all special resolutions were duly passed.

RE-ELECTION OF EXECUTIVE DIRECTORS

The Board is pleased to announce that each of Mr. Wang Zhen (王貞先生) (“**Mr. Wang**”) and Mr. Yang Xiaobin (楊小濱先生) (“**Mr. Yang**”) has been duly re-elected as an executive director of the Company at the Annual General Meeting with effect from the conclusion of the Annual General Meeting.

Mr. Wang, aged 53, held a master degree and has been serving as an executive director of the Company since May 2013 and the chairman of the Board since May 2014. From 1983 to 1992, he worked for Xinjiang Airlines Aircraft Repair Plant* (新疆航空公司飛機維修廠) consecutively as the mechanic staff, the machinist, the maintenance leader, and the deputy workshop director. From 1993 to 1999, he worked for Hainan Airlines Co., Ltd.* (海南航空股份有限公司) consecutively as the mechanic staff and the vice captain of the engineering department, the manager, the assistant to the department general manager and the branch department manager of the maintenance department. From October 1999 to January 2000, he was the vice general manager of the human resources department at Hainan Airlines Co., Ltd. From January 2000 to May 2000, he was the chief of the production operation center at Hainan Airlines Co., Ltd. From May 2000 to December 2002, he was consecutively the vice executive president and the assistant of the executive president at Hainan Airlines Co., Ltd. From December 2002 to May 2003, he was the president of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限公司). From May 2003 to November 2006, he was consecutively the chief executive officer and the general manager of the Company. From November 2006 to January 2007, he was the vice executive president of HNA Airport Group Limited* (海航機場集團有限公司). From January 2007 to September 2008, he was the vice executive president of HNA Airport Group Holdings Limited* (海航機場控股集團有限公司). From September 2008 to July 2012, he worked for Sanya Phoenix International Airport Co., Ltd. consecutively as the president, the deputy commander of the construction management department, the executive chairman of the board and the chairman of the board. From July 2012 to May 2013, he worked as the deputy leader of the Meilan Airport aviation industrial park project promotion group of the airport management division at HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司). From May 2013 to May 2014, he was the vice chairman of the Company.

Mr. Yang, aged 45, obtained his bachelor degree majoring in law from Jiangsu University* (江蘇大學) in 2009. He worked for Qingan Aerospace Equipment Company* (慶安宇航設備公司), a state-owned company, from October 1992 to February 1994, and was the secretary of the deputy chief executive and the deputy officer of safety control room of Haikou Meilan International Airport Company Limited* (海口美蘭國際機場有限責任公司) from December 2000 to October 2002, the control room safety officer of the Company from June 2003 to September 2004, and safety supervisor of the operation safety office of the Company from September 2004 to May 2007, the control room deputy general manager of the Company from July 2007 to December 2008, the general manager (operation) of HNA Airport Group Limited* (海航機場集團有限公司) from December 2008 to August 2009, the chairman of Yichang Three Gorges Airport Co., Ltd.* (宜昌三峽機場有限責任公司) from September 2009 to September 2011, the vice president of the Company from September 2011 to March 2013 and the president of the Company from 19 March 2013.

Mr. Wang and Mr. Yang (i) have not held any other directorship in listed public companies in the last three years; (ii) do 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) were 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Wang and Mr. Yang will be appointed for a term of three years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Wang and Mr. Yang as executive directors of the Company will be determined with reference to the remuneration policies approved at the Annual General Meeting.

ELECTION AND RESIGNATION OF DIRECTOR

The Board is pleased to announce that Mr. Liu Shanbin (劉善斌先生) (“**Mr. Liu**”) has been duly appointed as an executive director of the Company at the Annual General Meeting with effect from the conclusion of the Annual General Meeting.

Mr. Liu, aged 39, graduated from Hainan University* (海南大學) in Chinese language literature (undergraduate course) in July 2000. Mr. Liu has been the general manager of the integrated management department since June 2015 and the assistant to the president and the general manager of the integrated management department of the Company since December 2015.

Mr. Liu has over 15 years of experience in human resources development and management. Mr. Liu served successively as the head of human resources planning and the head of organizational planning of human resources centre of the integrated management department and the manager of the training management centre of Hainan HNA Real Estate Holdings Co., Ltd.* (海南海航地產控股有限公司) from October 2008 to August 2010, and the general manager of the integrated management department of Haikou New City District Construction Development Co., Ltd.* (海口新城區建設開發有限公司) from August 2010 to December 2011. Mr. Liu also served successively as the general manager of the integrated management department of HNA Real Estate Holdings Group Co., Ltd.* (海航地產控股(集團)有限公司) and the general manager of the human resources department of Hainan HNA Engineering Construction Co., Ltd.* (海南海航工程建設有限公司) and HNA International Travel Island Development Construction Group Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) from December 2011 to December 2012. From December 2012 to January 2015, Mr. Liu successively held the positions as the deputy general manager and general manager of the planning operation centre of the real estate development department, the general manager of the corporate management department and corporate management centre of HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司). Mr. Liu also served successively as the deputy director of executive office and a deputy general manager of human resources administration department from January 2015 to June 2015 of HNA Infrastructure Holdings Group Co., Ltd.

Mr. Liu (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.

Mr. Liu will be appointed for a term of three years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Liu as an executive director of the Company will be determined according to the remuneration policies approved at the Annual General Meeting.

The resignation of Mr. Gao Jian (高建先生) as an executive director and a standing vice president of the Company has taken effect from the conclusion of the Annual General Meeting.

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 Thursday, 14 July 2016 of RMB0.120 per share (tax inclusive) to Shareholders whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited on Sunday, 29 May 2016 for the year ended 31 December 2015.

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 middle exchange rate for Hong Kong dollars to RMB as quoted by The People's Bank of China for the five business days preceding the date of the Annual General Meeting (inclusive)). The average middle exchange rate for Hong Kong dollars to RMB as quoted by The People's Bank of China for the five business days preceding the date of the Annual General Meeting (inclusive) is HK\$1.0 to RMB0.839898. Accordingly, the amount of final dividend payable per H share is HK\$0.142874 (before tax).

According to the Corporate Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), 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 Thursday, 14 July 2016.

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

Haikou, the PRC
18 May 2016

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. Liu Shanbin; (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 Lijin.

* For identification purposes only