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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 DECEMBER 2016

Reference is made to the circular of HNA Infrastructure Company Limited (the “**Company**”) dated 14 November 2016 (the “**Circular**”) and its notice of the extraordinary general meeting (the “**EGM**”) dated 14 November 2016. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

### RESULTS OF THE EGM

The board of directors (the “**Board**”) of the Company (the “**Director**”) is pleased to announce that the EGM was held on 30 December 2016, and all the proposed resolutions as set out in the notice of the EGM dated 14 November 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		
		For	Against	Abstention
<b>By way of ordinary resolutions</b>				
1.	To consider and approve the re-election of Mr. Chan Nap Kee, Joseph (陳立基先生) (“ <b>Mr. Chan</b> ”) as a non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;	127,521,992 H shares  246,300,000 Domestic shares  Total: 373,821,992 shares (100%)	Nil	Nil

Resolutions		Number of Votes		
		For	Against	Abstention
<b>By way of ordinary resolutions</b>				
2.	To consider and approve the re-election of Mr. Yan Xiang (燕翔先生) (“ <b>Mr. Yan</b> ”) as a non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;	127,521,992 H shares  246,300,000 Domestic shares  Total: 373,821,992 shares (100%)	Nil	Nil
3.	To consider and approve the re-election of Mr. Fung Ching, Simon (馮 征 先 生) (“ <b>Mr. Fung</b> ”) as an independent non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;	127,521,992 H shares  246,300,000 Domestic shares  Total: 373,821,992 shares (100%)	Nil	Nil
4.	To consider and approve the re-election of Mr. George F Meng (孟繁臣先生) (“ <b>Mr. Meng</b> ”) as an independent non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and	127,521,992 H shares  246,300,000 Domestic shares  Total: 373,821,992 shares (100%)	Nil	Nil

Resolutions		Number of Votes		
		For	Against	Abstention
<b>By way of ordinary resolutions</b>				
5.	To consider and approve the re-election of Mr. Zhang Shusheng (張述聖先生) (“ <b>Mr. Zhang</b> ”) as a supervisor of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	127,521,992 H shares  246,300,000 Domestic shares  Total: 373,821,992 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. None of the Shareholders has stated his/her intention in the Circular to vote against the Resolutions or to abstain from voting at the EGM. 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 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 Resolutions, the Resolutions were duly passed.

## RE-ELECTION OF NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that each of Mr. Chan and Mr. Yan has been duly re-elected as a non-executive Director at the EGM with effect from the conclusion of the EGM.

### Re-election of Mr. Chan Nap Kee, Joseph as a Non-executive Director

Mr. Chan Nap Kee, Joseph (陳立基先生), aged 56, was re-appointed as a non-executive Director in October 2013. Mr. Chan acquired his master's degree from the University of Strathclyde majoring in International Marketing and a diploma from Peking University (北京大學) in China Investment and Trade Study. He holds licenses of Type 1 (dealing in securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), respectively. Mr. Chan has nearly 30 years management experience in banking, investment banking and asset investment. Mr. Chan was the deputy manager of Credit Agricole Bank from 1986 to 1994, where he was mainly in charge of China business. From 1992 to 1994, he was also the co-head of Credit Agricole Asset Management South East Asia Limited (法國農業銀行東南亞資產管理公司). Since 1994, Mr. Chan has been a founding partner of Oriental Patron Financial Group (東英金融集團). He is also an executive director of Oriental Patron Asia Limited (東英亞洲有限公司). Mr. Chan was appointed as an executive director of Kaisun Energy Group Limited (凱順能源集團有限公司) (Stock Code: 8203) in September 2008, which is listed on the Growth Enterprise Market of The Stock Exchange, and is also the chairman of board of directors of Kaisun Energy Group Limited now. Mr. Chan was appointed as a non-executive director of North Asia Strategic Holdings Limited (北亞策略控股有限公司) on 19 February 2013 and re-designated from a non-executive director to an independent non-executive director of North Asia Strategic Holdings Limited (北亞策略控股有限公司) on 4 March 2016.

Save as disclosed herein, Mr. Chan (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 SFO. 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. Chan will be appointed as a non-executive Director for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association of the Company (the "Articles of Association") or pursuant to the Listing Rules. The remuneration of Mr. Chan as a non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

## **Re-election of Mr. Yan Xiang as a Non-executive Director**

Mr. Yan Xiang (燕翔先生), aged 53, was re-appointed as a non-executive Director in October 2013. Mr. Yan graduated from Peking University (北京大學), where he received a bachelor's degree in Economics and a master's degree in Economics. From January 1988 to August 1991, he served as a teaching assistant and lecturer in Economics at Peking University. Since August 1991, he has been a research fellow with the Research Center of the People's Government of Hainan Province (海南省政府研究中心), the general manager of Hainan Securities Exchange Center (海南證券交易中心) and the president of Hainan Securities Company Limited (海南省證券公司). He had concurrently been a director of Zhongfu Industrial Co., Ltd. (中孚實業股份有限公司) and an independent director of China United Travel Company Limited (國旅聯合股份有限公司). Mr. Yan currently serves as the chairman of the China Region of the Oriental Patron Financial Group (東英金融集團) and the president of the Oriental Patron Resources Investment Limited (東英資源投資有限公司) concurrently. Mr. Yan had concurrently been the executive director of Hainan Development Promotion Association (海南開發促進會), the committee member of Experts Committee in Research of National Debts and Futures (國債、期貨研究專家委員會) and the committee member of Credit Assessment Experts Committee of China Credit Securities Assessment Limited (中國誠信證券評估有限公司信用評級專家委員會).

Save as disclosed herein, Mr. Yan (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 SFO. 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. Yan will be appointed as a non-executive Director for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Yan as a non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

## **RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that each of Mr. Fung and Mr. Meng has been duly re-elected as an independent non-executive Director at the EGM with effect from the conclusion of the EGM.

### **Re-election of Mr. Fung Ching, Simon as an Independent Non-executive Director**

Mr. Fung Ching, Simon (馮征先生), aged 47, was re-appointed as an independent non-executive Director in October 2013. He has also served as the chairman of the strategic committee of the Company and the member of the audit committee and remuneration committee of the Company. Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked in PricewaterhouseCoopers from 1994 to 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (寶業集團股份有限公司) (Stock Code: 2355.HK) from 2004 to 2010. Mr. Fung has served in Greentown China Holdings Limited (綠城中國控股有限公司) (Stock Code: 3900.HK) as the chief financial officer and company secretary since August 2010. Mr. Fung has over 12 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for PRC companies listed in Hong Kong, and has over 10 years of experience in auditing, accounting and business advisory with a "Big-4" international accounting firm. Mr. Fung is also a non-executive director of Baoye Group Company Limited currently, and he has served as an independent non-executive director of China Logistics Property Holdings Co., Ltd (中國物流資產控股有限公司) (Stock Code: 1589.HK) since July 2016.

Save as disclosed herein, Mr. Fung (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 SFO. 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. Fung will be appointed as an independent non-executive Director for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Fung as an independent non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.



## **Re-election of Mr. George F Meng as an Independent Non-executive Director**

Mr. George F Meng (孟繁臣先生), aged 72, was re-appointed as an independent non-executive Director in October 2013. He has also served as a member of the audit committee of the Company. Mr. Meng graduated from Civil Aviation University of China (中國民航學院) in 1966, majoring in radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University (天津外國語大學) for further study in English language. From 1984 to 1991, he studied the FAA Aircraft Dispatcher Training Courses in Aviation Training School, Long Island, New York, the United States, the Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. From 1966 to 1988, Mr. Meng served various positions including the radio station master of Communication Department of General Administration of Civil Aviation of China (the “CAAC”) Chengdu Administration (中國民航成都管理局), the dean of the Technical English Department of Civil Aviation University of China (中國民航學院), and the deputy director of CAAC Training Center (中國民航訓練中心). Since 1991, he has been a director and the general manager of China Resource Ltd., USA. Since 2000, Mr. Meng has been the president of Soaring Eagle Industrial LLC., USA. Since September 2010, he has been the principal of Northern New Jersey Huaxia Chinese School (non-profit organization). He has served as the general manager (United States) and certified senior translator of Hua Ling Consultant Inc. in Toronto, Canada, since January 2012.

Save as disclosed herein, Mr. Meng (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 SFO. 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. Meng will be appointed as an independent non-executive Director for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Meng as an independent non-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. Zhang has been duly re-elected as a supervisor of the Company at the EGM with effect from the conclusion of the EGM.

Mr. Zhang Shusheng (張述聖先生), aged 79, is a senior reporter. He was re-elected as an independent supervisor of the Company in October 2013. He graduated from the Department of Chinese, Lan Zhou University (蘭州大學) majoring in Han Literature. He served as the officer at Youth League Committee of Gansu Province (青年團甘肅省定西地委) and concurrently a reporter at Gansu Youth Daily (甘肅青年報社). He once worked as a newspaper editor and a reporter for Gansu Daily (甘肅日報) and as the chief reporter stationed at Gansu Province for People's Daily (人民日報社). In June 1994, he was re-designated to China Civil Aviation News (《中國民航報》社) working as the chief editor and Party branch secretary and was responsible for the management of China Civil Aviation News. During the term of office, he had been the vice chairman of Gansu Province Journalist Association (甘肅省新聞工作者協會(記者協會)), the president of the Association for Resident Correspondent in Gansu Province (中央暨首都駐甘肅記者聯誼會), the managing director of China Press Cultural Advancement Association (中國新聞文化促進會) and a deputy chairman of the Association of China Industrial Newspapers (中國產業報協會), etc.

Save as disclosed herein, Mr. Zhang (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 SFO. 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. Zhang will be appointed as a supervisor for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Zhang as a supervisor of the Company will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

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

Haikou, the People's Republic of China  
30 December 2016

*As at the date of this announcement, the Board comprises of (i) four executive Directors, namely Mr. Wang Zhen, Mr. Yang Xiaobin, Mr. Zhou Feng 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 Linji.*

\* For identification purposes only