

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXECUTIVE DIRECTORS;
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS;
APPOINTMENT OF A VICE PRESIDENT**

AND

**PROPOSED RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE
DIRECTOR;**

RESIGNATION OF EXECUTIVE DIRECTORS

The Board announces that (i) Mr. Yang Xiaobin, due to the work reallocation, has tendered his resignation from his positions as an executive Director with effect from the date of the EGM and as the president with effect from 24 August 2017; and (ii) Mr. Liu Shanbin, due to the work reallocation, has tendered his resignation from his position as an executive Director with effect from the date of the EGM.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

The Board announces that ordinary resolutions will be proposed at the EGM to appoint Mr. Tu Haidong and Mr. Wu Jian as executive Directors with the effect from the date of the EGM. Mr. Tu Haidong has also been appointed as the president of the Company by the Board with effect from 24 August 2017.

APPOINTMENT OF A VICE PRESIDENT

The Board announces that Mr. Han Aimin has been appointed as the vice president of the Company by the Board with effect from 24 August 2017.

PROPOSED RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that an ordinary resolution will be proposed at the EGM to re-elect Mr. Deng Tianlin as an independent non-executive Director with effect from the date of the EGM.

CIRCULAR

A circular containing, among other things, further information regarding the proposed appointment of the above mentioned executive Directors and the proposed re-election of the above mentioned independent non-executive Director, together with the notice of the EGM, will be despatched to the Shareholders as soon as possible.

RESIGNATION OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (“**Directors**”) of HNA Infrastructure Company Limited (the “**Company**”) announces that (i) Mr Yang Xiaobin (楊小濱先生) (“**Mr. Yang**”), due to work reallocation, has tendered his resignation to the Board for resigning from his positions as an executive Director with effect from the date of the extraordinary general meeting to be held on 16 October 2017 (the “**EGM**”) and as the president with effect from 24 August 2017; and (ii) Mr. Liu Shanbin (劉善斌先生) (“**Mr. Liu**”), due to work reallocation, has tendered his resignation to the Board for resigning from his position as an executive Director, with effect from the date of the EGM.

Each of Mr. Yang and Mr. Liu has confirmed that he has no disagreement with the Board and has no 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 take this opportunity to express its gratitude to Mr. Yang and Mr. Liu for their valuable contribution to the Company during their terms of office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint each of Mr. Tu Haidong (涂海東先生) (“**Mr. Tu**”) and Mr. Wu Jian (吳健先生) (“**Mr. Wu**”) as an executive Director. Mr. Tu has also been appointed as the president of the Company by the Board with effect from 24 August 2017.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Tu and Mr. Wu are set out below pursuant to the Rule 13.51 (2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The biographical details of Mr. Tu are as follows:

Mr. Tu Haidong, aged 39, graduated from Nanjing Audit University* (南京審計大學) (formerly known as Nanjing Audit College) majoring in audit, and was appointed as the vice president of the Company on 29 March 2016. He successively served in HNA Group Company Limited* (海航集團有限公司) as an auditor of audit and legal affairs office, an auditor of hotel industry, the head of audit, the reform assistant, the manager of audit office, the deputy general manager of audit and legal affairs office, the director of the audit division, the general manager of engineering management department and the general manager of the infrastructure construction department from September 2000 to April 2011. He successively served in HNA Holding Group Co., Ltd.* (海航實業控股(集團)有限公司) as the general manager of construction management department, the president assistant and the general manager of the real estate department, in Yangpu Guoxing Construction Co., Ltd.* (洋浦國興工程建設有限公司) as the chairman and general manager, in HNA Real Estate Holdings Co., Ltd.* (海航地產控股(集團)有限公司) as the chairman and president, and in HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司) as the president of the real estate department from December 2012 to December 2013. He successively served in Hainan International Tourism Island Development and Construction Group Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) as the president and the general manager of the chief engineering office from December 2013 to March 2014. He also served in Hainan Meilan International Airport Company Limited* (海南美蘭國際機場股份有限公司) as the deputy general director of the infrastructure expansion command office from October 2014 to March 2016. Mr. Tu has extensive experience in corporate governance and infrastructure construction management.

Mr. Tu (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) (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. Tu was appointed as the president for a term of three years commencing from 24 August 2017, and will be appointed as an executive Director for a term of three years commencing from the grant of approval at the EGM, both of which are 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. Tu as an executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

The biographical details of Mr. Wu are as follows:

Mr. Wu Jian, aged 40, graduated from Civil Aviation University of China* (中國民用航空大學), majoring in computer science, has the professional title of assistant engineer and was re-appointed as deputy general manager of the Company on 29 March 2016. He served in Haikou Meilan International Airport Co., Ltd.* (海口美蘭國際機場有限責任公司) as the technical engineer from July 1999 to August 2000. He successively served in Hainan Airlines Aviation Information System Co., Ltd.* (海南海航航空信息系統有限公司) as a system engineer of the customer service department, a development engineer of the application development department, a system engineer of the operation department, the administrator of the expert group for technical support,

the planning administrator of the service planning center and the manager of the service support department from April 2001 to July 2008, as the manager of the service operation department of the service support center from July 2008 to May 2009, as the general manager of the IT service department from May 2009 to November 2010 and as the president assistant from November 2010 to December 2011. He served in HNA Airport Group Company Limited* (海航機場集團有限公司) as the general manager of the information management department from November 2010 to July 2011, as the deputy leader of the intelligent airport leader group and the director of the permanent office from July 2011 to February 2012, and as the general manager of the operation management department from February 2012 to July 2012. He served in HNA Infrastructure Industry Group Limited* (海航基礎產業集團有限公司) as the deputy general manager of airport affairs department from July 2012 to November 2012. He also served in HNA Infrastructure Holdings (Group) Co., Ltd.* (海航實業控股(集團)有限公司) as the manager of the intelligent construction center of the airport management affairs department from November 2012 to March 2013. Mr. Wu has extensive experience in the implementation of airport IT system and intelligent system.

Mr. Wu (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 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. Wu will be appointed as an 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. Liu as an executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

APPOINTMENT OF A VICE PRESIDENT

The Board is also pleased to announce that Mr. Han Aimin (韓愛民先生) (“**Mr. Han**”) was appointed as a vice president of the Company with effect from 24 August 2017.

The biographical details of Mr. Han are as follows:

Mr. Han Aimin, aged 46, graduated from Beijing Business College* (北京商學院) in 1995. From July 1995 to June 2004, Mr. Han worked at the freight department of Hainan Airlines Co., Ltd* (海南航空股份有限公司). He served as the vice general manager of Haikou freight center of the marketing department of Hainan Airlines Co., Ltd.* (海南航空股份有限公司) from June 2004 to March 2007. He was the general manager of the business development department of Hainan Meilan International Airport Company Limited* (海南美蘭國際機場股份有限公司) from November 2008 to December 2009, the general manager of Hainan Meilan International Airport Cargo Co., Ltd.* (海南美蘭國際機場貨運有限責任公司) from January 2009 to September 2010, the general manager of the business development department of the Company from September 2010 to May 2017, and the president assistant of the Company since December 2015. Mr. Han has extensive experience in the market development and the commercial management.

Mr. Han was appointed as a vice president of the Company for a term of three years commencing from 24 August 2017, subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules.

PROPOSED RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to re-elect Mr. Deng Tianlin (鄧天林先生) (“**Mr. Deng**”) as an independent non-executive Director.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Deng are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Deng Tianlin, aged 68, was appointed as an independent non-executive Director of the Company in November 2014, and served as the chairman of the compensation committee, the chairman of the audit committee, the member of the nominating committee and the member of the strategy committee of the Company. Mr. Deng is a certified public accountant, a senior member of the Chinese Institute of Certified Public Accountants* (中國註冊會計師協會) and a senior accountant, and was a guest professor of Hainan University* (海南大學). He previously served, among others, as the section chief in the personnel division of Hubei Provincial Department of Finance* (湖北省財政廳), a deputy director of Fang County Tax Bureau in Hubei Province* (湖北省房縣稅務局), the chief of the loan section of the World Bank Group and a deputy director of the Department of Agricultural Tax* (農業稅處). Mr. Deng was appointed by the Organization Department of the CPC Central Committee* (中央組織部) to Hainan Provincial Department of Finance* (海南省財政廳) as a director of the accounting department and the secretary general of Hainan Provincial Institute of Certified Public Accountants* (海南省註冊會計師協會) in 1990. Mr. Deng retired in 2009 and has been an independent director of Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司) since April 2012. Mr. Deng has extensive experience in the field of finance and accounting.

Save as disclosed above, Mr. Deng (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 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. Deng 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. Deng 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.

CIRCULAR

A circular containing, among other things, further information regarding the proposed appointment of the above mentioned executive Directors and the proposed re-election of the above mentioned independent non-executive Director, together with the 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 People's Republic of China
24 August 2017

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*