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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 16 OCTOBER 2017 AND
PAYMENT OF INTERIM DIVIDENDS**

Reference is made to the circular of HNA Infrastructure Company Limited (the “**Company**”) dated 24 August 2017 (the “**Circular**”) and its notice of the extraordinary general meeting (the “**EGM**”) dated 24 August 2017. 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 the Company is pleased to announce that the EGM was held on 16 October 2017, and all the proposed resolutions as set out in the notice of the EGM dated 24 August 2017 (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
By way of ordinary resolutions				
1.	To consider and approve interim dividends distribution in respect of the six months ended 30 June 2017;	131,157,273 H shares 246,300,000 Domestic shares Total: 377,457,273 shares (100.00%)	1,000 H shares Nil Domestic shares Total: 1,000 shares (0.00%)	Nil
2.	To consider and approve the appointment of Mr. Tu Haidong (涂海東先生) (“ Mr. Tu ”) 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;	131,130,273 H shares 246,300,000 Domestic shares Total: 377,430,273 shares (99.99%)	1,000 H shares Nil Domestic shares Total: 1,000 shares (0.00%)	27,000 H shares Nil Domestic shares Total: 27,000 shares (0.01%)
3.	To consider and approve the appointment of Mr. Wu Jian (吳健先生) (“ Mr. Wu ”) 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; and	131,130,273 H shares 246,300,000 Domestic shares Total: 377,430,273 shares (99.99%)	1,000 H shares Nil Domestic shares Total: 1,000 shares (0.00%)	27,000 H shares Nil Domestic shares Total: 27,000 shares (0.01%)

Resolutions		Number of Votes		
		For	Against	Abstention
By way of ordinary resolutions				
4.	To consider and approve the re-election of Mr. Deng Tianlin (鄧天林先生) (“ Mr. Deng ”) as an independent 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 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.	131,130,273 H shares	1,000 H shares	27,000 H shares
		246,300,000 Domestic shares	Nil Domestic shares	Nil Domestic shares
		Total: 377,430,273 shares (99.99%)	Total: 1,000 shares (0.00%)	Total: 27,000 shares (0.01%)

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 Shareholders to attend and vote only against at the EGM any of the above Resolutions.

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.

PAYMENT OF INTERIM DIVIDEND

The Company will pay an interim dividend on or before Thursday, 30 November 2017 of RMB0.134 per share (before tax) (the “**2017 Interim Dividend**”) to the Shareholders whose names appear on the Company’s register of members on Monday, 30 October 2017. 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 date of the EGM (inclusive)). 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 date of the EGM (inclusive) is HK\$1.00 to RMB0.844606. Accordingly, the amount of interim dividend payable per H share is approximately HK\$0.158654 (before tax).

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 organisation 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 Company's register of members will be closed from Wednesday, 25 October 2017 to Monday, 30 October 2017 (both days inclusive), during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2017 Interim Dividend, the 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 24 October 2017.

ELECTION OF EXECUTIVE DIRECTORS

The Board is pleased to announce that each of Mr. Tu and Mr. Wu was duly elected as an executive Director at the EGM with effect from the conclusion of the EGM. Mr. Tu has also been appointed as the president of the Company by the Board with effect from 24 August 2017.

The biographical details of Mr. Tu are as follows:

Mr. Tu, 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 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) (the “SFO”). 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. Tu was appointed as the president of the Company 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 or pursuant to the Listing Rules. The remuneration of Mr. Tu as an executive Director will be determined with reference 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, 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 13.5 1(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.

RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Deng was duly re-elected as an independent non-executive Director at the EGM with effect from the conclusion of the EGM.

Mr. Deng, 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.

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

Haikou, the PRC
16 October 2017

As at the date of this announcement, the Board comprises of (i) four executive Directors, namely Mr. Wang Zhen, Mr. Tu Haidong, Mr. Zhou Feng and Mr. Wu Jian; (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