

HAINAN AIRLINES COMPANY LIMITED

ANNOUNCEMENT OF RESOLUTIONS OF BOARD OF DIRECTORS HAINAN AIRLINES COMPANY LIMITED

The Hainan Airlines Company Limited and the entire members of its board of directors (“BoD”) hereby guarantee the truthfulness, accuracy and completeness of the announcement and would take responsibilities for significant omission, fictitious description or serious misleading of it.

The 31st session of the seventh board of directors of the Hainan Airlines Company Limited (hereinafter referred to as “the Company”) was convened in the method of communication on Nov. 11 of 2014. The seven directors as required participated the meeting, which conforms to the regulations of the Company Law and Articles of Association. During the meeting, following proposals were deliberated and passed through:

1. The Report on Capital Increase in the Shanxi Airlines

In order to reduce asset-liability ratio of the Shangxi Airlines Company Limited (hereinafter referred to as the Shanxi Airlines), improve its financial strength and regional competitiveness, the HNA Airlines Group Company Limited would increase its investment in the Shanxi Airlines for RMB 500 million yuan in cash at the price of RMB 1.65 yuan per share. Upon the completion of the capital increase, the registered capital of the Shanxi Airlines would account for RMB 1.302 billion yuan. The registered capital of the Shanxi Airlines before the capital increase is of RMB 999 million yuan. The shareholding percentage of its shareholders, the Chang’an Airlines Company Limited, the Beijing Hongrui Shengda Trade Company Limited, the HNA Group Company Limited, and the Company would be 27.18%, 26.12%, 23.27% and 23.43% respectively.

Opinions of the independent directors: The capital increase would help to reduce asset-liability ratio of the Shangxi Airlines Company Limited, improve its financial strength and regional competitiveness. It would take positive effect on the Company’s development. The related directors had abstained from voting at the meeting of the board of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing enterprise and all shareholders exists.

Voting result: 4 affirmative votes, 0 dissenting vote, 0 abstention vote and 3 avoiding votes.

The proposal would be submitted to the general meeting for approval.

2. The Report on Capital Increase in the Xinsheng Feixiang

In order to make better use of its advertisement resources and improve its investment income, the Company plans to increase its investment in the Hainan Xinsheng Feixiang Culture & Media Company Limited (hereinafter referred to as the Xinsheng Feixiang) for RMB 100 million yuan in cash at the price of RMB 1.00 yuan per share. Upon the completion of the capital increase, the registered capital of the Xinsheng Feixiang would account for RMB 330 million yuan. The shareholding percentage of its shareholders, the Hainan Haihang Air Sales Company Limited, the HNA Airlines Group Company Limited, the Hainan Hangyu Commercial Company Limited and the Company would be 60.61%,8.48%,0.61% and 30.30% respectively.

Opinions of the independent directors: The capital increase would be beneficial for the Company to make better use of its advertisement resources, improve its investment income. The Xinsheng Feixiang is planning to list on the New Three Board. The listing successs would further improve the investment income of the Company and take positive effect on the Company’s development. The related directors had abstained from voting at the meeting of the board of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing enterprise and all shareholders exists.

Voting result: 4 affirmative votes, 0 dissenting vote, 0 abstention vote and 3 avoiding votes.

3. The Report on Signing the Franchise Agreement with the Xinsheng Feixiang

In order to make full use of its affiliated advertisement resources and increase the business income of the Company, the franchise agreement would be signed respetively between the Yunnan Xiangpeng Airlines Company Limited (hereinafter referred to as the Xiangpeng Airlines) and the Company, the Xiangpeng Airlines and the Xinsheng Feixiang for the exclusive operation of defined in-flight media products of ten-years term.

Opinions of the independent directors: The Xinsheng Feixiang possesses rich experiences in the field of advertisement for many years. The signature of the agreement would be beneficial for the Company to make full use of its affiliated advertisement resources and increase a steady income. It would take positive effect on the Company’s achievement. The related directors had abstained from voting at the meeting of the board of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing enterprise and all shareholders exists.

Voting result: 4 affirmative votes, 0 dissenting vote, 0 abstention vote and 3 avoiding votes.

4. The Report on Convening 2014 Eighth Extraordinary General Meeting

The board of directors agrees to convene the 2014 Eighth Extraordinary General Meeting of Shareholders on Nov. 28 of 2014.

Voting result: 7 affirmative votes, 0 dissenting vote and 0 abstention vote.

Hainan Airlines Company Limited
Board of Directors
Nov. 12, 2014

ANNOUNCEMENT OF CONNECTED TRANSACTION (1) HAINAN AIRLINES COMPANY LIMITED

The board of directors of the Company and its entire directors guarantee that there is no significant omission, fictitious description or serious misleading of information in this announcement and they will take both individual and joint responsibilities for the truthfulness, accuracy and completeness of the content.

Important Notice:

●● Content of Transaction: The HNA Airlines Group Company Limited (hereinafter referred to as the HNA Group) would increase its investment in the Shanxi Airlines Company Limited (hereinafter referred to as the Shanxi Airlines) for RMB 500 million yuan in cash. Upon the completion of the capital increase, the registered capital of the Shanxi Airlines would account for RMB 1.302 billion yuan. The registered capital of the Shanxi Airlines before the capital increase is of RMB 999 million yuan. The shareholding percentage of its shareholders, the Chang’an Airlines Company Limited, the Beijing Hongrui Shengda Trade Company Limited, the HNA Group Company Limited, and the Company would be 27.18%, 26.12%, 23.27% and 23.43% respectively.

●● The HNA Airlines Group Company Limited is controlled by the HNA Group Company Limited, the shareholder of the Company. The Chang’an Airlines Company Limited is the controlled subsidiary of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming abstained from voting at the meeting of the board of directors discussing the connected transaction.

●● Influence of the Transaction: The capital increase would help to reduce asset-liability ratio of the Shangxi Airlines Company Limited, improve its financial strength and regional competitiveness. It would take positive effect on the Company’s development.

1. General

In order to reduce asset-liability ratio of the Shangxi Airlines Company Limited, improve its financial strength and regional competitiveness, the HNA Airlines would increase its investment in the Shanxi Airlines for RMB 500 million yuan in cash at the price of RMB 1.65 yuan per share. Upon the completion of the capital increase, the registered capital of the Shanxi Airlines would account for RMB 1.302 billion yuan. The registered capital of the Shanxi Airlines before the capital increase is of RMB 999 million yuan. The shareholding percentage of its shareholders, the Chang’an Airlines Company Limited, the Beijing Hongrui Shengda Trade Company Limited, the HNA Group Company Limited, and the Company would be 27.18%, 26.12%, 23.27% and 23.43% respectively.

The HNA Airlines is controlled by the HNA Group Company Limited, the shareholder of the Company. The Chang’an Airlines is the controlled subsidiary of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming abstained from voting at the meeting of the board of directors discussing the connected transaction.

2. Introduction to the Related Company

The HNA Airlines Group Company Limited

The registered capital of the HNA Airlines Group Company Limited is for RMB 8.35 billion yuan. The legal representative of it is Wang Yingming.

Business scope: Investment management of projects related to air transportation; capital management, entrusted capital management, terminal building service and management (Projects need administrative approval shall be operated with license accordingly)

3. Basic Information of the Object

The Shanxi Airlines Company Limited

The registered address of the Shanxi Airlines Company Limited is Taiyuan city of Shanxi province. Its registered capital o is for RMB 999 million yuan. The legal representative of it is Wang Xiaodong.

Business scope: Approved air passenger and cargo transportation. The shareholding percentage of its shareholders, the Chang’an Airlines Company Limited, the Beijing Hongrui Shengda Trade Company Limited and the Company would be 35.42%,34.05% and 30.53% respectively.

As of Dec. 31 of 2013, the audited total assets of the Shanxi Airlines is of RMB 2.313 billion yuan, net assets of RMB 885 million yuan. The audited 2013 operation income of it accounted for RMB 1.602 billion yuan and net profit of RMB 100 million yuan. As of June 30 of 2014, the unaudited total assets of the Shanxi Airlines is of RMB 3.634 billion yuan, net assets of RMB 1.43 billion yuan and net profit of RMB 45 million yuan.

4. Main Contents and Pricing Policy of the Transaction

4.1 Major terms of the agreement

The HNA Airlines would increase its investment in the Shanxi Airlines Shanxi Airlines for RMB 500 million yuan in cash at the price of RMB 1.65 yuan per share. Upon the completion of the capital increase, the registered capital of the Shanxi Airlines would account for RMB 1.302 billion yuan. The registered capital of the Shanxi Airlines before the capital increase is of RMB 999 million yuan. The shareholding percentage of its shareholders, the Chang’an Airlines Company Limited, the Beijing Hongrui Shengda Trade Company Limited, the HNA Group Company Limited, and the Company would be 27.18%, 26.12%, 23.27% and 23.43% respectively.

4.2 Pricing policy

According to the evaluation report (Zhong Qi Hua Ping Zi [2014] No.1133) issued by the Beijing Zhongqihua Assets Evaluation Company Limited, the evaluated value of the net assets of the Shanxi Airlines of RMB 885 million yuan accounted for RMB 961 million yuan, 8.59% assets evaluation rising in value. Therefore, the evaluated net assets value per share accounts for RMB 1.47 yuan. Through friendly negotiations with other shareholders of the Shanxi Airlines and basing on the above evaluated value, the HNA Airlines would increase its capital investment in the Shanxi Airlines at the price of RMB 1.65 yuan per share.

5. Motivation and Influences

The capital increase would help to reduce asset-liability ratio of the Shangxi Airlines Company Limited, improve its financial strength and regional competitiveness. It would take positive effect on the Company’s development.

6. Opinion of Independent Directors

The capital increase would help to reduce asset-liability ratio of the Shangxi Airlines Company Limited, improve its financial strength and regional competitiveness. It would take positive effect on the Company’s development. The related directors had abstained from voting at the meeting of the board of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing enterprise and all shareholders exists.

7. Documents for Reference

7.1 Resolutions of the Board of Directors;

7.2 Prior Approval Opinion and Opinion of the Independent Directors signed;

Hainan Airlines Company Limited
Board of Directors
Nov. 12, 2014

ANNOUNCEMENT OF CONNECTED TRANSACTION (2) HAINAN AIRLINES COMPANY LIMITED

The board of directors of the Company and its entire directors guarantee that there is no significant omission, fictitious description or serious misleading of information in this announcement and they will take both individual and joint responsibilities for the truthfulness, accuracy and completeness of the content.

Important Notice:

●● Content of Transaction: The Hainan Airlines Company Limited (hereinafter referred to as the Company) would increase its investment in the Hainan Xinsheng Feixiang Culture & Media Company Limited (hereinafter referred to as the Xinsheng Feixiang) for RMB 100 million yuan in cash at the price of RMB 1.00 yuan per share. Upon the completion of the capital increase, the registered capital of the Xinsheng Feixiang would account for RMB 330 million yuan. The shareholding percentage of its shareholders, the Hainan Haihang Air Sales Company Limited, the HNA Airlines Group Company Limited, the Hainan Hangyu Commercial Company Limited and the Company would be 60.61%,8.48%,0.61% and 30.30% respectively.

●● The Hainan Haihang Air Sales Company Limited and the HNA Airlines Group Company Limited are controlled by the HNA Group Company Limited, the connected shareholder of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming abstained from voting at the meeting of the board of directors discussing the connected transaction.

●● Influence of the Transaction: The capital increase would be beneficial for the Company to make better use of its advertisement resources, improve its investment income. The Xinsheng Feixiang is planning to list on the New Three Board. The listing successs would further improve the investment income of the Company and take positive effect on the Company’s development.

1. General

In order to make better use of its advertisement resources and improve its investment income, the Company plans to increase its investment in the Xinsheng Feixiang for RMB 100 million yuan in cash at the price of RMB 1.00 yuan per share. The Hainan Haihang Air Sales Company Limited and the HNA Airlines Group Company Limited are controlled by the HNA Group Company Limited, the connected shareholder of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming abstained from voting at the meeting of the board of directors discussing the connected transaction.

2. Introduction to the Related Company

The Hainan Haihang Air Sales Company Limited

The registered capital of the Hainan Haihang Air Sales Company Limited is for RMB 410 million yuan. The legal representative of it is Liu Tao.

Business scope: sales agency for international & domestic air ticket (upon the approval of the CAAC); air service consultant; air transportation related services; research & development of computer hardware, software and network equipment; computer technology consultant & services; sales agency for construction materials, aquatic product, gifts and souvenirs, tourist gifts of hotel (not including foodstuff); part-time insurance agency service (personal accident insurance, inconvenience insurance for air travel and motor vehicle insurance); ticket sales agency for tourist spot, commercial activities and train.

The HNA Airlines Group Company Limited

The registered capital of the HNA Airlines Group Company Limited is for RMB 8.35 billion yuan. The legal representative of it is Wang Yingming.

Business scope: Investment management of projects related to air transportation; capital management, entrusted capital management, terminal building service and management (Projects need administrative approval shall be operated with license accordingly)

3. Basic Information of the Object

The Hainan Xinsheng Feixiang Culture & Media Company Limited

The registered capital of the Hainan Xinsheng Feixiang Culture & Media Company Limited accounts for RMB 230 million yuan. Its legal representative is Gao Di. The legal domicile is at Fl. 14 of Yintong International Center, No. 45 Guomao Avenue, Haikou, Hainan province.

Business scope: Sales agency for domestic air passenger transportation (not including Hongkong, Macao and Taiwan routes); sales agency for international (or Hongkong, Macao and Taiwan routes) air passenger transportation; design, manufacture, publish and agent for domestic advertisements, enterprise image design, network engineering, website development, information service of the second type of value-added telecommunication business (including internet information service without phone information service), construction materials, mechanical and electrical equipment, communication equipment, computer spare-parts, instrument and apparatus, hardware &electric material, office supplies, clothing & shoes, general merchandise, electronic products, household electrical appliances, perfume and cosmetics and gifts & crafts Above projects which need the administrative approval or operation license shall be operated accordingly. The shareholding percentage of the Hainan Haihang Air Sales Company Limited, the HNA Airlines Group Company Limited and the Hainan Hangyu Commercial Company Limited and the Company is of 86.96%, 12.17% and 0.87% respectively.

As of March 31 of 2014, the audited total assets of the Xinsheng Feixiang is of RMB 265,843,600 yuan, net assets of RMB 235,595,100 yuan, operation income of RMB 40,679,800 yuan and net profit of RMB 4,218,500 yuan.

4. Main Contents and Pricing Policy of the Transaction

4.1 Major terms of the agreement

The Company would increase its investment in the Xinsheng Feixiang for RMB 100 million yuan in cash at the price of RMB 1.00 yuan per share. Upon the completion of the capital increase, the registered capital of the Xinsheng Feixiang would account for RMB 330 million yuan. The shareholding percentage of its shareholders, the Hainan Haihang Air Sales Company Limited, the HNA Airlines Group Company Limited, the Hainan Hangyu Commercial Company Limited and the Company would be 60.61%,8.48%,0.61% and 30.30% respectively.

4.2 Pricing policy

According to the evaluation report (Zhong Wei Zheng Xin Ping Bao Zi [2014] No.5005) issued by the Zhongwei Zhengxin (Beijing) Assets Evaluation Company Limited, the evaluated value of the net assets of the Xinsheng Feixiang of RMB 235,595,100 yuan accounted for RMB 235,655,000 yuan as of March 31 of 2014. Therefore, the evaluated net assets value per share accounts for RMB 1.02 yuan. Through friendly negotiations with other shareholders of the Xinsheng Feixiang and basing on the above evaluated value, the Company would increase its capital investment in the Xinsheng Feixiang at the price of RMB 1.00 yuan per share..

5. Motivation and Influences

The capital increase would be beneficial for the Company to make better use of its advertisement resources, improve its investment income. The Xinsheng Feixiang is planning to list on the New Three Board. The listing successs would further improve the investment income of the Company and take positive effect on the Company’s development.

6. Opinion of Independent Directors

The capital increase would be beneficial for the Company to make better use of its advertisement resources, improve its investment income. The Xinsheng Feixiang is planning to list on the New Three Board. The listing successs would further improve the investment income of the Company and take positive effect on the Company’s development. The related directors had abstained from voting at the meeting of the board of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing enterprise and all shareholders exists.

7. Documents for Reference

7.1 Resolutions of the Board of Directors;

7.2 Prior Approval Opinion and Opinion of the Independent Directors signed;

Hainan Airlines Company Limited
Board of Directors
Nov. 12, 2014

ANNOUNCEMENT OF CONNECTED TRANSACTION (3) HAINAN AIRLINES COMPANY LIMITED

The board of directors of the Company and its entire directors guarantee that there is no significant omission, fictitious description or serious misleading of information in this announcement and they will take both individual and joint responsibilities for the truthfulness, accuracy and completeness of the content.

Important Notice:

The Hainan Airlines Company Limited (hereinafter referred to as the Company) and the Yunnan Xiangpeng Airlines Company Limited (controlled subsidiary of the Company) would sign the franchise agreement respectively with the Hainan Xinsheng Feixiang Culture & Media Company Limited (hereinafter referred to as the Xinsheng Feixiang) for an exclusive operation of defined in-flight media products of ten-years term.

●● The Xinsheng Feixiang is controlled by the HNA Group Company Limited, the connected shareholder of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming abstained from voting at the meeting of the board of directors discussing the connected transaction.

●● Influence of the Transaction: The Xinsheng Feixiang possesses rich experiences in the field of advertisement for many years. The signature of the agreement would be beneficial for the Company to make full use of its affiliated advertisement resources and increase steady income. It would take positive effect on the Company’s achievement.

1. General

In order to make full use of its affiliated advertisement resources and increase the business income of the Company, the franchise agreement would be signed between the Yunnan Xiangpeng Airlines Company Limited (hereinafter referred to as the Xiangpeng Airlines) and the Company, the Xiangpeng Airlines and the Xinsheng Feixiang respectively.The Xinsheng Feixiang is controlled by the HNA Group Company Limited, the connected shareholder of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming abstained from voting at the meeting of the board of directors discussing the connected transaction.

2. Introduction to the Related Company

The Hainan Xinsheng Feixiang Culture & Media Company Limited

The registered capital of the Hainan Xinsheng Feixiang Culture & Media Company Limited accounts for RMB 230 million yuan. Its legal representative is Gao Di. The legal domicile is at Fl. 14 of Yintong International Center, No. 45 Guomao Avenue, Haikou, Hainan province.

Business scope: Sales agency for domestic air passenger transportation (not including Hongkong, Macao and Taiwan routes); sales agency for international (or Hongkong, Macao and Taiwan routes) air passenger transportation; design, manufacture, publish and agent for domestic advertisements, enterprise image design, network engineering, website development, information service of the second type of value-added telecommunication business (including internet information service without phone information service), construction materials, mechanical and electrical equipment, communication equipment, computer spare-parts, instrument and apparatus, hardware &electric material, office supplies, clothing & shoes, general merchandise, electronic products, household electrical appliances, perfume and cosmetics and gifts & crafts Above projects which need the administrative approval or operation license shall be operated accordingly.

3. Main Contents of the Agreement

3.1 Xinsheng Feixiang and the Company

Party A: The Hainan Airlines Company Limited

Party B: The Hainan Xinsheng Feixiang Culture & Media Company Limited

3.1.1 Co-operation Content

a. Business scope: On-board sales, title rights of aircraft hull, advertisement of air caterings, market channels fee, inner cabin media

b. Party B shall be responsible to collect the payment under the agreement and the relative operation cost shall be borne by Party B.

3.1.2 Payment method: Party B shall pay the amount of RMB 8.4 million yuan for the exclusive franchise fee to Party A before August 22 of each year since the signature of the agreement.

3.1.3 Term: The agreement would take effect on the seal date of the agreement. The validity of the agreement would be for ten years. Before the termination of the agreement, either party who would not renew the agreement shall inform the other party 90 days prior to the termination date in written form. Provided Party A would continue to grant the franchise right of in-flight media, Party B shall have the priority to renew the agreement.

3.2 Xinsheng Feixiang and Xiangpeng Airlines

Party A: The Yunnan Xiangpeng Airlines Company Limited

Party B: The Hainan Xinsheng Feixiang Culture & Media Company Limited

3.1.1 Co-operation Content

a. Business scope: On-board sales, title rights of aircraft hull, advertisement of air caterings, market channels fee, inner cabin media

b. Party B shall be responsible to collect the payment under the agreement and the relative operation cost shall be borne by Party B.

3.1.2 Payment method: Party B shall pay Party A the amount of RMB 3.7 million yuan for the exclusive franchise fee to Party A before August 22 of each year since the signature of the agreement.

3.1.3 Term: The agreement would take effect on the seal date of the agreement. The validity of the agreement would be for ten years. Before the termination of the agreement, either party who would not renew the agreement shall inform the other party 90 days prior to the termination date in written form. Provided Party A would continue to grant the franchise right of in-flight media, Party B shall have the priority to renew the agreement.

4. Trading Price Confirmation

Through friendly negotiation, the Xiangpeng Airlines, the Xinsheng Feixiang and the Company confirmed the annual exclusive franchise fee for amount of RMB 8.4 million yuan and RMB 3.7 million yuan respectively based on the evaluated data as of Dec. 31 of 2013 and principles of equality, mutual benefit, honesty and credibility according to the Contract Law of the PRC and related rules and regulations.

5. Motivation and Influences

The Xinsheng Feixiang possesses rich experiences in the field of advertisement for many years. The signature of the agreement would be beneficial for the Company to make full use of its affiliated advertisement resources and increase steady income. It would take positive effect on the Company’s achievement.

6. Opinion of Independent Directors

The Xinsheng Feixiang possesses rich experiences in the field of advertisement for many years. The signature of the agreement would be beneficial for the Company to make full use of its affiliated advertisement resources and increase a steady income. It would take positive effect on the Company’s achievement. The related directors had abstained from voting at the meeting of the board of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing enterprise and all shareholders exists.

7. Documents for Reference

7.1 Resolutions of the Board of Directors;

7.2 Prior Approval Opinion and Opinion of the Independent Directors signed;

Hainan Airlines Company Limited
Board of Directors
Nov. 12, 2014

NOTICE OF CONVENING THE GENERAL MEETING OF SHAREHOLDERS HAINAN AIRLINES COMPANY LIMITED

The Hainan Airlines Company Limited and the entire members of its board of directors (“BoD”) hereby guarantee the truthfulness, accuracy and completeness of the announcement and would take responsibilities for significant omission, fictitious description or serious misleading of it.

1. Basic Information of the Conference

This 2014 eighth extraordinary general meeting is convened by the board of directors.

1.1 On-site meeting time: at 14:30 on Nov. 28 of 2014;

On-line meeting time: at 9:30-11:30 and 13:00-15:00 on Nov. 28 of 2014

1.2 Place: at the Conference hall of 3rd floor of the New Haihang Mansion, No. 7 Guoxing Rd., Haikou City

1.3 Voting Method: The shareholders and proxies could join the on-site and on-line voting of this general meeting. The Company would provide the network voting platform through the trading system of the SSE. Shareholders of the Company could execute their voting right through above system on the trading time of the meeting day.

2. Proposal of the Meeting:

The Report on Capital Increase in the Shanxi Airlines

3. People Attending the Meeting

3.1 The shareholders of A-share registered in the China Securities Depository and Clearing Corporation Limited, Shanghai branch after closing on Nov. 21 of 2014.

3.2 The shareholders of B-share registered in the China Securities Depository and Clearing Corporation Limited, Shanghai branch after closing on Nov. 26 of 2014. The last trading date of B-share is on Nov. 21 of 2014.

3.3 Proxies with the Authorized Mandate.

3.4 Directors, supervisors, senior management and lawyers of the Company.

4. Registration Method

The eligible participants are requested to register at the office of the Security Department on 23rd Fl. of the New Haihang Mansion before 17:00 pm on Nov. 27 of 2014. The fax and letter registration shall take effect on the confirmation of the Company.

4.1 For individual shareholders, it is necessary to take with them the valid Certificate of Stock Equity, the original and duplicate of ID card;

4.2 For legal-person shareholders, it is necessary to take with them the valid Certificate of Stock Equity, Letter of Authorized Mandate, the duplicate of the Corporate Certificate of Business Operation, the duplicate of ID card of the legal representatives;

4.3 For bailees, it is necessary to take with them the valid Certificate of Stock Equity, the duplicates of ID cards of the Bailor & Bailee, Letter of Authorized Mandate.

5. Contact Method and Others

Address: Fl. 23, New Haihang Mansion, No. 7 Guoxing Rd., Haikou City

Post Code: 570203

Tel: 0898-6673 9961 Fax: 0898-6673 9960

The meeting is scheduled to last half a day. The accommodation and travel expenses shall be borne by participants themselves:

Hainan Airlines Company Limited
Nov. 12, 2014

Attachment 1:
LETTER OF AUTHORIZED MANDATE

This letter is to entrust Mr. (Miss) _____ to participate in the 2014 eighth extraordinary shareholders’ general meeting of the Hainan Airlines Company Limited and to authorize him/her to vote.

Stock Equity: _____ share (s)

Certificate Number of Stock Equity (Stock Account No.): _____

Bailer: _____ Participant: _____

Proposal	Vote		
	Affirmative Vote	Dissenting Vote	Abstention Vote
The Report on Capital Increase in the Shanxi Airlines			

Date of Entrustment: _____

Attachment 2: Procedures of On-line Voting

The Company would provide the on-line voting platform for shareholders through the trading system of the SSE. The shareholders might exercise the voting right through above system at the trading hours of the meeting day. The on-line voting time is at 9:30-11:30 and 13:00-15:00 of Nov. 28 of 2014 (trading hours). Following is the voting procedure:

1. Vote Code

Share Type	Security Code	Abbreviation of Vote	Trading Direction	Buy-in Price
A-share (600221)	738221	HNA Vote	Buy in	To correspond to the subscription price
B-share (900945)	938945	HNA Vote	Buy in	To correspond to the subscription price

Shareholders of both A-share and B-share shall vote respectively through the A-share and B-share trading system of the SSE.

No.	Proposal	Corresponding Subscription Price (In RMB yuan)
1	The Report on Capital Increase in the Shanxi Airlines	1.00

3. Votes	
Vote Type	Corresponding Subscription Votes
Affirmative Vote	1 share
Dissenting Vote	2 shares
Abstention Vote	3 shares

4. Vote Sample

Following is the example for the investor holding both A-share and B-share if he votes for the Proposal 1:

Security Code	Trading Direction	Subscription Price	Subscription Share Volume
738221	Buy in	RMB 1.00 yuan	1 share
938945	Buy in	RMB 1.00 yuan	1 share

If the investor votes against the Proposal 1, he should change the subscription share volume to 2 shares and keep the other items the same as following:

Security Code	Trading Direction	Subscription Price	Subscription Share Volume
738221	Buy in	RMB 1.00 yuan	2 shares
938945	Buy in	RMB 1.00 yuan	2 shares

5. Attentions

5.1 The vote on proposals could be applied for in any order. However the applied vote could not be withdrawn.

5.2 For the same proposal, multi votes are not acceptable. The initial applied vote shall be prevailed.

5.3 The vote which is not in conformity with above requirements would be taken as invalid vote. It would not be accounted into the vote statistics.

5.4 The subscription price of RMB 99.00 yuan represents that all proposals of this general meeting would be deliberated in one vote. The declaration of vote for single proposal would be prior to the declaration of vote for all proposals.

5.5 The shareholder, who voted for a single proposal or several proposals of multi-proposals through on-line vote, would be deemed as he had participated the meeting. The voting right presented by him would be accounted into the voting right amount presented the meeting. The proposals, for which such shareholder did not vote or the vote declaration was not in accordance with the regulations of the SSE, would be deemed as abstention vote.