A35		2015年3月26日(星期四) 香港文匯報WEN WEI PO_
unit registered capital. The exact value shall subject to the formally issued evaluation report. It's forecast that the capital increase to	B-share 900945 HH B share April 10, 2015 April 7, 2015	& construction; sales agency for domestic & international passenger and cargo transportation; air route maintenance;
the Bohai Trust would need amount of RMB 3,532,521,300 yuan.	4.2 Directors, supervisors and senior management	advertisement, beverage service; sales of groceries, air & craft (not including gold & silver jewelry), dress, hats & shoes, books & periodicals and foods; parking lot service; air express; road transportation for passenger and cargo; retail
The Company would waive the priority right to subscribe the capital contribution and agreed that the Xinhua Airlines could coordinate with the Bohai Trust to sign the related agreement and documents, provided that the HNA Investment increase the	4.3 Lawyers engaged by the Company	for cigarette and cigar (The validity shall be terminated on Dec. 31 of 2008).
capital contribution in the Bohai Trust at the price of no less than RMB 3.68 per unit register capital.	4.4 Others	Haikou Meilan International Airport Company Limited Registered capital: RMB 2.028 billion yuan;
5. Motivation and Influences	5. Registration Method	Legal representative: Liang Jun
The capital contribution increase would enrich the financial strength of the Bohai Trust. The motivation of investing into	5.1 The eligible participants are requested to register before 17:00 of April 14 of 2015 at the West Zone on 5th Fl. of the New	Business Scope: Airport operation, planning and management; air transportation service; agency for sales of air ticket; ground transportation agency service; real estate development; land and equipment leasing; storage service (expect
the trust & investment industry is to improve the investment income of the Company and share the rapidly increasing income	Haihang Mansion. The fax and letter registration shall take effect on the confirmation of the Company. 5.2 For individual shareholders, it is necessary to take with them the valid Certificate of Stock Equity, the original and	for dangerous materials); sales of commodities, hardware and electrical tools, clothes, arts and crafts, electricity, water.
of the industry. Since the Company has no sufficient talents reserve of professional management of the industry and is lack of	duplicate of ID card;	(Projects need administrative approval shall be operated with license accordingly)
management experiences, It plans to waive this priority right to subscribe the capital contribution. The priority waiving would cause the reduce of shareholding proportion of the Company in the Bohai Investment. However it would not influence the normal	5.3 For legal-person shareholders, it is necessary to take with them the valid Certificate of Stock Equity, Letter of Authorized	Sanya Phoenix International Airport Company Limited Registered capital: RMB 2.409 billion yuan
operation and financial status of the Company.	Mandate, the duplicate of the Corporate Certificate of Business Operation, the duplicate of ID card of the legal representatives;	Legal representative: Huang Qiu
6. Opinion of Independent Directors	5.4 For bailees, it is necessary to take with them the valid Certificate of Stock Equity, the duplicates of ID cards of the Bailer	Business scope: Aviation service; passenger & cargo transportation agency for domestic air routes except for Hongkong, Marco and Taiwan (not including dangerous goods); rental and repair of vehicle and equipment; operation
The capital contribution increase would enrich the financial strength of the Bohai Trust. The motivation of investing into	& Bailee, Letter of Authorized Mandate.	of parking lot; tourism (not including tourist agency); commercial business; leasing of airport and equipment; storage
the trust & investment industry is to improve the investment income of the Company and share the rapidly increasing income	 Contact Method and Others Address: West Zone on FI. 5, New Haihang Mansion, No. 7 Guoxing Rd., Haikou City 	service; cleaning maintenance; design, publishing and agency of advertisement; technology and consultation service
of the industry. Since the Company has no sufficient talents reserve of professional management of the industry and is lack of	Post Code: 570203	for aviation information technology; professional training (Projects need administrative approval shall be operated with license accordingly).
management experiences, it plans to waive this priority right to subscribe the capital contribution. The priority waiving would cause the reduce of shareholding proportion of the Company in the Bohai Investment. However it would not influence the normal	Tel: 0898-6673 9961 Fax: 0898-6673 9960	Gansu Airport Group Company Limited
operation and financial status of the Company. The exact price shall be confirmed on the evaluated baseline value as of the Sept.	The meeting is scheduled to last half a day. The accommodation and travel expenses shall be borne by participants themselves.	Registered capital: RMB 1,226,560 thousand yuan Legal representative: Meng Fansheng
30 of 2014 in the evaluation report issued by the qualified evaluation institute. The Company would waive the priority right to		Business scope: To provide taking-off and landing infrastructures and equipment for aircraft (runways, taxiways,
subscribe the capital contribution provided that the HNA Investment increase the capital contribution in the Bohai Trust at the	Board of Directors	apron); provide communication and navigation for aircraft; ground direction service; weather forecast and security
price of no less than RMB 3.68 per unit register capital. The related directors had abstained from voting at the meeting of the board	Hainan Airlines Company Limited	service; provide waiting terminal and ground service infrastructure for passengers; provide ground security and sales consignment service for air carriers; energy supply transfer in the field; airlines refuse and sewage treatment; provide
of directors discussing the connected transaction. The procedure is legal and valid. No activity harming the interests of listing	Mar. 26, 2015	safety examination service for people, luggage, or cargo and mail entering the airport quarantine; cleaning, environment
enterprise and all shareholders exists.	Attachment 1: Letter of Authorized Mandate	protection and greenery services for public area of airport; security service in airport; investment consultation; advertisement; property leasing.
7. Documents for Reference 7.1 Resolutions of the Board of Directors;		Yangtze River Express Aviation Company Limited
7.1 Resolutions of the Independent Directors; 7.2 Opinions of the Independent Directors signed;	LETTER OF AUTHORIZED MANDATE	Registered capital: RMB 2,687.5 million yuan
The opinious of the independent precedit signed,	This letter is to entrust Mr. (Miss) to participate in the 2014 annual general meeting of shareholders of the	Legal representative: Shu Weidong Business scope: Domestic and international cargo and mail air transportation (including Hongkong and Marco);
Hainan Airlines Company Limited	Hainan Airlines Company Limited on April 15 of 2015 and to authorize him/her to vote.	domestic air cargo transportation sales, ground agency and distribution; goods storage; cargo transportation and logistic
Board of Directors		business consultation and related businesses; import and export business (Projects need administrative approval shall be operated with license accordingly).
Mar. 26, 2015	Amount of Ordinary Share:share (s) Amount of Preferred Share:share (s)	Yangtze River International Leasing Company Limited
	Certificate Number of Stock Equity (Stock Account No.):	Registered capital: USD 342 million
		Legal representative: Gao Chuanyi Business scope: Finance & leasing service of mechinary equipment; leasing consultant
ANNOUNCEMENT OF CAPITAL CONTRIBUTION INCREASE	No. Non-cumulative voting proposal Affirmative Vote Dissenting Vote Abstention Vote	Haihang Aviation Technology Company Limited
IN THE CHANG'AN AIRLINES	1 The 2014 Annual Report and 2014 Annual Report Summary	Registered capital: RMB 2.08 billion yuan Legal representative: Xie Haoming
HAINAN AIRLINES COMPANY LIMITED	2 The 2014 Work Summary of the Board of Directors	Business Scope: Maintenance, repair and renovation of aircraft, engines (including APU) and other auxiliaries
	3 The 2014 Work Summary of the Board of Superviors	for domestic and foreign customers; providing flying setup service for domestic and foreign airlines enterprises; providing out-base maintenance & technology service; technology management of fleet and other engineering service;
The board of directors of the Company and its entire directors guarantee that there is no significant omission, fictitious	4 The 2014 Financial Report and 2015 Financial Plan	examination service; sub-contract management of engine, auxiliaries and other parts; personnel training; technology
description or serious misleading of information in this announcement and they will take both individual and joint responsibilities	5 The 2014 Profit Sharing Plan	consulting; maintenance development; design, manufacture and repair of ground equipment and facilities; equipment
for the truthfulness, accuracy and completeness of the content. Important Notice:	6 The Report on the Payroll Solution for the Directors, Supervisors and Senior	management and logistic service; design and manufacture of aircraft (Projects need administrative approval shall be operated with license accordingly).
 Content of Transaction: The Haihang Aviation Group Company Ltd. (hereinafter referred to as the Haihang Aviation) plans 	Managers	Tianjin Airlines Company Limited
to increase its investment in the Chang'an Airlines Company Limited (hereinafter referred to as the Chang'an Airlines) for RMB	7 The Report on Continuous Engagement of the Accounting Firm and Payment	Registered capital: RMB 8,193 million yuan Legal representative: Xin Di
400 million yuan in cash at the price of RMB 1.68 yuan per share. Upon completion of the capital increase, the registered capital	8 The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties	Business Scope: Domestic air passenger and cargo transportation; international air passenger and cargo transportation
of the Chang'an Airlines would be of RMB 2,856 million yuan from its previous register capital of RMB 2,618 million yuan. The	The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee	to neighboring countries; air passenger and cargo transportation from Tianjin to Hongkong, Marco and neighboring-
shareholding percentage of the shareholders of the Chang'an Airlines would be 16.69% by the Haihang Aviation, 21.88% by the	⁹ Quota between the Company and its Controlled Subsidiaries	countries; self-owned aircraft leasing and aircraft maintenance; aviation professional training and consultation service; import and export of commodity and technology; advertisement; agency for joint cargo transportation; management
Beijing Hongreui Shengda Commerce & Trade Company Limited and 61.43% by the Company.	10 The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties	and leasing of self-owned aircraft; insurance agency services (including accident, health and traditional life insurances);
•• The Haihang Aviation was controlled by the HNA Group Company Limited, the shareholder of the Company. Therefore this transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming, had abstained from voting	11 he Report on the Aircraft Importation in 2015	operation of aviation equipment and commodities (according to related rules and regulations) Western Airlines Company Limited
at the meeting of the board of directors discussing the connected transaction.	12 The 2014 Working Report of Independent Directors	Registered capital: RMB 1,492 million yuan
• Influence of the Transaction: The capital increase would be beneficial for the Chang'an Airlines to reduce the assets-		Legal representative: Zhu Tao
liability ratio, increase capital and regional competitiveness. It would enhance the competitiveness of its main business and would	13 The Report on Engaging Internal Control Auditor	Business scope includes: Business needs necessary administrative license: Domestic passenger and cargo transportation; agent service; cargo
take positive effect on the future development of the Company.	14 The Report on Signing Aircraft Purchasing Agreement	transportation insurance; aviation accident insurance.
1. General	15 The Report on Waiving the Priority Right to Subscribe for Capital Contribution of the Bohai Trust	Ordinary business: Agency for inter-airlines enterprises business; service businesses relating to the aviation transportation; import & export of cargo and technology (except for businesses prohibited by the law and administrative
In order to reduce the assets-liability ratio, increase capital and regional competitiveness, the Haihang Aviation plans to	16 The Report on Capital Contribution Increase in the Chang'an Airlines	regulations, otherwise with related license); sales of electronic products, art & craft, cosmetics; design, production and
increase its investment in the Chang'an Airlines Company Limited (hereinafter referred to as the Chang'an Airlines) for RMB 400 million yuan in cash at the price of RMB 1.68 yuan per share. Upon completion of the capital increase, the registered capital		issuance of advertisement.
of the Chang'an Airlines would be of RMB 2,856 million yuan from its previous register capital interace, the registered capital of the Chang'an Airlines would be of RMB 2,856 million yuan from its previous register capital of RMB 2,618 million yuan. The	Bailer: Participant: ID No. ID No.:	Beijing Capital Airlines Company Limited Registered capital: RMB 1.5 billion yuan
shareholding percentage of the shareholders of the Chang'an Airlines would be 16.69% by the Haihang Aviation, 21.88% by the	Date of Entrustment:	Legal representative: Hu Mingbo
Beijing Hongreui Shengda Commerce & Trade Company Limited and 61.43% by the Company.	Duc of Enrugancia.	Business scope: Domestic air passenger and cargo transportation (including Hongkong, Marco and Taiwan); International air passenger and cargo transportation; charter of VIP flight; medical rescue flying (except for medical
The Haihang Aviation was controlled by the HNA Group Company Limited, the shareholder of the Company. Therefore this	Remark:	treatment); management of aircraft; helicopter aviation business; insurance agency; : sales of arts and crafts; import &
transaction is a connected transaction. The related directors, Xin Di, Mu Weigang and Xie Haoming, had abstained from voting at	The Bailer shall check ($$) in any one of the Affirmative Vote, Dissenting Vote or Abstention Vote option of the above Letter	export of goods; leasing of machinery; technical service; sales of machinery; agency, design, production, and issuance
the meeting of the board of directors discussing the connected transaction.	of Authorized Mandate. If the bailer did not give specific instruction in the above Letter of Authorized Mandate, the Bailee shall	of advertisement; aircraft simulator training. Grand China Air Company Limited
2. Introduction to the Related Companies	have the right to cast the vote on his/her own will.	Registered capital: RMB 6,008 million yuan
The Hainan Haihang Aviation Group Company Limited Its registered capital is of RMB11.35 billion yuan. The legal representative is Chen Wenli.		Legal representative: Chen Feng
Business scope: Investment management of aviation-related projects; capital management; management of entrusted asss/ets;		Business Scope: Aviation transportation; aviation maintenance and service; air caterings; on-board supplying; extended service relating to the aviation transportation; investment and management of airport; passenger terminal
terminal building service and management (Projects which needs administrative license shall be operated accordingly).	ANNOUNCEMENT OF ROUTINE CONNECTED	service and management; hotel management (Projects need administrative approval shall be operated with license
3. Basic Information of the Object	TRANSACTIONS	accordingly)
Chang'an Airlines Company Limited (controlled subsidiary of the Company)	HAINAN AIRLINES COMPANY LIMITED	The Grand China Air Company Limited is the controlling shareholder of the Company Haihang Yisheng Holding Company Limited
Registered capital: RMB 2,618 million yuan		Registered capital: RMB 120 million yuan
Legal representative: Chen Renfeng	The board of dispetence of the Commons and its antise dispetence supported that there is no significant emission	Legal representative: Liu liangtao

Address: B2402 Chuangye Plaza, No. 48 Keji Road, Hi-tech Zone, Xi'an city Business scope: Passenger and cargo transportation to certain domestic cities from Shannxi province (The validity of the

public aviation transportation lisence is on Jan. 17 of 2016); aviation related service and ground vehicle transportation service; air catering; tourist; property (The project which need administrative lisence or special certificate regulated by the law shall be operated accordingly); agency or self-run import & export business (except for commodities and technology prohibited)

As of Dec. 31 of 2014, the total audited assets accounted for RMB 8,923 millionyuan, net assets for RMB 3.8 billionyuan and net profit for RMB 148 million yuan.

4. Main Content and Pricing Policy

Through friendly negotiation, it's agreed that the trading price would be confirmed at RMB 1.68 yuan per share subject to the evaluation report (Tong Zhi Xin De Ping Bao Zi [2015] No. 028) issued by the Tongzhi Xinde (Beijing) Assets Evaluation Company Limited on the base date of Dec. 31, 2014. As of December 2014, the net book value of the Chang'an Airlines accounted for RMB 3,799,880 thousand yuan, the evaluation value for RMB 4,398,330 thousand yuan. The appreciation rate is of 15.709

5 Motivation and Influences

The capital increase would be beneficial for the Chang'an Airlines to reduce the assets-liability ratio, increase capital and regional competitiveness. It would enhance the competitiveness of its main business and would take positive effect on the future development of the Company.

6. Opinion of Independent Directors

The Haihang aviation plans to increase its investment in the Chang'an Airlines for RMB 400 million yuan in cash. It would be beneficial for the Chang'an Airlines to reduce the assets-liability ratio, increase capital and regional competitiveness. It would enhance the competitiveness of its main business and would take positive effect on the future development of the Company.

The trading price was confirmed through friendly negotiation. It's agreed that the Haihang Aviation would increase its investment in the Chang'an Airlines for RMB 400 million yuan in cash at the price of RMB 1.68 yuan per share based on the evaluation report of Dec. 31 of 2014. Upon completion of the capital increase, the Haihang Aviation would hold 16.69% equity of the Chang'an Airlines. The price is fair and reasonable. The related directors had abstained from voting. 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 Opinions of the Independent Directors signed;

Hainan Airlines Company Limited Board of Director Mar. 26, 2015

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

The ownu 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. According to the related regulations on the listing enterprises: For routine connected transactions, if there's no substantial changes in major trading conditions, such as the pricing basis, trading price and payment terms, the listing enterprise may present specifications on the performance of related connected transactions in its periodical report and forecast the trading amount of next year. Following is the 2014 routine connected transactions and forecast for amount of 2015 connected transactions: Monetary Unit: In RMB 100 million yuan Related Party Trading Content 2014 Trading Estimated 2015 Amount Trading Amount

		Amount	Trading Amount
Xinhua Air Catering Company Limited	Purchasing air caterings	1.40	1.78
Hainan Air Catering Company Ltd.	Purchasing air caterings	0.45	0.57
Xinjiang Haihang Lufthansa Air Catering Company Limited	Purchasing air caterings	0.35	0.44
	Purchasing air caterings	0.25	0.28
Sanya Lufthansa Air Caterings Company Limited	Purchasing air caterings	0.18	0.22
Gansu Air Catering Company Limited	Purchasing air caterings	-	0.16
Inner Mongolia Air Catering Company Limited	Purchasing air caterings	-	0.03
Yichang Air Catering Company Limited	Purchasing air caterings	-	0.02
Weifang Airport Company Limited	Taking-off and landing expenses, income from aircraft	1.47	1.85
Haihang Infrastructure Company Limited	Taking-off and landing expenses, Rentals of airport terminal building	1.26	1.46
Sanya Phoenix International Airport Company Limited	Taking-off and landing expenses	0.94	1.15
Gansu Airport Company Limited	Taking-off and landing expenses, income from aircraft	0.55	0.62
Haikou Meilan International Airport	charter		
Company Limited	Taking-off and landing expenses	0.46	0.54
Yichang Airport Company Limited	Taking-off and landing expenses, income from aircraft charter	0.20	0.27
Manzhouli Airport Company Limited	Taking-off and landing expenses, income from aircraft charter	-	0.18
HNA Cargo Transportation Company Limited	Payment for commission of cargo transportation agency; income from aircraft chartering; collecting and paying service	8.77	9.98
Beijing Daisa	income from aircraft charter	2.17	3.76
Tangshan Airport Company Limited	Taking-off and landing expenses,	0.47	0.50
Grand China Air Company Limited	Charges on ticket sale for related parties; collecting and paying service; income from aircraft leasing	1.29	1.35
Tianjing Airlines Company Limited	Charges on ticket sale for related parties; collecting and paying service; income from aircraft leasing and pilot transfer; aircraft maintenance and security; property rentals	3.78	3.80
Beijing Capital Airlines Company Limited	Charges on ticket sale for related parties; collecting and paying service; income from aircraft leasing and pilot transfer; aircraft maintenance and security; property rentals	6.05	6.35
Western Airlines Company Limited	Charges on ticket sale for related parties; collecting and paying service; income from aircraft leasing and pilot transfer; income from mileage score	0.97	1.02
	-	11.56	13.31
Bairuichen Culture Media (Beijing) Company Ltd.	Advertisement fee	0.12	0.20
Hongkong Airlines Company Limited	Aircraft chartering, property rentals, income from mileage score	5.84	6.54
Hongkong Express Company Limited	Aircraft chartering, income from mileage score	0.50	0.52
HNA Group Finance Company Ltd.	Income from interests; property rentals	1.02	1.24
HNA Group Company Ltd	Property rentals, collecting and paying service	0.05	0.09
Yangtze River Express Company Limited	Collecting and paying service; Income from aircraft leasing; income from pilot transfer	0.45	0.51
Haihang Aviation Sales	Collecting and paying service; Income from property rentals; charges on ticket payment for related party	2.46	2.83
Deer Jet (Shanghai) Company Limited	Transfer of pilot	-	0.04
Xinsheng Feixiang	Loyalities;income from fuel	-	0.10
Haihang Yisheng Holding Company Limited	Charges on ticket sale for related parties; income from sales of new golden deer card	0.25	0.27
Hainan Haihang Import & Export Company	Payment for commissions of import & export	0.49	0.51
Ltd Hainan Xinsheng Information Technology	Charges on ticket sale	0.01	0.02
Company Ltd HNA Hotel Group Company Ltd	Property rentals	1.32	1.32
HNA Tourist Holding (Group) Company	Property rentals	0.13	0.15
Limited HNA Capital Holding Company Limited	* 5		
Bohai Trust Company Limited	Property rentals	0.10	0.10
Bohai Leasing Company Limited	Property rentals Property rentals	-	0.06
Yangtze River Insurance Agency Company	Property rentals	-	0.04
Limited Haihang New Downtown Company Limited		-	
Hongkong Aviation Leasing	Property rentals Aircraft charter	- 1.24	0.02
Yangtze River Leasing Company Limited	Rentals of aircraft engine	0.42	0.44
Haihang Information Company Limited	Information technology service of related parties	-	0.18
Dongying Airport Company Limited	Taking-off and landing expenses	-	0.07
Tianjin Yanshan Investment Company	Property rentals	-	0.02
Limited		-	0.03
Yisheng Payment Company Limited	Payment for sales commission of air ticket	-	0.02
Min'an Insurance	Insurance premium	-	2.80
Total		56.97	69.07

Business scope: Collection and supply of consuming and economic information; investment management; Business scope: Collection and supply of consuming and economic information; investment management; consuming card, equity card and other supporting businesses; on-line sales and supporting services; retail and whole sale of electronic, communication equipment, instrumentation, hardware tools, stationary, decoration materials, commodities, retail and wholesale of computer wares; advertisement publishing and media agency; travel planning service; real estate investment (Projects need administrative approval shall be operated with license accordingly) Hainan Haihang Aviation Sales Company Limited Registered capital: RMB 410 million yuan Legal representative: Lu Tao Business scope: Sales agency for domestic and international air ticket (which need to be operated subject to the approval of the CAAC); aviation service consultation; trading of construction materials, local and feature products, aquatic products; sales agency for gift, hotel tourist souvenir (except for foods); insurance agency limited train (Projects

- accident and tourist inconvenience insurance; ticket sales agency for scenic spot, commercial activities and train (Projects need administrative approval shall be operated with license accordingly).

ea administrative approval snail be operated with ficense ac Weifang Nanyuan Airport Company Limited Registered capital: RMB59.68 million yuan Legal representative: Ye Xing Business scope: Airport management; parking lot service Tangshan Sannyhe Airport Company Limited Registered capital: RMB 180 million yuan Legal representative: Ren Mingoi

Legal representative: Ren Mingqi

Business scope: Airport management and related consultant; non-financial investment and consultant of airport construction; cargo storage (except for the project involving the license regulated by the rules or law); design, manufacture and issue of advertisement (Projects need administrative approval shall be operated with license

manufacture and issue of an accordingly) HNA Hotel Group Company Limited Registered capital: RMB 150 million yuan Legal representative: Dong Xin Business Scope: Hotel project development, management consult, decoration, garments production, sales of building materials, household appliances, electronic products and communication equipment; development of tourist project.

Legal representative: Chen Feng Business Scope: Investment and management of air traffic and airport; investment and management of hotels and Business Scope: Investment and management of air traffic and airport; investment and management of hotels and golf courses; information technology service; import and export of aircraft and aviation materials; investment and development of energy resources, telecommunication, new technology and materials; capital operation; domestic labor and commercial service agency (Projects need administrative approval shall be operated with license accordingly). Hainan Haihang Import & Export Company Limited Registered capital: RMB 10 million yuan Legal representative: Liu Daoqi Business scope: Import and Export of aviation special vehicles, civil aircraft, aviation equipment and materials, machinery electronic equipment motor parts, chemical raw materials (except for dangerous goods), construction

Business scope: Import and Export of aviation special vehicles, civil aircraft, aviation equipment and materials, machinery electronic equipment, motor parts, chemical raw materials (except for dangerous goods), construction materials, metal materials, mineral products (except for exclusive products), hardware tools, arts and crafts; agricultural specialties and sidelines, aquatic products, textiles, clothes, commodities, daily use accessories, chemical fertilizer and ships; storage (not include dangerous goods); retail and wholesale of foods and alcoholic drinks (Projects need administrative approval shall be operated with license accordingly). The HNA Group Finance Company Limited Registered capital: RMB 2.7 billion yuan Legal representative: Zhao Quan Business scope: Financial and financing consulting, credit verification and relative consulting and agency service for the member unit; to assist the member unit to realize the payment and collection of trading amount of money; to provide guarantee for the member unit; stettlement and related design of settling and clearing plan among the

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 Notices:								
• Convening date: April 15, 2015								
	. Voting system: On-line voting system of the SSE Basic Information of the Conference							
 Basic Information of the Conference I The 2014 annual general meeting of the Company would be convened. Convener: The board of directors of the Company Voting method: Both on-site and on-line voting methods would be adopted at the meeting. 								
					 1.4 Convening time and place: Time: at 14:30 on April 15 of 2015; Place: at the Conference hall of 3rd floor of the New Haihang Mansion, No. 7 Guoxing Rd., Haikou City 			
	Dn-line voting time through the trading system of the SSE: at 9:15-9:25,9::30-11:30 and 13:00)-15:00 on Apri	115 of 2015					
	On-line voting time of the internet voting platform: at 9:15-15:00 on April 1of 2015	, 10.00 on tipi	110 01 2010					
	.6 Votes involving with the margin trading investors, refinancing investors, agreed repu	urchase busine	ess accounts and					
nang	thai Stock Connect investors shall be processed subject to the regulations of the Implementation	ion Details on (On-line Voting of					
	eneral Meeting of the Listed Enterprises of the SSE.							
	.7 Public solicitation of shareholders voting right: Non							
2. Proposals of the Meeting:								
2		r						
			eholder					
	Proposal	Shareholder of A-share						
		Shareholder of	Shareholder of					
	Proposal	Shareholder of A-share √	Shareholder of					
No.	Proposal Non-cumulative voting proposal	Shareholder of A-share	Shareholder of B-sharer					
No.	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary	Shareholder of A-share √	Shareholder of B-sharer					
No.	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors	Shareholder of A-share √	Shareholder of B-sharer √ √					
No.	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors	Shareholder of A-share $\frac{}{}$	Shareholder of B-sharer √ √ √					
No.	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Financial Report and 2015 Financial Plan	Shareholder of A-share $\frac{}{}$ $\frac{}{}$ $$	Shareholder of B-sharer √ √ √ √					
No.	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Financial Report and 2015 Financial Plan The 2014 Profit Sharing Plan	Shareholder of A-share 	Shareholder of B-sharer V V V V V V					
No.	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Financial Report and 2015 Financial Plan The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers	Shareholder of A-share 	Shareholder of B-sharer V V V V V V V V					
No. 1 2 3 4 5 6 7	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Financial Report and 2015 Financial Plan The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries	Shareholder of A-share	Shareholder of B-sharer V V V V V V V V					
No. 1 2 3 4 5 6 7 8 9 10	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Financial Report and 2015 Financial Plan The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties	Shareholder of A-share	Shareholder of B-sharer					
No. 1 2 3 4 5 6 7 8 9 10 11	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties he Report on the Aircraft Importation in 2015	Shareholder of A-share	Shareholder of B-sharer √ √					
No. 1 2 3 4 5 6 7 8 9	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Financial Report and 2015 Financial Plan The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties	Shareholder of A-share	Shareholder of B-sharer					
No. 1 2 3 4 5 6 7 8 9 10 11 12	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties he Report on the Aircraft Importation in 2015	Shareholder of A-share	Shareholder of B-sharer √ √					
No. 1 2 3 4 5 6 7 8 9 10 11 12 13	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties he Report on the Aircraft Importation in 2015 The 2014 Working Report of Independent Directors	Shareholder of A-share √	Shareholder of B-sharer √					
No. 1 2 3 4 5 6 7 8 9 10 11	Proposal Non-cumulative voting proposal The 2014 Annual Report and 2014 Annual Report Summary The 2014 Work Summary of the Board of Directors The 2014 Work Summary of the Board of Superviors The 2014 Work Summary of the Board of Superviors The 2014 Profit Sharing Plan The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers The Report on Continuous Engagement of the Accounting Firm and Payment The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties he Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties he Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties he Report on the Aircraft Importation in 2015 The 2014 Working Report of Independent Directors The Report on Engaging Internal Control Auditor	Shareholder of A-share √	Shareholder of B-sharer √					

2.1 Disclosing time and disclosing medias: The above proposal had been passed through by the 35th session of the seventh board of directors of the Company on Mar. 25 of 2015 and 16th session of the seventh board of supervisors. For details, please refer to the announcement published on China Securities, Shanghai Securities News, Security Times, Hongkong's Wen Wei Po and the website of the SSE on Mar. 26 of 2015.

2.2 Special proposal: Non

2.3 Proposals with separate vote of the medium and small investors: 5.6.7.8.9.10.15.16

2.4 Proposals involving of connected shareholders to abstain from voting: 8, 10, 15, 16

Shareholders who shall abstain from voting: The Hainan Provincial Development Holding Company Limited, Grand China Air Company Limited, HNA Group Company Limited, Changjiang Leasing Company Limited and Haikou Meilan International

Airport Company Limited 2.5 Proposals involving the vote of shareholders of preferred stock: Non

3. Notices on Vote Casting

3.1 Shareholders who vote through the voting system of the SSE could log in either the voting platform of the trading system (through the trading terminals of the designated Securities) or the internet voting platform (http://vote.sseinfo.com) to cast vote. If it's the first time for the investor to log-in the on-line voting platform to cast vote, the identification registration shall be completed. Please refer to the specification of the on-line platform for details.

3.2 If the shareholder who votes through the voting system of the SSE owns multiple accounts, any one of these accounts would be adopted as the access to the on-line voting. When the votes were casted, it shall be deemed that the A-shares or preferred shares in same breed under all these accounts casted the same vote respectively

3.3 If the amount of votes casted by the shareholder exceed the vote amount owned by him or vote for more than the number allowed, the casted votes shall be deemed invalid vote.

3.4 The repeat votes through on-site, on-line voting platform of the SSE or any other methods shall be subject to the first vote

3.5The vote shall be submitted upon the shareholder voted on all proposals. 3.6 The shareholder who hold both A-share and B-share shall cast vote respectively.

4. People Attending the Meeting

4.1 The shareholders who registered in the China Securities Depository and Clearing Corporation Limited, Shanghai branch after closing on the registration date .shall be qualified to participate the meeting. The shareholders could authorize the proxies in written form to participate the meeting and vote for them. It's not necessary for a shareholder to authorize a corporate shareholder as the proxy. Following is the details

	Share Type	Security Code	Abbreviation	Registration Date	Last Trading Date
	A-share	600221	海南航空	April 7, 2015	-
			·		

2. Introduction to the Related Companies

2. Introduction to the Related Companies Beijing Xinhua Air Catering Company Limited Registered capital: RMB 120 million yuan Legal representative: Yang Jinglin Business scope: Businesses need to be operated with necessary administrative licenses: Producing/processing and sales of Chinese and Western dissert, air caterings; stereotyped packaging food. Business scope for branches only: Restaurant service; storage and sales of packed foods, packed fast-food and hot beverages (limited to coffee)

beverages (limited to coffee).

Ordinary businesses: Sales of art works; storage and safekeeping; distribution service; cleaning and laundry services. Hainan Air Catering Company Limited Registered capital: RMB 50 million yuan;

Legal Representative: Liu Zhiqiang of air caterings, food, fresh fruit, desserts, beverages and tourist souvenir; Business Scope: Production and sales of air caterings, food, fresh fruit, desserts, beverages and tourist souvenir; operation and management of fast food restaurant, coffee shop, moon cake, local feature products, cooked foods, non-stable foods, arts and crafts; accepting, keeping services of on-board supplying and cleaning service (with administrative

Xinjiang Haihang Lufthansa Air Catering Company Limited Registered capital: RMB 24 million yuan

Legal representative: Liu Zhiqiang

iness scope: To produce and apply air caterings, beverages, souvenir; production, retail and wholesale of foods;

staurant and related service. Sanya Lufthansa Air Catering Company Limited

Sanya Lufthansa Air Catering Company Limited Registered capital: RMB 20 million yuan Legal representative: Lin Xiangyang Business scope: Air appliances of foods, beverages, dried and fresh fruits, souvenir, dessert, nutrient foods, tea, tourist souvenir, fast food restaurant, coffee shop, moon cake and nutrient foods for student, local products, coeked foods, foods, non-staple foodstuff, art craft, collection and keeping of on-board supplying, buying and sales of agriculture products, cleaning services. Hainan Haihang Beverage Company Limited Registered capital: RMB 80 million yuan Legal representative: Yao Taimin

Legal representative: Yao Taimin Business scope: Production, process and sales of beverage and foods; storage; import & export (Projects need Bus Business scope: Production, process and sales of beverage and foods; storage; import & export (Projects need ministrative approval shall be operated with license accordingly.) Yichang Three Gorges Airport Company Limited Registered capital: RMB 177 million yuan Legal representative: Wang Hong Business scope (In case a pre-approval is necessary, the related regulation shall be observed.): Airport operation

and discount for the member unit; internal transit settlement and related design of settling and clearing plan among the member unit; to absorb the deposit of the member unit; to handle loan and finance leasing for the member unit; intermember unit; to absorb the deposit of the member unit; to handle loan and innance leasing for the member unit; inter-bank loan; to issue finance-enterprise bond upon approval; to underwrite enterprise bond of the member unit; portfolio investment (except for investment in secondary stock market); consumption, buyer's credit for the member unit; equity investment in financial institutes; other businesses approved by the CBRC. The HNA Group Finance Company Limited is the national non-bank financial institute approved by the CBRC. Hainan Xinsheng Information Technology Company Limited Registered capital: RMB 100 million yuan Load procentative Li Douvid

Registered capital: RMB 100 million yuan Legal representative: Li Dawei Business scope: Information collection; economic information and on-line sales service; whole sale and retail of electronic, machinery and electric equipment, instrument and apparatus, hardware, decoration materials, household articles and computer spare parts; advertisement and media agency; lottery sales agency; providing management, planning, consulting and agency service for enterprise employ welfare through employ service card system; agency for sales of aviation equity card and tickets; online settlement; issuance and acceptance of prepaid cards; information service business of secondary value-adding businesses including internet information service (except for the fixed telephone information service); conference & exhibition service (not including tourist agency service). Projects above which needs administrative approval shall be operated with license accordingly. It's established in Hiskou on February of 2008. Hongkong Airlines Company Limited Registered capital: HKS 4.59 billion President: Zhang Kui Business scope: Aviation passenger and cargo transportation; aviation equipment maintenance; aviation equipment leasing; sales and presale of onboard or on-line duty free commodities. As of the end of 2013, the total operating aircraft of the Hongkong Airlines Company Limited reached 24 aircraft. It's a Hongkong-based airlines enterprise, which aims to expand its business in the Asia and Pacific region. It operates nearly 40 air-routes for passenger and cargo transportation.

nearly 40 air-routes for passenger and cargo transportation

nearly 40 air-routes for passenger and cargo transportation. Bairuichen Culture Media (Beijing) Company Limited Registered capital: RMB 5 million yuan Legal representative: Shao Yingbo Business scope (Ordinary business): Organization of cultural and art exchanges (not including performances); design, production, agency and publishing of advertisement; conference and exhibition service; computer graphic design and production; market survey; economic and trade consultation; marketing planning; public relation planning; enterprise planning and investment management. The Beijing Haihang Xinhua Culture Transmission Company Limited is the former name of the Bairuichen Culture

Media (Beijing) Company Limited. Hongkong Airlines Company Limited Registered capital: HK\$ 4,595 million

Registered capital: HK\$ 4,595 million Director: Zhang Kui Business scope: Aviation passenger and cargo transportation; aircraft charter The Hongkong Airlines Leasing Company Limited Registered capital: RMB 2,535 million yuan Registered place: Hong Kong Business scope: International operation leasing of aircraft The HNA Capital Group Company Limited Registered capital: RMB 7,804 million yuan Local expresentation: Li Yioounge

Legal representative: Liu Xiaoyong

Legal representative: Liu Xiaoyong Business scope: Enterprise assets re-organization, merger and project planning; financial consultant; information consultant; investment & development of new technology, new materials of tele-communication and power resource; sales and leasing business of aviation equipment; investment in building materials, hotel management and yacht dock Manzhouli West-suburbs Airport Company Limited Registered capital: RMB 5 million yuan Legal representative: Xu Zuoqiang Business scope (with license): Aviation accident insurance Ordinary business scope: Airport operation, construction; sales agency for domestic & international passenger and eargo transportation; aviation maintenance; sales of tobacco and alcohol drinks, foods, groceries, air & craft, dress, hats & shoes and books & periodicals; advertisement agency; beverage service; parking lot service; house renting service; air express; road transportation for passenger and cargo. 3. Pricing Policy and Basis Following is the details on aircraft leasing with the connected airlines enterprises:

Lessee	Aircraft Type	Quantity (In Flight)	Rentals in 2014 (In RMB 100 million yuan)
Beijing Capital Airlines Company Limited	A319	22	6.05
Western Airlines Company Limited	A319	2	0.57
Grand China Air Company Limited	B737-800	3	1.25
Tianjin Airlines Company Limited	E190	10	1.84
Hanjin Airlines Company Limited	E145	4	0.58
Yangtze River Express Company Limited	B737-800	2	0.15
Total		43	10.44

The connected transactions between the connected parties and the Company were traded on the principles of equality, impartiality and voluntaries. The connected transactions shall be carried out subject to stipulations of the prevailing agreements. The major trading terms as of pricing policy, trading price, payment terms shall keep unchanged. 4. Motivation & Influence of the Connected Transactions tivation & Influence of the Connected Transactions

The above transactions are normal business transactions between the connected parties and the Company, which The above transactions are normal obtained using a transactions between the connected parties and the Company of are favorable for the Company to secure its normal operation and reduce cost. These transactions are traded strictly according to the market trading principle of equality and mutual benefit and pricing policy of connected transactions. No damage of harming the interests of the Company and its shareholders exists. Therefore the transactions would not influence the continuous operation ability of the Company. Since the principal business income of the Company originates from the passenger & cargo transportation, the above transactions would not influence the independency of the Company ex would

not influence are compared to the passenger & cargo transportation, the user of the company as well.
5. Opinions of the Independent Directors
Opinions of the independent directors: The above connected transactions are necessary to meet the demand of routine production of the Company. The pricing basis is fair and reasonable, which is in conformity with the related regulations. The related directors had abstained from voting. The deliberation procedures of the above connected transactions are legal and effective. No damage to the benefits of the entire shareholders exists.
6. Reference Documents
6.1 Resolutions of the Board of Directors
6.2 Opinion of Independent Directors signed

Board of Director Hainan Airlines Company Limited Mar. 26, 2015