

unit registered capital. The exact value shall subject to the formally issued evaluation report. It's forecast that the capital increase to the Bohai Trust would need amount of RMB 3,532,521,300 yuan.

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 capital contribution in the Bohai Trust at the price of no less than RMB 3.68 per unit register capital.

#### 5. Motivation and Influences

The capital contribution increase would enrich the financial strength of the Bohai Trust. The motivation of investing into the trust & investment industry is to improve the investment income of the Company and share the rapidly increasing income of the industry. Since the Company has no sufficient talents reserve of professional management of the industry and is lack of 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 operation and financial status of the Company.

#### 6. Opinion of Independent Directors

The capital contribution increase would enrich the financial strength of the Bohai Trust. The motivation of investing into the trust & investment industry is to improve the investment income of the Company and share the rapidly increasing income of the industry. Since the Company has no sufficient talents reserve of professional management of the industry and is lack of 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 operation and financial status of the Company. The exact price shall be confirmed on the evaluated baseline value as of the Sept. 30 of 2014 in the evaluation report issued by the qualified evaluation institute. The Company would waive the priority right to subscribe the capital contribution provided that the HNA Investment increase the capital contribution in the Bohai Trust at the 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 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 Opinions of the Independent Directors signed;

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

## ANNOUNCEMENT OF CAPITAL CONTRIBUTION INCREASE IN THE CHANG'AN AIRLINES 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 Haihang Aviation Group Company Ltd. (hereinafter referred to as the Haihang Aviation) plans to 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 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 shareholding percentage of the shareholders of the Chang'an Airlines would be 16.69% by the Haihang Aviation, 21.88% by the Beijing Hongren Shengda Commerce & Trade Company Limited and 61.43% by the Company.

●● 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 at the meeting of the board of directors discussing the connected transaction.

●● Influence of the Transaction: 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.

#### 1. General

In order to reduce the assets-liability ratio, increase capital and regional competitiveness, the Haihang Aviation plans to 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 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 shareholding percentage of the shareholders of the Chang'an Airlines would be 16.69% by the Haihang Aviation, 21.88% by the Beijing Hongren Shengda Commerce & Trade Company Limited and 61.43% by the Company.

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 at the meeting of the board of directors discussing the connected transaction.

#### 2. Introduction to the Related Companies

The Hainan Haihang Aviation Group Company Limited

Its registered capital: is of RMB11.35 billion yuan. The legal representative is Chen Weni.

Business scope: Investment management of aviation-related projects; capital management; management of entrusted assets; terminal building service and management (Projects which needs administrative license shall be operated accordingly).

#### 3. Basic Information of the Object

Chang'an Airlines Company Limited (controlled subsidiary of the Company)

Registered capital: RMB 2,618 million yuan

Legal representative: Chen Renfeng

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 Shanxi province (The validity of the public aviation transportation license is on Jan. 17 of 2016); aviation related service and ground vehicle transportation service; air catering; tourist; property (The project which need administrative license 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 million yuan, net assets for RMB 3.8 billion yuan 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, its 2014 value was RMB 4,398,330 thousand yuan. The appreciation rate is of 15.70%.

#### 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 evaluated 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 Directors  
Mar. 26, 2015

## NOTICE OF CONVENING THE GENERAL MEETING OF SHAREHOLDERS 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 Notices:

●● Convening date: April 15, 2015

●● Voting system: On-line voting system of the SSE

#### 1. Basic Information of the Conference

1.1 The 2014 annual general meeting of the Company would be convened.

1.2 Convenor: The board of directors of the Company

1.3 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

#### 1.5 On-line voting:

On-line voting system: On-line voting system of the SSE

On-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 April 15 of 2015

On-line voting time of the internet voting platform: at 9:15-15:00 on April 10 of 2015

1.6 Votes involving with the margin trading investors, refinancing investors, agreed repurchase business accounts and Shanghai Stock Connect investors shall be processed subject to the regulations of the Implementation Details on On-line Voting of the General Meeting of the Listed Enterprises of the SSE.

1.7 Public solicitation of shareholders voting right: Non

#### 2. Proposals of the Meeting:

No.	Proposal	Shareholder	
		Shareholder of A-share	Shareholder of B-sharer
Non-cumulative voting proposal			
1	The 2014 Annual Report and 2014 Annual Report Summary	√	√
2	The 2014 Work Summary of the Board of Directors	√	√
3	The 2014 Work Summary of the Board of Supervisors	√	√
4	The 2014 Financial Report and 2015 Financial Plan	√	√
5	The 2014 Profit Sharing Plan	√	√
6	The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers	√	√
7	The Report on Continuous Engagement of the Accounting Firm and Payment	√	√
8	The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties	√	√
9	The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries	√	√
10	The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties	√	√
11	he Report on the Aircraft Importation in 2015	√	√
12	The 2014 Working Report of Independent Directors	√	√
13	The Report on Engaging Internal Control Auditor	√	√
14	The Report on Signing Aircraft Purchasing Agreement	√	√
15	The Report on Waiving the Priority Right to Subscribe for Capital Contribution of the Bohai Trust	√	√
16	The Report on Capital Contribution Increase in the Chang'an Airlines	√	√

2.1 Disclosing time and disclosing methods: 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.

3.5 The 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	-

B-share	900945	HH B share	April 10, 2015	April 7, 2015
4.2 Directors, supervisors and senior management				
4.3 Lawyers engaged by the Company				
4.4 Others				
5. Registration Method				
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 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 duplicate of ID card;				
5.3 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;				
5.4 For bailees, it is necessary to take with them the valid Certificate of Stock Equity, the duplicates of ID cards of the Bailler & Bailee, Letter of Authorized Mandate.				
6. Contact Method and Others				
Address: West Zone on Fl.5, 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.				

#### Board of Directors

Hainan Airlines Company Limited  
Mar. 26, 2015

#### Attachment 1: Letter of Authorized Mandate

#### LETTER OF AUTHORIZED MANDATE

This letter is to entrust Mr. (Miss) \_\_\_\_\_ to participate in the 2014 annual general meeting of shareholders of the Hainan Airlines Company Limited on April 15 of 2015 and to authorize him/her to vote.

Amount of Ordinary Share: \_\_\_\_\_ share (s)

Amount of Preferred Share: \_\_\_\_\_ share (s)

Certificate Number of Stock Equity (Stock Account No.): \_\_\_\_\_

No.	Non-cumulative voting proposal	Affirmative Vote	Dissenting Vote	Abstention Vote
1	The 2014 Annual Report and 2014 Annual Report Summary			
2	The 2014 Work Summary of the Board of Directors			
3	The 2014 Work Summary of the Board of Supervisors			
4	The 2014 Financial Report and 2015 Financial Plan			
5	The 2014 Profit Sharing Plan			
6	The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers			
7	The Report on Continuous Engagement of the Accounting Firm and Payment			
8	The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties			
9	The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries			
10	The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties			
11	he Report on the Aircraft Importation in 2015			
12	The 2014 Working Report of Independent Directors			
13	The Report on Engaging Internal Control Auditor			
14	The Report on Signing Aircraft Purchasing Agreement			
15	The Report on Waiving the Priority Right to Subscribe for Capital Contribution of the Bohai Trust			
16	The Report on Capital Contribution Increase in the Chang'an Airlines			

Bailler: \_\_\_\_\_ Participant: \_\_\_\_\_

ID No. \_\_\_\_\_ ID No. \_\_\_\_\_

Date of Entrustment: \_\_\_\_\_

#### Remark:

The Bailler shall check (√) in any one of the Affirmative Vote, Dissenting Vote or Abstention Vote option of the above Letter of Authorized Mandate. If the bailer did not give specific instruction in the above Letter of Authorized Mandate, the Bailee shall have the right to cast the vote on his/her own will.

## ANNOUNCEMENT OF ROUTINE CONNECTED TRANSACTIONS 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.

#### 1. General

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:

Related Party	Trading Content	2014 Trading Amount	Estimated 2015 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
Hainan Haihang Beverage Company Limited	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 charter	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 charter	0.55	0.62
Haikou Meilan International Airport 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
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	Loyalties;income from fuel	-	0.10
Haisheng 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 Ltd.	Payment for commissions of import & export	0.49	0.51
Hainan Xinsheng Information Technology Company Ltd	Charges on ticket sale	0.01	0.02
HNA Hotel Group Company Ltd	Property rentals	1.32	1.32
HNA Tourist Holding (Group) Company Limited	Property rentals	0.13	0.15
HNA Capital Holding Company Limited	Property rentals	0.10	0.10
Bohai Trust Company Limited	Property rentals	-	0.06
Bohai Leasing Company Limited	Property rentals	-	0.04
Yangtze River Insurance Agency Company Limited	Property rentals	-	0.02
Haihang New Downtown Company Limited	Property rentals	-	0.02
Hongkong Aviation Leasing	Aircraft charter	1.24	1.30
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 Limited	Property rentals	-	0.02
Yisheng Payment Company Limited	Payment for sales commission of air ticket	-	0.03
Min'an Insurance	Insurance premium	-	2.80
Total		56.97	69.07

#### 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 dessert, 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).

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