

# HAINAN AIRLINES COMPANY LIMITED

## THE ANNOUNCEMENT OF RESOLUTIONS OF 2014 ANNUAL GENERAL MEETING HAINAN AIRLINES COMPANY LIMITED

The Hainan Airlines Company Limited (hereinafter referred to as the Company) and entire members of its board of directors ("BoD") hereby guarantee that there's no significant omission, fictitious description or serious misleading of the announcement and would take both individual and joint responsibilities for the truthfulness, accuracy and completeness of its content.

### Important Notice:

- No objection was presented at the meeting.
- 1. Convening and Presentation of the Meeting

1.1 Time: On April 15 of 2015

- 1.2 Place: at the Conference hall of 3rd floor of the New Haihang Mansion, No. 7 Guoxing Rd., Haikou City
- 1.3 Ordinary shareholders participated the meeting and priority shareholders resumed voting right and shareholding:

1. Total amount of shareholders and proxies participated the meeting	259
Incl.: Shareholders of A-share	254
Shareholders of B-share	5
2. Total share amount with voting power held by the shareholders participated the meeting	4,672,941,339
Incl.: Total share amount held by the shareholder of A-share	4,671,485,056
Total share amount held by the shareholder of B-share	1,456,283
3. Percentage of the shares with voting power held by the participated shareholders to the total amount of shares with voting power (%)	38.36
Incl.: Percentage of A-share (%)	38.35
Percentage of B-share (%)	0.01

1.4 This extraordinary general meeting was called by the board of directors and presided by the chairman, Xin Di. Both on-site and on-line voting methods were adopted. The convening and voting of the meeting conform to the regulations of the rules, laws and regulations of the Articles of Association. It is legal and effective.

### 1.5 People Attending the Meeting:

- Five of the seven directors participated the meeting. Director Xie Haoming and Gu Gang were unable to participate as some urgent business detained them.
- Three of the five supervisors participated the meeting. Supervisor Tong Fu and Xu Jing were unable to participate as some urgent business detained them.
- Vice president & secretary to the board of directors participated the meeting. Du Liang (CFO) also sat in the meeting.

### 2. Deliberation of the Proposals

#### 2.1 Non-cumulative voting proposal

2.1.1 Proposal The 2014 Annual Report and 2014 Annual Report Summary

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,669,184,854	99.95	602	0.00	2,299,600	0.05
Shareholder of B-share	1,093,083	75.06	0	0.00	363,200	24.94
Total	4,670,277,937	99.94	602	0.00	2,662,800	0.06

2.1.2 Proposal: The 2014 Work Summary of the Board of Directors

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,669,183,354	99.95	1,602	0.00	2,300,100	0.05
Shareholder of B-share	1,093,083	75.06	0	0.00	363,200	24.94
Total	4,670,276,437	99.94	1,602	0.00	2,663,300	0.06

2.1.3 The 2014 Work Summary of the Board of Supervisors

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,669,183,354	99.95	1,602	0.00	2,300,100	0.05
Shareholder of B-share	1,093,083	75.06	0	0.00	363,200	24.94
Total	4,670,276,437	99.94	1,602	0.00	2,663,300	0.06

2.1.4 The 2014 Financial Report and 2015 Financial Plan

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,668,954,154	99.95	230,802	0.00	2,300,100	0.05
Shareholder of B-share	0	0.00	1,093,083	75.06	363,200	24.94
Total	4,668,954,154	99.91	1,323,885	0.03	2,663,300	0.06

2.1.5 The 2014 Profit Sharing Plan

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,644,261,070	99.42	24,928,486	0.53	2,295,500	0.05
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	4,645,717,353	99.42	24,928,486	0.53	2,295,500	0.05

2.1.6 The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,668,673,954	99.94	8,102	0.00	2,803,000	0.06
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	4,670,130,237	99.94	8,102	0.00	2,803,000	0.06

2.1.7 The Report on Continuous Engagement of the Accounting Firm and Payment

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,668,631,254	99.94	50,602	0.00	2,803,200	0.06
Shareholder of B-share	1,093,083	75.06	0	0.00	363,200	24.94
Total	4,669,724,337	99.93	50,602	0.00	3,166,400	0.07

2.1.8 The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	45,415,580	94.19	602	0.00	2,803,200	5.81
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	46,871,863	94.36	602	0.00	2,803,200	5.64

2.1.9 The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and its Controlled Subsidiaries

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,668,574,747	99.94	106,509	0.00	2,803,800	0.06
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	4,670,031,030	99.94	106,509	0.00	2,803,800	0.06

2.1.10 The Report on Applying the General Meeting to Approve the 2015 Mutual Guarantee Quota between the Company and Related Parties

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	640,548,667	99.55	105,509	0.02	2,803,300	0.44
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	642,004,950	99.55	105,509	0.02	2,803,300	0.43

2.1.11 The Report on the Aircraft Importation in 2015

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,669,189,154	99.95	602	0.00	2,295,300	0.05
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	4,670,645,437	99.95	602	0.00	2,295,300	0.05

2.1.12 The 2014 Working Report of Independent Directors

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,668,683,254	99.94	1,602	0.00	2,800,200	0.06
Shareholder of B-share	1,093,083	75.06	0	0.00	363,200	24.94
Total	4,669,776,337	99.93	1,602	0.00	3,163,400	0.07

2.1.13 The Report on Engaging Internal Control Auditor

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,669,183,354	99.95	1,602	0.00	2,300,100	0.05
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	4,670,639,637	99.95	1,602	0.00	2,300,100	0.05

2.1.14 The Report on Signing Aircraft Purchasing Agreement

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	4,669,188,754	99.95	602	0.00	2,295,700	0.05
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	4,670,645,037	99.95	602	0.00	2,295,700	0.05

2.1.15 The Report on Waiving the Priority Right to Subscribe for Capital Contribution of the Bohai Trust

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	640,582,474	99.55	564,402	0.09	2,310,600	0.36
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	642,038,757	99.55	564,402	0.09	2,310,600	0.36

2.1.16 The Report on Capital Contribution Increase in the Chang'an Airlines

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Shareholder of A-share (including priority share resumed voting right)	641,056,667	99.63	105,509	0.02	2,295,300	0.36
Shareholder of B-share	1,456,283	100.00	0	0.00	0	0.00
Total	642,512,950	99.63	105,509	0.02	2,295,300	0.36

2.2 Dividend distribution in cash voted paragraph by paragraph

Voting result: Passed

Votes counting:

Shareholders	Affirmative Votes		Dissenting Votes		Abstention Votes	
	Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
Ordinary shareholders with more than 5% (including 5%) shareholding percentage	3,432,789,486	100.00	0	0.00	0	0.00
Ordinary shareholders with 1-5% (including 1%) shareholding percentage	1,190,476,188	100.00	0	0.00	0	0.00
Ordinary shareholders with less than 1% shareholding percentage	22,451,679	45.20	24,928,486	50.18	2,295,500	4.62
Incl.: Shareholders of ordinary shares with market value of less than RMB 500,000 yuan	1,554,896	96.12	30,102	1.86	32,600	2.02
Shareholders of ordinary shares with market value of more than RMB 500,000 yuan	20,896,783	43.48	24,898,384	51.81	2,262,900	4.71

2.3 Important event (Votes of shareholders with less than 5% shareholding percentage)

Voting result: Passed

Votes counting:

No.	Proposals	Affirmative Votes		Dissenting Votes		Abstention Votes	
		Votes	Percentage (%)	Votes	Percentage (%)	Votes	Percentage (%)
1	The 2014 Annual Report and 2014 Annual Report Summary	1,237,488,451	99.79	602	0.00	2,662,800	0.21
2	The 2014 Work Summary of the Board of Directors	1,237,486,951	99.79	1,602	0.00	2,663,300	0.21
3	The 2014 Work Summary of the Board of Supervisors	1,237,486,951	99.79	1,602	0.00	2,663,300	0.21

4	The 2014 Financial Report and 2015 Financial Plan	1,236,164,668	99.68	1,323,885	0.11	2,663,300	0.21
5	The 2014 Profit Sharing Plan	1,212,927,867	97.80	24,928,486	2.01	2,295,500	0.19
6	The Report on the Payroll Solution for the Directors, Supervisors and Senior Managers	1,237,340,751	99.77	8,102	0.00	2,803,000	0.23
7	The Report on Continuous Engagement of the Accounting Firm and Payment	1,236,934,851	99.74	50,602	0.00	3,166,400	0.26
8	The Report on Signing the Routine Productive Connected Transaction Agreements with Related Parties	46,871,863	94.36	602	0.00	2,803,200	5.64