

疑遭挑釁又惹火 希帥撈迪哥

車路士延續到摩連奴落台後連續10戰不敗的走勢，然而昨夜凌晨超第24輪一戰作客僅能與屈福特踢成0:0，於積分榜第13位落後第4名阿仙奴16分之多。全場焦點又落在「惹火尤物」迪亞高哥斯達身上。

上半場末段，迪亞高哥斯達和屈福特後衛柏利迪斯互有動作，「迪哥」一掌推倒貼身防守他的柏利迪斯，厄瓜多爾守將誇張倒地掩面翻滾，場面混亂，迪哥緊纏不捨，兩人各領黃牌。「車仔」看守領隊希丁克對於「茅薹王」迪哥又成爭議人物則力撐愛將，他指出，迪哥是背部被偷襲打了一下才一手碰到對方的頭，認為麾下王牌射手是被挑釁在先。對於失分，他說：「已隊下半場主導了比賽，本應值得贏波。」

法卡奧有得踢歐聯

另車仔昨公佈的歐聯名單中無前鋒法卡奧之名。 ■記者 梁志達



■迪亞高哥斯達(左四)又跟對方球員起爭執。 路透社

足球直播精彩時刻

賽事	主隊	客隊	開賽時間	直播頻道
澳職	阿德萊德聯	FC悉尼	今日4:40p.m.	C64/C203
西甲	馬拉加	塞維亞	周六3:30a.m.	n632
德甲	慕遜加柏	雲達不來梅	周六3:30a.m.	C61/C201/n670
英冠	白禮頓	賓福特	周六3:45a.m.	T301

註：C為有線、n為now台、T為無線網絡電視。

節目如有更改，以電視台公佈為準。

「蝙蝠軍」遭逢西盃88年來最慘一敗 美斯阿蘇無敵 「加利佬」無力

巴塞羅那的天才恐怖前鋒實在太無敵，而中途接棒執教華倫西亞的加利尼維利在欠缺領軍經驗下又有心無力，導致了昨凌晨西班牙盃決賽首回合一場7:0的慘案。遭逢88年來最慘一敗觸及「蝙蝠軍」球迷的底線，看來這位曼聯前隊長也難長留華倫教席上。



■美斯(右)跟蘇亞雷斯(中)又炮製了一場大屠殺。 法新社

事實上，加利尼維利領軍下的華倫西亞早前曾經賽和過皇家馬德里，因此即使是西甲聯賽8戰未開齋，也稍稍降低了球迷的容忍限度。

「球王」生涯入波破五百關

不過，巴塞是役主場踢出水銀瀉地的拿手攻勢，阿根廷「球王」美斯大演帽子戲法，攻入他職業足球

員生涯的第499、500及501個「土哥」，而「阿蘇」蘇亞雷斯更奉獻了「大四喜」，結果大派有梅斯達菲被逐的華倫七隻光蛋。

認犯錯太多 惟堅拒辭職

在西盃史上，這是華倫第二次輸0:7，上次已是1928年，遭逢88年來最慘一仗，「加利佬」說：「我不會辭職……我們失誤太多，對巴塞不可踢成這樣……當一開波出禁區我們就會受到懲罰，這是足球史上差極的一天。」另為慶祝即將到來的中國傳統春節，賽前巴塞球員與來自巴塞羅那本地中文學校的小孩合照留念。

■記者 梁志達

反彈連贏13場 祖記教頭不在乎紀錄



■古達度(左)為祖記造就真勝機會。 法新社

有望衝擊意甲五連霸的祖雲達斯昨凌晨意甲延續連勝的步伐，臨完場前雖有施蒙尼沙薩被逐，然而仍憑古達度於第30分鐘的射門迫

對手擺烏龍，主場以1:0擊敗熱拿亞，從谷底反彈至今聯賽連贏13場締造隊史新紀錄，主帥阿利基尼卻不在乎，「我並不在乎什麼紀錄，更在乎是如何準備下場比賽。」不過，祖記後衛馬田卡沙利受重傷離場要提早「收喇」，他們日前已有防守中場基迪拉成十字軍休2周。領先祖記2分的拿波里踢到比賽中後段，拉素主場球迷疑用種族歧視用語唱歌來侮辱拿波里後衛高列巴尼，球證一度吹停比賽。 ■記者 梁志達

銀河集四名將 美職來季好睇



■尼祖迪莊加盟銀河。 美聯社

美職勁旅洛杉磯銀河昨宣佈，31歲荷蘭中場悍將尼祖迪莊加盟，跟謝拉特及同是今冬來投的左開艾殊利高爾(A高)兩位英格蘭前國腳和愛爾蘭射手羅比堅尼並肩作戰。還有紐約城的林柏特、韋拿跟派路；奧蘭多城的卡卡；蒙特利爾衝擊的「魔獸」杜奧巴；FC多倫多的基奧雲高，來季美職「好睇過戲」。

傳A高周薪得4.6萬

不過有報道指，A高年老兼有態，為有球可踢，據悉他在銀河周薪只有約4000英鎊(約4.6萬港元)，遠難比昔日在車路士時的20萬英鎊周薪。 ■記者 梁志達

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 47th 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 Feb. 4 of 2016. The entire members of the BoD (seven directors) 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 Entrusted Loan

The Company or its subsidiary plans to issue the entrusted loan of USD 150 million to the Azul S.A.. The loan term would be for 181 days and annual interest rate of 14.25%. If the lender breached the loan agreement, 1% interest rate shall be added on the monthly basis and 2% interest rate on quarterly basis. The entrusted loan would be used to purchase the TAP Portugal convertible bonds of Euro 120 million with term of 10 years, which can be converted into 6.4% voting right and 55% economic benefit. The entrusted loan of USD 150 million would be converted into the 10,540,317 preferred share (Type D) of the Azul S.A. at the 181st day after the Company or its subsidiary paid the entrusted loan to the Azul S.A.

This entrusted loan is not a connected transaction.

For details, please refer to the Announcement on Entrusted Loan.

Voting result: 7 affirmative vote, 0 dissenting vote and 0 abstention vote
2. The Report on External Investment

The Company and its subsidiary would invest into the Azul S.A. for amount of USD 450 million in the method of capital increase by its own capital. The Company or its subsidiary would hold 31,620,950 shares of preferred shares (Type D) of the Azul S.A. and share 23.6842% economic benefits and corresponding voting right of the Azul S.A.. It would become the single biggest shareholder of the Azul S.A. and take 3 of the total 14 seats of the board of directors of the Azul S.A.. The investment would be carried out in two phases. In the first phase, the Company or its subsidiary would provide entrusted loan of USD 150 million to the Azul S.A.. (For details, please refer to the announcement on entrusted loan). The entrusted loan would be converted into 10,540,317 preferred shares (Type D) of the Azul S.A. on the 181st day of the loan payment under the precondition of USD 300 million payment of stock right investment to the Azul S.A.. In the second phase, the Company would increase capital investment into the Azul S.A. for USD 300 million and hold 21,080,633 preferred shares (Type D) of the Azul S.A..

This entrusted loan is not a connected transaction.

For details, please refer to the Announcement on External Investment.

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

Board of Directors
Hainan Airlines Company Limited
Feb. 5, 2016

ANNOUNCEMENT OF ENTRUSTED LOANS 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.

Important Notice
- Entrusted party: Azul S.A. (The Lender)
- Entrusted loan amount: USD 150 million (which shall be paid in the equivalent of Euros converted at the noon wire transfer foreign exchange rate of the Federal Reserve)
- Term of entrusted loan: 181 days
- Annual interest rate of entrusted loan: 14.25% (If the lender breached the loan agreement, 1% interest rate shall be added on the monthly basis and 2% interest rate on quarterly basis.)
- Guarantee party: Azul Linhas Aereas Brasileiras S.A. (the fully owned subsidiary of the Azul S.A.)

In order to explore the air route layout of the Hainan Airlines Company Limited (hereinafter referred to as the Company) in South America, Africa and Europe, the Company plans to cooperate with the Azul S.A. (which possesses maximum air route resources in Brazil). The precondition of the cooperation of above two parties is that the Company or its subsidiaries shall provide the loan of USD 150 million to the Azul S.A.. The loan term shall be for 181 days and annual interest rate of 14.25%.

1. General
1.1 Basic information of the entrusted loan
The Company or its subsidiary plans to issue the entrusted loan of USD 150 million to the Azul S.A.. The loan term would be for 181 days and annual interest rate of 14.25%. If the lender breached the loan agreement, 1% interest rate shall be added on the monthly basis and 2% interest rate on quarterly basis. The entrusted loan would be used to purchase the TAP Portugal convertible bonds of Euro 120 million with term of 10 years, which can be converted into 6.4% voting right and 55% economic benefit. The entrusted loan of USD 150 million would be converted into the 10,540,317 preferred share (Type D) of the Azul S.A. at the 181st day after the Company or its subsidiary paid the entrusted loan to the Azul S.A. (For details, please refer to the Announcement on External Investment).

3. Main Content of the Entrusted Loan
3.1 Signing parties: The Hainan Airlines Company Limited or its subsidiary; The Azul S.A.
3.2 Loan amount: USD 150 million (which shall be paid in the equivalent of Euros converted at the noon wire transfer foreign exchange rate of the Federal Reserve)
3.3 Maturity date: 181st day of the loan payment
3.4 Loan interest rate: 14.25% per annum (If the lender breached the loan agreement, 1% interest rate shall be added on the monthly basis and 2% interest rate on quarterly basis.)
3.5 Loan trust: The loan payment shall be transferred into the trust account first.
3.6 Guarantor of the Azul S.A.: Azul Linhas Aereas Brasileiras S.A.
4. Basic Information of the Guarantor
4.1 Company name: Azul Linhas Aereas Brasileiras S.A.
4.2 Establishing time: in 2008
4.3 Registered address: Av. Marcos Pentead de Ulhoa Rodrigues, 939, 9th floor, Torre Jatoba, CEP 06460-040, Barueri-SP, Brazil
4.4 Legal representative: Antonioaldo Grangeon Trancoso Neves
4.5 Registered capital: BRL403,809,600
4.6 Shareholding structure: fully-owned by the Azul S.A. (parent company)
4.7 Business scope: air transportation of passenger and cargo
4.8 Financial status: As of the end of 2014, the total assets of the Azul Linhas Aereas Brasileiras S.A. accounted for BRL 4,494 million, current assets BRL1,800 million. In 2014, the operation income of the Azul Linhas Aereas Brasileiras S.A. achieved BRL5,366 million, operation profit for BRL350 million and net profit for BRL80 million. The above data has been audited.
4.9 Relationship with the lender: The Azul Linhas Aereas Brasileiras S.A. is the only subsidiary of the lender and fully controlled (100%).
5. Influence of the Entrusted Loan
The entrusted loan business carried out by the Company or its subsidiary could improve the capital using efficiency and increase income. It would not take negative influence on the Company or its subsidiary.
6. Accumulated External Entrusted Loan and Overdue Amount
As of the announcement date, the Company has not provide any other external entrusted loan.
7. Reference Documents
7.1 Resolutions of the Board of Directors
7.2 Loan Agreement

Board of Directors
Hainan Airlines Company Limited
Feb. 5, 2016

ANNOUNCEMENT ON EXTERNAL INVESTMENT 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.

Important Notice:
- Name of the investment subject: Azul S.A.
- Investment amount: The Hainan Airlines Company Limited (hereinafter referred to as the Company) or its subsidiary would invest into the Azul S.A. for amount of USD 450 million in the method of capital increase by its own capital. The Company or its subsidiary would hold 31,620,950 shares of preferred D-shares of the Azul S.A. and share 23.6842% economic benefits and corresponding voting right of the Azul S.A.. It would become the single biggest shareholder and take 3 of the total 14 seats of the board of directors of the Azul S.A..

1. General
- 1.1 Basic information of the external investment
In order to explore the air route layout of the Company in South America, Africa and Europe, the Company and its subsidiary would invest into the Azul S.A. for amount of USD 450 million in the method of capital increase by its own capital. The Company or its subsidiary would hold 31,620,950 shares of preferred shares (Type D) of the Azul S.A. and share 23.6842% economic benefits and corresponding voting right of the Azul S.A.. It would become the single biggest shareholder and take 3 of the total 14 seats of the board of directors of the Azul S.A.. The investment would be carried out in two phases. In the first phase, the Company or its subsidiary would provide entrusted loan of USD 150 million to the Azul S.A.. (For details, please refer to the announcement on entrusted loan). The entrusted loan would be converted into 10,540,317 preferred shares (Type D) of the Azul S.A. on the 181st day of the loan payment under the precondition of USD 300 million payment of stock right investment to the Azul S.A.. In the second phase, the Company would increase capital investment into the Azul S.A. for USD 300 million and hold 21,080,633 preferred shares (Type D) of the Azul S.A..
- 1.2 Deliberation of the BoD:
The external investment has been deliberated and approved by the 47th session of the seventh board of directors of the Company on Feb. 4 of 2016. The independent directors issued independent opinions on the resolution.
Voting results: 7 affirmative votes, 0 dissenting vote and 0 abstention vote.
This investment resolution is within the power of the board of directors and shall not be submitted to the general meeting for approval.
1.3 This external investment is not a connected transaction. Therefore the Measures on Reorganization of Significant Assets of the Listed Enterprise shall not prevail.
2. Basic information of the trading party
2.1 Company name: Azul S.A.
2.2 Registered address: Av. Marcos Pentead de Ulhoa Rodrigues, 939, 8th floor, Torre Jatoba, CEP 06460-040, Barueri-SP, Brazil
2.3 Legal representative: David Neeleman
2.4 Registered capital: BRL 503,427,288.62
2.5 Shareholding structure: David Neeleman (56.11%), Trip (31.87%), Grupo Bozano (2.57%), WP-New Air LLC (2.02%), WP-New Air LLC (0.96%), other shareholders (6.47%).
2.6 Main business and latest three-year development
The Azul S.A. is a low-cost airlines established in Brazil in 2008. Its headquarter is located in the Campinas Airport of Brazil. It possesses the biggest domestic air route network of Brazil. Its fleet composes of 152 aircraft. In 2012, the Azul S.A. acquired the TRIP, the regional airlines, and became the third biggest airlines of the Brazil and owns most domestic way-points. In 2014, the Azul S.A. started international air route operation. The constant customer of the Azul S.A. reached number of 4.5 million in 2014 and became the most popular airlines of the Brazil.
- 2.7 Financial status
As of the end of 2014, the total assets of the Azul S.A. accounted for BRL 6,239 million, current assets BRL1,942 million, total liability BRL5,823 million and current liability BRL3,033 million. In 2014, the operation income of the Azul S.A. achieved BRL5,803 million and net profit for -BRL65 million. The depreciation of the BRL to USD take negative influences on the financial performance in 2014.

The above data was quoted from the combined financial statement.

3. Main Content of the External Investment Contract
3.1 Signing parties: The Hainan Airlines Company Limited or its subsidiary; The Azul S.A.
3.2 Pricing basis and investment amount: According to the evaluation report of the Azul S.A. issued by the UBS, the evaluated value of the Azul S.A. prior to the investment accounted for USD 1,450 million through friendly negotiation. Subject to the evaluated value prior to the investment and share amount, the Company or its subsidiary would invest USD 450 million into the Azul S.A. in cash to acquire 31,620,950 preferred shares (Type D) and share 23.6842% economic benefit of the Azul S.A. correspondingly. The above investment would be carried out in two phases, which include cash investment of USD 300 million into the Azul S.A. and acquire 21,080,633 preferred shares (Type D) and entrusted loan of USD 150 million. The entrusted loan would be converted into 10,540,317 preferred shares (Type D) of the Azul S.A. on the 181st day of the loan payment under the precondition of USD 300 million payment of stock right investment to the Azul S.A..

- 3.3 Rights of the Company and its subsidiary: The Company or its subsidiary would share 23.6842% economic benefits and corresponding voting right of the Azul S.A.. It would take 3 of the total 14 seats of the board of directors of the Azul S.A.. Meanwhile, as the single largest shareholder of the Azul S.A., the Company would possess bigger discourse right and decision-making right in the aspects of preemption, tag-along, anti-dilution, issuing new stock and clearance.
- 3.4 Termination of the agreement:
If the Azul S.A. met all trading terms requested by the Company or its subsidiary and the Company or its subsidiary failed to acquire the approval of the Chinese Government, the Company or its subsidiary shall pay termination compensation of USD 10 million to the Azul S.A.. However, if the Company or its subsidiary acquired the approval of the Chinese Government and the Azul S.A. failed to meet all trading terms requested by the Company or its subsidiary, the Azul S.A. shall pay termination compensation of USD 10 million to the Company or its subsidiary.
4. Influence of the External Investment
The Company or its subsidiary would hold the stock right and voting right of the Azul S.A. and achieve the strategic alliance in South America and Europe through the above external investment. It would be beneficial for the Company to explore its air route layout in South America, Africa and Europe rapidly.
5. Risk Analysis
There's uncertainty of the investment since it's necessary to acquire the approval of the Chinese government and Brazil's Administrative Council for Economic Defense on above investment.
6. Reference Documents
6.1 Resolutions of the Board of Directors
6.2 Loan Agreement

Board of Directors
Hainan Airlines Company Limited
Feb. 5, 2016

ANNOUNCEMENT ON PROGRESS OF ESTABLISHING BUYOUT FUND HAINAN AIRLINES COMPANY LIMITED

The board of directors of the Hainan Airlines Company Limited and its entire members hereby 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
The 46th session of the seventh board of directors on Jan. 7 of 2016 and 2016 first extraordinary general meeting of shareholders on Jan. 25 of 2016 of the Hainan Airlines Company Limited (hereinafter referred to as the Company) deliberated and passed through the Report on Establishing Buyout Fund. The Company or the designated institute of it would establish the Haihang Aviation (Cayman) Ground Services Investment Limited Partnership with the Hainan Aviation (Cayman) Ground Services Investment Management Co., Ltd, the Haihang Aviation Group Company Limited and its designated institute and the Dadi Chuangfu (Haikou) Ground Service Investment Partnership. The total fund size of the Haihang Ground Service Cayman Fund would account for RMB 4.5 billion yuan. The Company would invest RMB 900 million into it as one of the partners of the Haihang Ground Service Cayman Fund, taking 20% of its total fund size. The Haihang Ground Service Cayman Fund would mainly invest in the fields of aviation industry chain or aviation aid industry.

2. Progress
2.1 Signature of agreement
Recently, the Agreement on Haihang Aviation (Cayman) Ground Services Investment Limited Partnership had been signed by the Hainan Aviation (Cayman) Ground Services Investment Management Co., Ltd, the Haihang Aviation Group Company Limited, the Dadi Chuangfu (Haikou) Ground Service Investment Partnership and the Company.
- 2.2 Establishment of partnership enterprise
The fund was registered and established in the Cayman Islands according to the 2014 Exempted Company Law of the Cayman Islands. Following is the registered information:
2.2.1 Company Name: HNA Aviation (Cayman) Ground Services Investment Limited Partnership
2.2.2 Company Type: Limited partnership
2.2.3 Operation location: Cayman Islands
2.2.4 Business scope: Airport ground service; investment management (except for finance, financing, future, security and insurance)
- 2.3 Capital resource and capital contribution
According to the Agreement on Haihang Aviation (Cayman) Ground Services Investment Limited Partnership signed, the total fund size accounts for RMB 4.5 billion yuan. The capital contribution of partners completed, which included RMB 900 million yuan contributed by the Hainan Airlines (Hongkong) Company Limited (designated institute of the Company), RMB 500 million yuan by the Dadi Chuangfu (Haikou) Ground Service Investment Partnership and RMB 3,100 million yuan by the Hainan Dadi Ground Service Investment Fund Partnership (designated institute of the Haihang Aviation Group Company Limited). Following is the name list of all partners:

Partners	Type of Partnership	Capital Contribution (In RMB 100 million yuan)	Capital Contribution Percentage(%)	Capital Resource
Hainan Aviation (Cayman) Ground Services Investment Management Co., Ltd	General partner	0	0	--
Dadi Chuangfu (Haikou) Ground Service Investment Partnership	Priority partner	5	11.1%	Self-owned capital
Hainan Airlines (Hongkong) Company Limited	Posterior partner	9	20.0%	Self-owned capital
Hainan Dadi Ground Service Investment Fund Partnership	Posterior partner	31	68.9%	Self-owned capital

Board of Directors
Hainan Airlines Company Limited
Feb. 5, 2016