HAINAN AIRLINES HOLDING COMPANY LIMITED

ANNOUNCEMENT ON REVISING RULES OF PROCEDURE FOR THE **GENERAL MEETING**

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HAINAN AIRLINES HOLDING COMPANY LIMITED

The board of directors of the Hainan Airlines Holding 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. On June 11 of 2019, the 45th session of the eighth board of directors of the Hainan Airlines Holding Company Limited (hereinafter referred to as the Company) deliberated and passed through the Report on Revising Rules of Procedures of the Shareholder's General Meeting. The board of directors agreed with the related revisions listed below:

ener	ai weeting. I	he board of directors agreed with the related revisions	listed below.
No.	Clauses Clause 10	the general meeting of shareholders. If it's necessary to confirm the attendance qualification of a shareholder or shareholder's agent or other attendants, the moderator may appoint the meeting service staff to carry out necessary checking work. The person to whom the check is made shall give his/her cooperation.	management officers, accountants of accounting firms and legal counsel appointed by the Company, and other persons approved by the board of directors to attend the general meeting of shareholders. If it's necessary to confirm the attendance qualification of a shareholder of shareholder's agent or other attendants, the moderator
2	Clause 21	The notice of the shareholders' general meeting shall include following: The exact time and procedure of on-line or other voting modes shall be clearly stated in the notice of the general meeting of shareholders while the shareholders' general meeting is convened in an on-line or other modes. The starting time of on-line or other voting modes shall not be earlier than 3:00 pm of the day before the convening date of the on-line meeting, and later than 9:30 of the date of the on-site shareholders' general meeting, meanwhile the finishing time shall not be earlier than 3:00 pm of the ending date of the on-site shareholders' general meeting. The interval between the equity registration date and the meeting date shall be no more than seven (7) working days. Once the equity registration date is confirmed, no change shall be made.	Is convened in an on-line mode. The starting time of on- line voting mode shall not be earlier than 3:00 pm of the day before the convening date of the on-site meeting, and later than 9:30 of the on-site shareholders' general meeting, meanwhile the functiona time shall not be
3	Clause 26	The shareholders' general meeting shall be convened in on-site, on-line or other modes. Where the law, administrative regulations and Articles of Association stipulate that the proposal need to be voted on- line voting mode, the Company shall adopt the on- line voting mode, the Association and adopt the on- line voting mode. If a shareholder participates in the shareholder's general meeting in the above manner, the shareholder shall be deemed to be present at the shareholder's meeting.	in on-site, on-line or other modes. If a shareholder participates in the shareholders' general meeting in the above manner, the shareholder shall be deemed to be
4	Clause 37	All directors, supervisors and secretaries of the board of directors shall attend the general meeting of shareholders, and the CEO, president and other senior management shall sit in the meeting.	directors shall attend the general meeting of shareholders,
5	Clause 42	The general meeting of shareholders shall have minutes of the meeting, and the secretary of the board of directors be responsible for taking the minutes. The minutes shall record the following: A. the time, venue, agenda and name of the convenor; B. the name of the moderator, and directors, supervisors, CEO, president and other senior executive officers participate or sit in the meeting; C. the number of shareholders and proxies present at the meeting; the total share number of shares with voting power held by shareholders and proxies and the proportion to the total share number of the Company; the total share number of shares with voting power held by the circulation shareholders (including proxies) and the proportion to the total share number of the Company; the total share number of shares with voting power held by the non-circulation shareholders (including proxies) and the proportion to the total share number of the Company; the total share number of B-shares with voting power held by the A-shareholders (including proxies) and the proportion to the total share number of the Company; and the total share number of B-shares with voting power held by the A-shareholders (including proxies) and the proportion to the total share number of the Company; and the total share number of B-shares with voting power held by the A-shareholders (including result of each proposal; voting result of circulation shareholders and non-circulation shareholders on each proposal; voting result of A-shareholders and B-shareholders and non-circulation shareholders and B-shareholders and non-groups [E. inquiry or suggestions of shareholders and the corresponding reply or specifications; Fname of lawyers, teller and scrutineer; G. other contents specified by the Articles of Association to be included in the minutes of the meeting.	on the needing, and the secretary of the board of directors be responsible for taking the minutes. The minutes shall record the following: A. the time, venue, agenda and name of the convenor; B. the name of the moderator, and directors, supervisors, president and other senior executive officers participate or sit in the meeting: C. the number of shareholders and proxies present at the meeting; the total share number of shares with voting power held by shareholders and proxies and the proportion to the total share number of the Company; the total share number of shares with voting power held by the circulation shareholders (including proxies) and the proportion to the total share number of the Company; the total share number of Asshares with voting power held by the non-circulation shareholders (including proxies) and the proportion to the total share number of the Company; the total share number of Asshares with voting power held by the A-shareholders (including proxies) and the proportion to the total share number of the Company; and the total share number of B-shares with voting power held by the A-shareholders (including proxies) and the proportion to the total share number of the Company; D. consideration process, statement main points and voting result of cach proposal; voting result of circulation shareholders and non-circulation shareholders and B-shareholders on each proposal; E. inquiry or suggestions of shareholders and the corresponding reply or specifications; F. name of lawyers, teller and scrutineer; G. other contents specified by the Articles of Association to be included in the minutes of the meeting.
6	Clause 43	The convenor of the general meeting shall ensure the truthfulness, accuracy and completeness of the content of the meeting minutes. The directors, supervisor, secretary of the board of directors, convenor or his/ her representative and the moderator who presented at the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature register of shareholders, power of attorney to the proxy participated the on-site meeting, and valid voting data of on-line and other voting modes. The reservation period of above data shall not be less than ten (10) years.	The convent of the general meeting shall ensure the truthfulness, accuracy and completeness of the content of the meeting minutes. The directors, supervisor, secretary of the board of directors, conventor or his's her representative and the moderator who presented at the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature register of shareholders, power of attorney to the provy participated the on-site meeting and valid
7	Clause 51	of special resolution of general meeting of shareholders.	circumstances, it will not enter into a contract to place the management of all or important business of the Company to a person other than directors, presidents and other senior executives without approval of special resolution of general meeting of shareholders.
8	Clause 55	The same voting right could choose only one of the voting modes of on-site, on-line or others. If there is a duplicate vote on the same voting right, the result of the first ballot shall prevail.	or on-line voting mode. If there is a duplicate vote on
9	Clause 57	Before the shareholders' general meeting votes on the proposal, two shareholder representatives shall be elected to take part in the counting and surveillance of votes. If there is an interest between the proposal and shareholders, the relevant shareholder and proxy shall not participate in the counting, surveillance. When the shareholders' general meeting votes on the proposal, the lawyers and shareholders' representatives and supervisors' representatives shall be responsible for vote counting and surveillance jointly. The shareholder or proxy voted through on-line or other modes shall has the right to check the voting result through the corresponding voting system.	the proposal, two shareholder representatives shall be elected to take part in the counting and surveillance of shareholders, the relevant shareholder and proxy shall not participate in the counting, surveillance. When the shareholders' general meeting votes on the proposal, the lawyers and shareholders' representatives and supervisors' representatives shall be responsible for vote counting and surveillance jointly. The shareholder or proxy voted through on-line mode
10	Clause 58	The finishing time of the on-site shareholders' general meeting shall not be earlier than the on-line meeting or other modes. The moderator shall announce the voting information and result of each proposal and, on the basis of the voting result, whether or not the proposal is passed through. Before the official announcement of voting results, the companies, teller, serutineer, major shareholders, network service party involved in the on-site, on-line	The finishing time of the on-site shareholders' general meeting shall not be earlier than the on-line meeting. The moderator shall announce the voting information and result of each proposal and, on the basis of the voting result, whether or not the proposal is passed through. Before the official announcement of voting results, the companies, teller, scrutineer, major shareholders, network service party involved in the on-site and on-line modes of the general meeting shall have an obligation to keep

Company Name	Aircraft Type	Quantity	Original Book Value	Net Book Value	Evaluation Value
The Hainan Airlines Holding Co., Ltd.	B737-800	8	3,456,660	1,550,460	1,564,624.8
The Hainan Airlines Holding Co., Ltd.	A319	4	1,497,360	664,060	669,341.4
The Chang'an Airlines Co., Ltd.	A319	4	1,372,970	525,960	529,506.8
Total		16	6,326,990	2,740,480	2,763,473.0

 Main Content of the Aircraft Sales Agreement
 4.1 Aircraft sales agreement on four A319 and eight B737-800 aircraft
 4.1 Aircraft sales agreement on four A319 and eight B737-800 aircraft
 4.1.2 Acquiring party: The Hainan Airlines Holding Company Limited
 4.1.2 Acquiring party: The HANA viation (Hong Kong) Holding Company Limited
 4.1.3 Arcining policy
 According to the Evaluation Report on Twelve Aircraft to Be Transferred (Tong Zhi Xin De Ping Bao Zi [2019] No. 010064)
 issued by the Tongzhi Xinde Assets Evaluation Company Limited 669,341,400 yuan, eight B73-800 aircraft accounted for RMB 664,060,000 yuan and evaluated value for RMB 669,341,400 yuan. Through friendly negotiation of the trading parties,
 the Company plans to sell twelve disposed aircraft to the HNA Aviation (Hong Kong) for amount of RMB 2,233,800,000 yuan.
 The trading price is fair and reasonable. No activity harming the interests of the Company and other shareholders exists. 4.1.4 Payment terms When the transferring party fulfilled the conditions specified herein, the acquiring party shall pay the trading price as following programs to shadular.

2) To pay 10% trading price within 10 working days after the signature of the agreement; 2) To pay 40% trading price within 10 working days after the aircraft examination and signature of aircraft technology acceptance

rtificate; To pay 50% trading price within two months after the delivery of the aircraft. 2 Aircraft sales agreement on four A319 aircraft 2.1 Transferring party: The Chang'an Airlines Company Limited 2.2 Acquiring party: The HNA Aviation (Hong Kong) Holding Company Limited 3 Broing Dilvy

4.2.3 Pricing policy According to the Evaluation Report on Four Aircraft to Be Transferred (Tong Zhi Xin De Ping Bao Zi [2019] No. 010065) issued by the TongZhi Xinde Assets Evaluation Company Limited, as of March 31 of 2019, the book value of four A319 aircraft accounted for RMB 522,959,600 yuan and evaluated value for RMB 529,506,800 yuan Through friendly negotiation of the trading parties, the Company plans to sell four disposed aircraft to the HNA Aviation (Hong Kong) for amount of RMB 529,500,000 yuan. The trading price is fair and reasonable. No activity harming the interests of the Company and other shareholders exists. 4.2.4 Payment terms When the transferring party fulfilled the conditions specified herein, the acquiring party shall pay the trading price as following payment schedule: O To pay 10% trading price within 10 working during the interest.

2) To pay 10% trading price within 10 working days after the signature of the agreement; 2) To pay 40% trading price within 10 working days after the aircraft examination and signature of aircraft technology accepta.

3) To pay 50% trading price within two months after the delivery of the aircraft.

5. Influence The transaction would help to optimize the fleet age structure, further simplify the fleet on the whole, realize the target of scientific structure of assets and liabilities and reduce the unit operating cost. The transaction copes with current strategic positioning of the Company and would take positive effect on the future development of the Company. The specific impact of this transaction on the financial performance of the Company shall be subject to the audited financial statements.
6. Opinion of Independent Directors
The transaction would help to optimize the fleet age structure, further simplify the fleet on the whole, realize the target of scientific structure of assets and liabilities and reduce the unit operating cost. The trading price is based on the evaluation report issued by the third party, which is fair and reasonable. No activity harming the interests of the Company and all shareholders exists. It would not have any negative influence on the listed enterprise.

Board of Director Hainan Airlines Holding Company Limited June 12, 2019

ANNOUNCEMENT ON DISPOSAL OF TWO OLD AIRCRAFT HAINAN AIRLINES HOLDING COMPANY LIMITED

Hainan Airlines Holding Company Limited and its entire members hereby guarantee that there is ous 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

Individual and joint responsibilities for the truthfulness, accuracy and completeness of the content.
Important Notice:
Content of transaction: The Hainan Airlines Holding Company Limited (hereinafter referred to as the Company) plans to dispose two old B'37-800 aircraft, so to further simplify the fleet on the whole and realize the target of scientific structure of assets and liabilities and enhance the flexibility of its operation. The Company would sell two old B'37-800 aircraft to the NAS Investments 10 LLC (hereinafter referred to as the NAS of the Acquiring Party). The average age of the two self-owned aircraft is nearly 20 years. The trading price according to the technical status of the aircraft at the time of delivery.
The transaction stated above neither constitutes a connected transaction, nor a major assets restructure as regulated in the Measures for the Administration of Major Assets Restructure of Listed Companies.
Special risk warning: All related parties of the transaction have reached a cooperative consensus on the matter of aircraft disposal. However there are risks of follow-up postpone for unexpected project progress or influence of force majeure. We kindly remind the investors to make decisions carefully and pay attention to investment risks.
Influence of the transaction. The transaction would help to optimize the fleet age structure, realize the target of scientific structure of assets and liabilities and enhance the flexibility of its operation. The transaction copes with current strategic positioning of the Company and would take positive effect on the future development of the Company.
Main Content of the Transaction

of the Company and would take positive effect on the future development of the Company. 1. Main Content of the Transaction 1. Basic information of the transaction The Company would sell two old B737-800 aircraft to the NAS. The total trading price accounts for USD 25,800,000. The final defendence of the transaction of the transact

I ne Company would sell two old B737-800 aircraft to the NAS. The total trading price accounts for USD 25,800,000
trading price shall be adjusted appropriately according to the technical status of the aircraft at the time of delivery.
1.2 Decision-making procedure performed
This transaction was deliberated and passed through by the 45th session of the eighth board of directors of the Company.
Voting result: 9 affirmative votes, 0 dissenting vote and 0 abstention vote
2.Basic Information of the Trading Counterpart
2.1 The NAS Investments 10 LLC
2.2 Registered address: 901 Norwalk Street, Delaware, USA
2.3 Shareholders and equity structure :

shareholders and equity structure .				
Shareholder	Equity Percentage(%)			
The GE Capital Aviation Services LLC	100.00			

2.4 Key financial data: As of Dec. 31 of 2018, the audited total assets of the NAS accounted for USD 129,000,000 and net assets for USD 115,000,000. In the period of Jan.-Dec. of 2018, the audited operation income for USD 8,600,000 and net profit for USD 5,500,000. In the period of Jan.-Dec. of 2018, the audited operation income for USD 8,600,000 and net profit for USD 3. Basic Information of the Trading Object The trading objects are two B737-400 aircraft belongs to the Company. As of April 30 of 2018, the original book value of the two aircraft accounted for RMB 533,940,000 yuan and net book value for RMB 142,220,000 yuan. Following is the details:

Monetary unit: In 1,000 RMB yuan

	No.	Aircraft Type	Serial No.	Quantity	Unit	Original Book Value	Net Book Value
	1	737-800	MSN32601	1	Flight	308,140	116,840
	2 737-800 MSN2994		MSN29947	1 Flight		225,800	25,380
1	T-+-1					522.040	1 42 220

A.Main Content of the Aircraft Sales Agreement
 A.I Contracted subjects
 A.I Transferring party: The Hainan Airlines Holding Company Limited
 A.12 Acquiring party: The NAS Investments 10 LLC

4.2 Pricing policy As of April 30 of 2019, the book value of two B737-800 aircraft accounted for RMB 142,220,000 yuan. Through friendly negotiation of the trading parties, the Company plans to sell two B737-800 aircraft to the NAS. The trading price was confirmed at USD 25,800,000. The final trading price shall be adjusted appropriately according to the technical status of the aircraft at the time of the status of the aircraft at the time.

of delivery. 4.3 Payment terms: The acquiring party shall pay the full trading price at the delivery date of the aircraft. 5.Influence The transaction would help to optimize the fleet age structure, realize the target of scientific structure of assets and liabilities and enhance the flexibility of its operation. The transaction copes with current strategic positioning of the Company and would take positive effect on the future development of the Company. The specific impact of this transaction on the financial performance of the Company shall be subject to the audited financial statements.

Board of 2017 Hainan Airlines Holding Company Limited June 12, 2019

ANNOUNCEMENT ON TRANSFER OF AIRCRAFT PURCHASING RIGHT HAINAN AIRLINES HOLDING COMPANY LIMITED

rd of directors of the Hainan Airlines Holding Company Limited and its entire members hereby guarantee that there is ficant omission, fictitious description or serious misleading of information in this announcement and they will take both al and joint responsibilities for the truthfulness, accuracy and completeness of the content. no significant omission, individual and joint respo Important Not

 Content of transaction: According to the operation plan and fleet arrangement of the Hainan Airlines Holding Compan • Content of trainal Attinues Holding to the operation plain and fleet arrangement of the Handan Attinues Holding Company, Limited (hereinafter referred to as the Company), the Hong Kong Attinues Company Limited (hereinafter referred to as the Hong Kong Airlines) plans to voluntarily transfer the aircraft purchasing right of Two A350-900 (ordered from the Airbus SAS) to the Hainan Airlines (2016) Company Limited (hereinafter referred to as the HNA (2016), the controlled subsidiary of a controlled subsidiary of the Company). Therefore the HNA (2016) would sign the Transfer Agreement on Aircraft Purchasing Right with the Hong Kong Airlines and the Airbus SAS. Meanwhile, the HNA (2016) would undertake the rights and obligations of the Foreign Exchange Loan Contract (signed with the Hainan Branch of National Development Bank) under the project of above stated aircraft g, so to release the financial pressure to buy such aircraft. In order to secure the performance of the Foreign

ANNOUNCEMENT ON SIGNING EQUITY RESTRUCTURE FRAMEWORK AGREEMENT

HAINAN AIRLINES HOLDING COMPANY LIMITED

tire board of directors of the Company guarantees there's no significant omission, fictitious description or serious misleading announcement and would take both individual and joint responsibilities for the truthfulness, accuracy and completeness of

Important Notice: • Content of transaction: The Framework Agreement on Restructuring the Guangxi Beibu Gulf Airlines Company Limited (hereinafter referred to as the Framework Agreement on Equity Restructure) signed by the Guangxi Beibu Gulf Investment Group Company Limited, the Guangxi Airport Management Group Company Limited and the Hainan Arlines Holding Company Limited is an intention agreement based on mutual willingness and principles of parties to the agreement. The final cooperation terms shall be confirmed and subject to the formal agreements signed while the Guangxi Beibu Gulf Investment Group Company Limited, the Guangxi Airport Management Group Company Limited, the Hainan Airlines Holding Company Limited, the Tanjin Airlines Company Limited and the Guangxi Beitou Civil Aviation Investment Company Limited performed necessary internal and external procedures on decision-making and approval. It's estimated that the equity restructure does not constitutes a sale of major assets.

• Special risk warning: There is uncertainty in the implementation results of the Framework Agreement on Equity Restructure We kindly remind the investors to pay attention to investment risks. • Influence of the transaction: Presently, the parties to the agreement only signed the Framework Agreement on Equity Restructure. The follow-up work needs to be further push forward, and there is still uncertainty as to whether the project can be implemented, so it has not yet had an impact on the Company's annual performance in 2019.

1.Basic Information of the Signature of the Framework Agreement on Equity Restructure

implemented, so it has not yet had an impact on the Company's annual performance in 2019.
 1. Basic Information of the Signature of the Framework Agreement on Equity Restructure

 The Guangxi Beibu Gulf Investment Group Company Limited
 Registered address: Beibu Gulf Building, No.11 Zhongtai Road, Qingxiu District, Nanning City
 Legal representative: Zhu Jianhe
 Registered capital: RMB 3.300.000.000 yuan
 Business scope: Operation and management of state-owned assets within the scope authorized by the People's Government of the Autonomous Region: development and utilization of shoreline resources and construction of major infrastructure such as inner port, water, electricity: road, etc.; investiment in the construction of public facilities; acquisition, consolidation and replacement of land, real estate development, building installation, engineering planning and construction design, consulting services (Above stated architecture and design projects could be engaged within the scope of permitted qualification level after acquisition of the qualification certificate, safety production license); supply of complete sets of equipment and materials, asset management, investment and consultation in logistics industry, cultural tourism industry, health care industry (of the aged, domestic trade, import and export trade.
 The Guangxi Beibu Gulf Investment Group Company Limited is the fully-owned subsidiary of the State-owned Assets Supervision and Administration Committee of the People's Government of Guangyi Zhuang Autonomous Region
 The Guangxi Airport Management Group Company Limited is the fully-owned subsidiary of the State-owned Assets Supervision and related industries; air transport and related agency business; integrated logistics service; combined water, land and air transport service; insurance; Onepany Limited agency business; integrated logistic

2.2 Main content of equity restructuring cooperation

economy.
 2.2 Main content of equity restructuring cooperation
 The Guangxi Belbu Gulf Investment Group Company Limited, the Guangxi Airport Management Group Company Limited and the Hainan Airlines Holding Company Limited agreed to carry out equity restructure of the Beibu Gulf Airlines in the method equity transfer, capital increase and share expansion, etc. After the equity restructure, the Guangxi Beibu Gulf Airlines in the method equity transfer, capital increase and share expansion, etc. After the equity restructure, the Guangxi Beibu Gulf Airlines in the method equity transfer, capital increase and share expansion, etc. After the equity restructure, the Guangxi Mipost Management Group Company Limited would own 71.2% equity of the Beibu Gulf Airlines, the Guangxi Airport Management Group Company Limited own 48%, and the Hainan Airlines Holding Company Limited own 24%. Above equity adjustment may be subscribed in cash or after prior assets evaluation performed by the intermediary institutions jointly appointed by three signing parties and the approval of all three parties.
 After the completion of the equity restructure, the Guangxi Beibu Gulf Investment Group Company Limited on 24%, and the board of directors and person in charge of finance shall be co-nominated by the Guangxi Beibu Gulf Investment Group Company Limited and the Guangxi Airport Management Group Company Limited and appointed by the board of directors of the Beibu Gulf Airlines. The general management of the Beibu Gulf Airlines shall be co-nominated by the Guangxi Beibu Gulf Direstment Group Company Limited and promotion of the Beibu Gulf Airlines shall be co-nominated by the Guangxi Airport Management Group Company Limited and appointed by the board of directors of the Beibu Gulf Airlines shall be co-nominated by the Guangxi Beibu Gulf Airlines shall be co-nominated by the Guangxi Beibu Gulf Airlines and the Guangxi Airport Management of the Beibu Gulf Airlines Shall be co-nominated by the Gua

Holding Company Limited agreed to negotiated and sign the Agreement on Operation and Management or the Berlow Guit Attimes separately.
The agreements of the Beibu Gulf Airlines signed or entered into force might be performed continuously if the agreements has been audited and legally confirmed to be in compliance with the rules and laws. The Beibu Gulf Airlines shall determine the cooperation object and the conditions of the expired or new business agreements according to the market principle. The Hainan Airlines Holding Company Limited is willing to provide the Beibu Gulf Airlines with all kinds of services it needs, which shall include the aircraft introduction, business procurement, etc.
The Guangxi Beibu Gulf Investment Group Company Limited and the Guangxi Airport Management Group Company Limited and the Guangxi Airport Management Group Company Limited and the Guangxi Airport Management Group Company Limited is expansible to edited ediligence investigation and audit on the Beibu Gulf Airlines. The Company shall be notified of the appointment situation. The supplementary agreement on relevant matters during the due diligence investigation and audit on the Beibu Gulf Airlines. The Company shall be notified of the appointment situation.
The Guangxi Beibu Gulf Investment Group Company Limited, the Guangxi Airport Management Group Company Limited and the Hainan Airlines Holding Company Limited.
The Guangxi Beibu Gulf Investment Group Company Limited, the Guangxi Airport Management Group Company Limited and the Hainan Airlines Holding Company Limited subject to the regulations of the sayses Administration Auster Beibu Gulf Airlines. The intermediary institution shall be appointed subject to the regulations of the State-owned Assets Administration Authority of the Guangxi Beibu Gulf Investment Group Company Limited, and the Guangxi Airport Management Group Company Limited.
The Guangxi Beibu Gulf Investment Group Company Limited, the Guangxi Airport Management

Limited. 2.3 Conditions and time on entry into force of the framework agreement The Framework Agreement on Equity Restructure shall go through necessary decision-making and approving procedure (three meetings of the shareholder's general meeting, board of directors, board of supervisors) of the Guangxi Beibu Gulf Investment Group Company Limited, the Guangxi Airport Management Group Company Limited, the Hainan Airlines Holding Company Limited, the Tianjin Airlines Company Limited and the Guangxi Beitou Civil Aviation Investment Company Limited.

3. Influence The Company has not signed the formal Agreement on Equity Restructure. Before the signature and entry into force of the formal Agreement on Equity Restructure, the implementation of above stated Framework Agreement on Equity Restructure would not have any enormous impact on the Company's annual performance in 2019. If there's any latest progress, the Company would disclose the information timely. 4. Warning of Significant Risks The Framework Agreement on Equity Restructure signed is an intention agreement based on mutual willingness and principles of parties to the agreement. The final cooperation terms shall be confirmed and subject to the formal agreements signed while the Company and other relevant parties to the agreement performed necessary internal and external procedures on decision-making and approval. There is uncertainty in the implementation results of the Framework Agreement on Equity Restructure. We kindly remind the investors to pay attention to investment risks. Board of Directors

Board of Directors Hainan Airlines Holding Company Limited June 12, 2015

NOTICE OF CONVENING THE GENERAL MEETING OF SHAREHOLDERS

HAINAN AIRLINES HOLDING COMPANY LIMITED

board of directors of the Hainan Airlies Holding Company Limited (hereinafter referred to as the Company) and its entire tors guarantee that there is no significant omission, fictitious description or serious misleading of information in this necement and they will take both individual and joint responsibilities for the ruthfulness, accuracy and completeness of the

content. Important Notices: • Convening date: June 27, 2019 • . Voting system: On-line voting system of the SSE 1. Basic Information of the Conference

Basic Information of the Conference
 I. Basic Information of the Contenence
 I. The 2019 fourth extraordinary general meeting of the Company would be convened.
 I.2 Convenies The board of directors
 I.3 Voting method: Both on-site and online voting methods
 I.4 Convening time and place:
 Time: at 14:30 on June 27 of 2019;
 Place: at the Conference Room of the Haihang Mansion, No. 7 Guoxing Rd., Haikou Cit

Hainan Airlines Holding Company Limited June 12, 2019

Board of Directors

ANNOUNCEMENT ON APPLYING FOR BANK LOAN HAINAN AIRLINES HOLDING COMPANY LIMITED

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2.3 Credit period: One (1) year; 2.3 Credit period: One (1) year; 2.4 Interest rate: The loan interest rate under the Contract shall be the benchmark interest rate of RMB loans for one year announced by the People's Bank of China on the validity date of the Contract (or withdrawal date of the first loan under the Contract).

Contract). The loan interest rate under the Contract shall be adjusted in line with the adjustment of the benchmark interest rate of RMB loans of the same maturity level announced by the People's Bank of China. The adjustment date of the loan interest rate shall be the adjustment date of the benchmark interest rate of RMB loans of the same maturity level announced by the People's Bank of China. The adjusted loan interest rate shall be the benchmark rate of one-year RMB loans announced by the People's Bank of China on the adjustment date.

the adjustment date. 2.5 Guarantee conditions 2.5.1 The loan guarantors, which are the HNA Group Company Limited, the Haihang Aviation Group Company Limited and the Haihang Aviation Tourism Group Company Limited, would provide joint liability guarantee for above stated bank loan. 2.5.2 The Company would provide pledge with the stock right of 2,432,300,000 shares of the Tianjin Airlines Company Limited. 2.5.3 The Haikou Meilan International Airport Company Limited would provide pledge with the stock right of 200,000,000 shares of the Company.

of the Company. 2.5.4 The HNA Group Company Limited would provide pledge with the stock right of 1,450,000,000 shares of the Haihang Commercial Holding Company Limited, and stock right of 960,000,000 shares of the Haihang Aviation Tourism Group Company 2.5.4 The HNA Group Company Limited words protecting to 960,000,000 shares of the Haihang Aviation Tourism Group Company Limited 2.5.5 The Hainan Traffic Management Holding Company Limited would provide pledge with the stock right of 1,848,700,000 shares of the HNA Group Company Limited.
2.5.5 The Hainan Traffic Management Holding Company Limited would provide pledge with the stock right of 204,500,000 shares of the HNA Group Company Limited.
2.5.6 The Hainang Commercial Holding Company Limited.
2.6 The Hainang Commercial Holding Company Limited.
2.6 Intended use of the loan: This loan would be used to prolong the stock maturity loan. It shall neither be used for investment in fixed assets and equity, nor areas and uses prohibited by the state from production or operation.
2.7 Source of repayment: Free cash flow, ticket sales income, net return funds from asset disposal, and funds raised by member enterprise of the HNA Group Company Limited in the store of the HNA Group Company Limited in the store of the HNA Group Company Limited in the store of the HNA Group Company Limited in the financial strength and promote the stable development of the Company's state the financial strength and promote the stable development of the Company's state of the company

enterprise 3.Influence The purpo The purpose of applying for the bank loans is to enrich the financial strength and promote the stable development of the Company's routine business. It is beneficial for the Company to concentrate on its main business operation and and improve operating performance. It would not harm the interests of the Company and its small and medium investors.

Board of Directors Hainan Airlines Holding Company Limited June 12, 2019

ANNOUNCEMENT ON DISPOSAL OF 16 OLD AIRCRAFT

The board of directors of the Hainan Airlines Holding 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. Important Notice: • Content of transaction: The Hainan Airline, U.V.

In organical onission, iterations description of school methading of mionination in this and motive time and metry with take both individual and joint responsibilities for the truthfulness, inaxidating of mionination in this simulation. In this simulation is and motive time and metry with take both individual and joint responsibilities for the truthfulness, accuracy and completeness of the content.
Important Notice:

Content of transaction: The Hainan Airlines Holding Company Limited (hereinafter referred to as the Company) and the Chang'an Airlines (controlled subsidiary of the Company) plans to dispose respectively some old aircraft with an average age of more than ten years, so to further simplify the fleet on the whole and realize the target of scientific structure of assets and liabilities and reduce the unit operating cost. The Company would sell four A319 and eight B737-800 aircraft to the HNA Aviation (Hong Kong) Holding Company Limited (hereinafter referred to as the HNA Aviation (Hong Kong) and the total trading price accounts for RMB 2,763,480,000 yuan.
The transactions stated above constitutes the connected transaction, but not the major assets restructure as regulated in the Measures for the Administration of Major Assets Restructure of Listed Companies.
Special risk warning: All related parties of the transaction have reached a cooperative consensus on the matter of aircraft disposal. However there are risks of follow-up postpone for unexpected project progress or influence of force majeure. We kindly remind the investors to make decisions carefully and pay attention to investment risks.
Influence of the transaction. The transaction would help to optimize the fleet age structure, further simplify the fleet on the whole, realize the target of scientific structure of assets and liabilities and reduce the unit operating cost. The transaction copes with current strategic positioning of the Company and would take positive effect on the future develop

This transaction was deliberated and passed through by the 45th session of the eighth board of directors of the Company. The HNA Group is the major shareholder of the Company and the HNA Aviation (Hong Kong) controlled by the HNA Group, therefore the transaction constitutes the connected transaction. The related directors, Xie Haoming, Chen Ming, Xu Jun, Wu Xiaoxi, Zhang Zhigang and Liu Jichun, had abstained from voting at the meeting of the board of directors discussing the connected transaction. Above proposal was passed through with 3 affirmative votes, 0 dissenting vote, 0 abstenting vote,

No.	Shareholder	Capital Contribution (In RMB 1,000 yuan)	Equity Percentage(%)
1	The HNA Tourist (International) Investment Group Co., Ltd.	69,370.0	51.28
2	The Haihang Aviation Group Co., Ltd.	59,712.3	48.72
	Total	129,082.3	100.00

2.6 Key financial data: As of Dec. 31 of 2018, the non-audited total assets of the HNA Aviation (Hong Kong) accounted for RMB 3,857,995,500 yuan and net assets for RMB 600,414,900 yuan. In the period of Jan.-Dec. of 2018, the non-audited operation income for RMB 0 yuan and net profit for - RMB 3,022,000 yuan.
3. Basic Information of the Trading Object and Pricing Policy.
The trading objects are four A319 and eight B737-800 aircraft belongs to the Company and four A319 aircraft of the Chang'an Aritimes. As of March 31 of 2019, the original book value of 16 aircraft accounted for RMB 6,326,990,000 yuan and net book holes.

value for RMB 2,740,480,000 yuan. Following is the details: Monetary unit: In RMB 1,000 yuan

purchasing, so to release the financial pressure to buy such arcraft. In order to secure the performance or the roregin exchange Loan Contract stated above, the Company provided the guarantee of USD 509,000,000 for it. The Haihang Aviation Group Company Limited provided a counter guarantee of USD 509,000,000. •• Special risk warning: The aircraft purchasing right transfer would need to be performed after the relevant parties of the Transfer Agreement on Aircraft Purchasing Right implemented the internal review procedures. Meanwhile, the transaction must be approved by the relevant national authorities before it can take effect. There is uncertainty in the results of implementation. We

 Transfer Agreement on Andreas Association and the second se • The confloring statistication of the room song ratings is the room song rating company timited constants are referred to the Hong Kong Airlines Holding), which is a associated enterprise of the Company. Therefore the transaction stated above constitutes a connected transaction. Since there's no connected relationship between the directors of the Company and the Hong Kong Airlines and Hong Kong Airlines Holding, no related director needs to avoid the deliberation of the board on such the song Kong Airlines.

transaction. • Influence of the transaction: The voluntary transfer of aircraft purchasing right is beneficial for the Company to accelerate the aircraft importation speed and improvement on transportation capacity. The terms of the agreement are fair and reasonable, and conform with commercial and industry practices. There is no harm to the interests of the Company and all shareholders, especially its small and medium-sized shareholders in this transaction, and it would not have a negative impact on the financial situation and

its small and medium-sized shareholders in this transaction, and it would not have a negative impact on the infrancial situation and management of the Company. 1. Main Content of the Transaction The Hong Kong Airlines plans to voluntarily transfer the aircraft purchasing right of Two A350-900 (ordered from the Airbus SAS) to the HNA (2016), the controlled subsidiary of a controlled subsidiary of the Company. Therefore the HNA (2016) would sign the Transfer Agreement on Aircraft Purchasing Right with the Hong Kong Airlines and the Airbus SAS. Meanwhile, the HNA (2016) would undertake the rights and obligations of the Foreign Exchange Loan Contract (signed with the Hainan Branch of the National Development Bank) under the project of above stated aircraft purchasing, so to release the financial pressure to buy such aircraft. In order to secure the performance of the Foreign Exchange Loan Contract stated above, the Company provided the guarantee of USD 509,000,000 for it. The Haihang Aviation Group Company Limited provided a counter guarantee of USD 509,000,000. 9,000,000 for it. The Haihang Aviation Group Company Limited provided a counter guarantee of USD 509,000,000. sion-making procedure performed nsaction was deliberated and passed through by the 45th session of the eighth board of directors of the Company, and

would be submitted to the general meetin 2.Basic Information of the Related Party ing for approva

The Hong Kong Airlines Company Limited ⁽²⁾ Registered address: FI. 11, Building 1, Tung Woo City, No. 20 Tung Chung East Road, Lantau Island, Hong Kong ⁽²⁾ Registered capital: HKS 12,972,000,000 ⁽³⁾ Business Scope: Operation of airlines enterprise ⁽⁴⁾ Shareholders and equity structure :

Partner	Capital Contribution (In HK\$ 1,000)	Equity Percentage(%)
The HKA Group Company Limited	12,972,000	100.00

⑤ Key financial data: As of Dec. 31 of 2018, the audited total assets of the Hong Kong Airlines accounted for HK\$ 41,471,425,000 and net assets for HK\$ 14,230,961,000. In the period of Jan.-Dec. of 2018, the operation income for HK\$ 15,203,853,000 and net profit for - HK\$ 459,815,000

ronti tor - HK3 459,815,000. I. Basic Information of the Trading Object D Name: Aircraft purchasing right of two A350-900 aircraft with Airbus production serial number of No. 360365, No. 360371 D Type: Property right

Main Conter the Transfer Agreement on Aircraft Purchasing Right ment on Aircraft Purchasing Right nt of the Tr

4.Main Content of the Transfer Agreement on Aircraft Furchasing Kugun 4.1 Transfer Agreement on Aircraft Purchasing Right ① Trading parties: Party A: The Airbus SAS Party B: The Hong Kong Airlines Company Limited Party C: The Hainan Airlines (2016) Company Limited ② Main contents of the agreement The HNA (2016) would voluntarily acquire the purchasing right of two A350-900 aircraft (ordered from the Airbus SAS) from the Upper Kong Airlines Hong Kong Airlines. 4.2 Foreign Exchange Loan Contract

4.2 Foreign Exchange Loan Contract The Hong Kong Airlines signed the Foreign Exchange Loan Contracts (No. 4610201701100001159 and No. 4610201701100001160) with the Hainan Branch of the National Development Bank on December 19 of 2017, and signed the supplementary agreement on December 29 of 2018. The Hainan Branch of the National Development Bank agreed to provide a loan of USD 509,000,000 to the Hong Kong Airlines as aircraft purchasing payment for four A350-900 aircraft (Airbus production serial number: NO. 360365, No.360367, No.360368, No.360371). The term of the loan begins on December 21 of 2017 and ends on December 20 of 2032. The loan amount was paid to the Airbus SAS on December 31 of 2018. According to the Transfer Agreement on Aircraft Purchasing Right, the Hong Kong Airlines would transfer the aircraft purchasing right of Two A350-900 (ordered from the Airbus SAS) to the HNA (2016). The HNA (2016) would undertake the rights and obligations of the Foreign Exchange Loan Contract (signed with the Hainan Branch of the National Development Bank) under the project of above stated aircraft purchasing, so to release the financial pressure to buy such aircraft. Following is the main contents of the Foreign Exchange Loan Contracts:

Trading parties
 T

21 of 2030); The grace period shall begin on the date of the first withdrawal and end on 20 May 20 of 2019. (5) Loan interest rate: The annual interest rate on the loan under this contract shall be at a floating rate (Three-month USD LIBOR+275BP, that is, the loan rate applicable for the first interest period of this contract shall be three-month USD LIBOR+275W of the second business day prior to the withdrawal date. The interest rate applicable for each subsequent interest period shall be three-month USD LIBOR+275% of the second business day prior to the commencement of the interest period. The interest rate shall include China's value added tax and additional taxes and charges payable by the lender. (6) Loan security: The Hainan Airlines Holding Company Limited provided the joint and several liability guarantee for amount of USD 509,000,000 to the National Development Bank (Hainan Branch) 4.3 Foreign Exchange Loan Guarantee Contract In order to secure the performance of the Foreign Exchange Loan Contract, the Company would sign the Foreign Exchange Loan Guarantee Contract with the National Development Bank (Hainan Branch) Following is the specific terms:

USD 509,000,000 to the National Development Bank (Hainan Branch) 4.3 Foreign Exchange Loan Guarantee Contract In order to secure the performance of the Foreign Exchange Loan Contract, the Company would sign the Foreign Exchange Loan Guarantee Contract with the National Development Bank (Hainan Branch). Following is the specific terms: ① Guarantee amount: USD 509,000,000

Security mode: Joint and several liability guarantee Guarantee period: Two years from the expiration of the performance period of each obligation under the Foreign Exchange an Contracts:

Loan Contracts; In respect of this guarantee, the Haihang Aviation Group Co., Ltd. undertakes to provide the Company with an irrevocable counter-guarantee of joint and several liability in the amount of USD 509,000,000. The validity of the counter guarantee shall last to the discharge date of the security liability of the guarantee contract signed at this time. So far, the total external guarantee amount of the Company and its controlled subsidiaries accounts for RMB 32,791,000,000 yuan, taking 47.70% of the Company's audited net assets in most recent period. Above stated total guarantee amount includes the guarantee mount provided to the related parties for amount of RMB 18,661,000,000 yuan (including the guarantee amount in this announcement).

tion copes with the strategic plan of the Company. The voluntary transfer of aircraft purchasing right is beneficial for The company concess with the starce phase of the contrast of the contrast of the contrast part is both agreement of transportation capacity. The terms of the agreement and in the contrast part is both agreement and the contrast part is both agree

all shareholders, especially its small and medium-sized shareholders in this transaction, and it would not have a negative impact on the financial situation and management of the Company. 6. Opinion of Independent Directors The voluntary transfer of two A350-900 aircraft purchasing right is based on the operation plan and fleet allocation arrangement. It's beneficial for the Company to accelerate the aircraft importation speed and improvement on transportation capacity. It would enhance the market competitiveness of the Company and promote sustainable development of its main business. The terms of the agreement are fair and reasonable, and conform with provisions of relevant laws and regulations. There is no harm to the interests of the Company and all shareholders, especially its small and medium-sized shareholders in this transaction. It's in line with the principle of maximizing the interests of shareholders. Therefore, we agreed with the acquisition of the A350-900 aircraft purchasing right and transaction related matters.

Board of Direc Hainan Airlines Holding Company Limited June 12, 2019

ence Room of the Haihang Mansion. No. 7 Guoxing Rd., Haikou City

.5 On-line voting:

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 June 27 of 2019; On-line voting time of the internet voting platform: at 9:15-15:00 on June 27 of 2019.
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: No 2. Proposals of the Meeting:

		Shareholder		
No.	Proposals	Shareholder of A-share	Shareholder of B-sharer	
Non-cu				
1	The Report on Revising the Articles of Association	1	1	
2	The Report on Revising the Rules of Procedures for the Board Meeting	\checkmark	\checkmark	
3	The Report on Revising the Rules of Procedures of the General Meeting	\checkmark	\checkmark	
4	The Report on Disposal of 16 Old Aircraft	1	1	
5	The Report on Transfer of Aircraft Purchasing Right	1	1	
6	The Report on Signing the Equity Restructure Framework Agreement	1	\checkmark	

2.1 Disclosing time and disclosing medias: The above proposal had been passed through by the 45th session of the eighth board of directors of the Company on June 11 of 2019. For details, please refer to the announcement published on China Securities, Shanghai Securities News, Security Times, Security Daily, Hongkong's Wen Wei Po and the website of the SSE on June 12 of 2019

Share Type

ntion Method

A-share

B-share

Oth

Post Code: 570203

Amount of Ordinary Share:

Email: hhgfdsh

No.

3 Meeting

Bailer: ____ ID No.

2.2 Special proposal: 1;2.3 Proposal with separate vote of the medium and small investors: 4, 5;

Security Code

600221

4.2 Directors, supervisors and senior management officers;4.3 Lawyers appointed by the Company;4.4 Others.

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

900945

2.4 Proposal involving of connected shareholders to abstain from voting: 4; Connected shareholders who shall avoid from voting: The Grand China Air Company Limited, the Haikou Meilan International Airport Company Limited, the HNA Group Company Limited and the Changliang Leasing Company Limited; 2.5 Proposal involving the vote of shareholders of preferred stock: No. 3. Notices on Vote Casting

2.5 Proposal involving the vote of snarenouers or preferred source. vot.
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 (thttp://vote.sseinfo.com) to cast vote. If it's the first time for the investor to log-in the on-line voting 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 cast, it shall be deemed that the A-shares or preferred shares in same breed under all these accounts cast the same vote respectively.
3.3 The repeat votes through on-site, on-line voting platform of the SSE or any other methods shall be subject to the first vote.
3.4 The vote shall be submitted upon the shareholder voted on all proposals.
3.5 The shareholder who hold both A-share and B-share shall cast vote respectively.

3.5 The shareholder who hold both A-share and B-share shall east 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:

5. Registration Method 5.1 The eligible participants are requested to register before 17:00 of June 26 of 2019 at the West Zone on 5th FI. of the 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 the state of the sta

ID card; 5.3 For Jegal-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 Bailer & Bailee, Letter of Authorized Mandate.

This letter is to entrust Mr. (Miss) ______ to participate in the 2019 fourth extraordinary general meeting of shareholders of the Hainan Airlines Holding Company Limited on June 27 of 2019 and to authorize him/her to

Remark: The Bailer shall check (\checkmark) 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.

Date of Entrust

Address: West Zone on Fl. 5, Haihang Mansion, No. 7 Guoxing Rd., Haikou City, Hainan Province

Attachment 1: Letter of Authorized Mandate LETTER OF AUTHORIZED MANDATE

Non-cumulative Voting Proposals

The Report on Revising the Rules of Procedures for the Board Meeting The Report on Revising the Rules of Procedures of the General

share (s)

Amount of Preferred Share: ______ share (s) Certificate Number of Stock Equity (Stock Account No.): _

1 The Report on Revising the Articles of Association

The Report on Transfer of Aircraft Purchasing Right

Participant: _____ ID No.: _____

6 The Report on Signing the Equity Restructure Framework Ag

4 The Report on Disposal of 16 Old Aircraft

Abbreviation

HHKG

HHKG-B

Registration Date

June 18, 2019

June 21, 2019

Last Trading Date

June 18, 2019

Board of Directors Hainan Airlines Holding Company Limited June 12, 2015

Affirmative Vote Dissenting Vote Abstention Vote