

MEMORANDUM OF UNDERSTANDING

Between

Hainan Airlines Company Limited, with registered offices at 18/F, Block A, Grand China Building, B-2, East 3rd Ring Road North Road, Chaoyang District, Beijing 100027, PR China, duly represented by Mr. Hou Wei, Chief Marketing Officer of Hainan Airlines Company Limited,

hereinafter called HNA

The Tourist Office for Flanders / Belgium, with registered office in Grasmarkt 61, 1000 Brussels, Belgium, and with representative office in Kuntai International Mansion 612B, 12-B Chaowai Avenue, Beijing 100020, PR China, duly represented by Mr. Geert Bourgeois, Flemish Minister for Administrative Affairs, Local and Provincial Government, Civic Integration, Tourism and the Vlaamse Rand,

hereinafter called TVL

Whereas

HNA's air transportation business provides aviation services on a national and international scale and operates direct air connections between Beijing and Brussels as well as Shanghai and Brussels, as well as to other European destinations and beyond;

TVL actively promotes Flanders & Brussels as a tourist destination for leisure and business travellers in the Chinese market, as well as in other key markets globally, through a broad scope of press, trade and consumer-oriented activities;

Therefore

HNA and TVL agree to enter into a strategic partnership and establish structural cooperation for and in the Chinese market.

Article 1. Strategic Partnership

Both parties acknowledge the complementary nature of their operations in the Chinese market, and explicitly express their willingness to enter into an alliance to generate synergies and mutual benefits from this partnership.

TVL acknowledges the crucial importance of the direct flights between Beijing and Brussels and Shanghai and Brussels for the promotion and commercialization of Flanders & Brussels as a destination for Chinese travellers, and cherishes the efforts and contributions made by HNA to successfully develop and operate this connection.

HNA acknowledges the role TVL plays as a market maker for the promotion of destination Flanders & Brussels in the Chinese market and the crucial importance tourism promotion plays in the promotion and commercial success of the air connections from Beijing and Shanghai to Brussels, and appreciates the efforts and contributions made by TVL to successfully promote destination Flanders & Brussels.

In light of the evident complementarity of their respective operations in China, HNA and TVL agree to enter into a strategic partnership, based on mutual trust and respect for each other and the specificities of each party's respective organizational and operational characteristics.

Article 2. Structural Cooperation

The strategic partnership between HNA and TVL shall be conceived on an operational level as a structural and long-standing cooperation between both parties. Both parties commit to support and facilitate each other's goals and objectives, to advance each other's operations, to streamline communication and exchange of information, and to stimulate the development of joint activities in the Chinese market.

This structural cooperation between HNA and TVL is established with the objective to create a win-win situation for both parties, and to equally benefit from synergies generated by joining efforts in the respective and mutual promotion of destination and air connection.

More specifically, such structural cooperation shall be incorporated in an Appendix to this Memorandum.

Article 3. Validity and Duration

This Memorandum is valid as of the date of signature below, for an indefinite period of time. It will be supplemented by annexes on an annual basis to detail specific terms, conditions, and respective party's actions in support of the principles laid forth in this Memorandum. In absence of such annual update, the most recent appendix will remain valid.

Either party maintains the right to annul this Memorandum by simple written notification, given a six months' notice.

For HNA

Mr. Hou Wei

*Chief Marketing Officer of
Hainan Airlines Company Limited*

For TVL

Mr. Geert Bourgeois

*Flemish Minister for Administrative Affairs,
Local and Provincial Government,
Civic Integration, Tourism
and the Vlaamse Rand*

Signed in Beijing
On 12 October 2011

Signed in Beijing
On 12 October 2011