

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Virgin Australia Holdings Ltd

ACN/ARSN 100686226

1. Details of substantial holder (1)

Name HNA Innovation Ventures (Hong Kong) Co., Limited

ACN/ARSN (if applicable) _____

This notice is given by HNA Innovation Ventures (Hong Kong) Co., Limited on behalf of itself and each of its controlled bodies corporate named below and in the list of 1 page annexed to this notice and marked **A**.

There was a change in the interests of the substantial holder on

04/08/2016

The previous notice was given to the company on

24/06/2016

The previous notice was dated

24/06/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares (ORD)	529,190,414	13%	1,278,565,350	15.76%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
04/08/2016	HNA Innovation Ventures (Hong Kong) Co., Limited	Purchaser of securities from Virgin Australia Holdings Ltd pursuant to participation in the entitlement offer which was completed on 4 August 2016 and participation in the sub-underwriting of entitlement offer which was completed on 4 August 2016.	\$0.21 per share	ORD 749,374,936	749,374,936
04/08/2016	Hainan Innovation Co., Ltd	Increase in relevant interest by reason of having control of HNA Innovation Ventures (Hong Kong) Co., Limited under section 608(3)(b) of the Corporations Act 2001 (Cth)	Nil	ORD 749,374,936	749,374,936
04/08/2016	HNA Aviation Group Co., Ltd	Increase in relevant interest by reason of having control of Hainan HNA Innovation Ventures Co., Ltd under section 608(3)(b) of the Corporations Act 2001 (Cth)	Nil	ORD 749,374,936	749,374,936
04/08/2016	HNA Group Co., Ltd	Increase in relevant interest by reason of having control of HNA Aviation Group Co., Ltd under section 608(3)(b) of the Corporations Act 2001 (Cth)	Nil	ORD 749,374,936	749,374,936
04/08/2016	Hainan Jiaoguan Holding Co., Ltd.	Increase in relevant interest by reason of having control of HNA Group Co., Ltd under section 608(3)(b) of the Corporations Act 2001 (Cth)	Nil	ORD 749,374,936	749,374,936

04/08/2016	Yangpu Construction Investment Co., Ltd	Increase in relevant interest by reason of having voting power above 20% in HNA Group Co., Ltd under section 608(3)(a) of the Corporations Act 2001 (Cth)	Nil	ORD 749,374,936	749,374,936
04/08/2016	Trade Union Committee of Hainan Airlines Co., Ltd	Increase in relevant interest by reason of having control of Yangpu Construction Investment Co., Ltd under section 608(3)(b) of the Corporations Act 2001 (Cth)	Nil	ORD 749,374,936	749,374,936

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(1)(a) of Corporation Act HNA Innovation Ventures (Hong Kong) Co., Limited has a relevant interest as the holder of the shares.	ORD 1,278,565,350	1,278,565,350
Hainan HNA Innovation Ventures Co., Ltd	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(3)(b) of the Corporations Act 2001 (Cth) to have a relevant interest by reason of having control of HNA Innovation Ventures (Hong Kong) Co., Limited.	ORD 1,278,565,350	1,278,565,350
HNA Aviation Group Co., Ltd	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(3)(b) of the Corporations Act 2001 (Cth) to have a relevant interest by reason of having control of Hainan HNA Innovation Ventures Co., Ltd.	ORD 1,278,565,350	1,278,565,350
HNA Group Co., Ltd	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(3)(b) of the Corporations Act 2001 (Cth) to have a relevant interest by reason of having control of HNA Aviation Group Co., Ltd.	ORD 1,278,565,350	1,278,565,350
Hainan Jiaoguan Holding Co., Ltd.	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(3)(b) of the Corporations Act 2001 (Cth) to have a relevant interest by reason of having control of HNA Group Co., Ltd	ORD 1,278,565,350	1,278,565,350
Yangpu Construction Investment Co., Ltd	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(3)(a) of the Corporations Act 2001 (Cth) to have a relevant interest by reason of having voting power above 20% in HNA Group Co., Ltd	ORD 1,278,565,350	1,278,565,350
Trade Union Committee of Hainan Airlines Co., Ltd	HNA Innovation Ventures (Hong Kong) Co., Limited	HNA Innovation Ventures (Hong Kong) Co., Limited	Taken under section 608(3)(b) of the Corporations Act 2001 (Cth) to have a relevant interest by reason of having control of Yangpu Construction Investment Co., Ltd	ORD 1,278,565,350	1,278,565,350

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

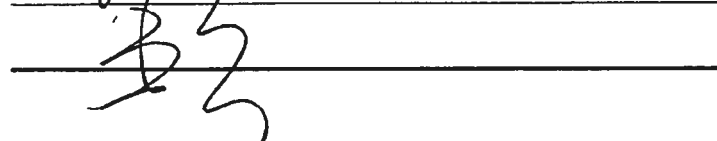
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name	<i>Nang Qi</i>	capacity
sign here		date <i>8 1 8 2016</i>

Annexure A


HNA Innovation Ventures (Hong Kong) Co., Limited

Holders of relevant interests

This is the annexure of 1 pages marked "A" referred to in the
Form 604 signed by me and dated 8/8/2016

Signed:

Name (printed):



Nang Qi

Annexure A

The addresses of persons named in this form are as follows:

Name	Address
HNA Innovation Ventures (Hong Kong) Co., Limited	Room 2103 Futura Plaza, 111 How Ming Street, Kwun Tong, Hong Kong
Hainan HNA Innovation Ventures Co., Ltd	Room 1310, No. 48, Xin Da Shang Wu Da Sha, Guo Mao Road, Long Hua Dist., Hainan, China
HNA Aviation Group Co., Ltd	No 29, Hai Xiu Road, Haikou City, Hainan, China
HNA Group Co., Ltd	No 29, Hai Xiu Road, Haikou City, Hainan, China
Hainan Jiaoguan Holding Co., Ltd.	Floor 17 th , JiaLing Building, JinMao District, Haikou City, Hainan, China
Yangpu Construction Investment Co., Ltd	Room 305, West Wing (Left), YangPu Court, Hainan, China
Trade Union Committee of Hainan Airlines Co., Ltd	HNA Building, No7 Guo Xing Avenue, Haikou City, Hainan, China