

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

20/09/2016

The previous notice was given to the company on

08/08/2016

The previous notice was dated

08/08/2016

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) | 1,278,565,350 | 15.76% | 1,621,536,791 | 19.17% |
| | | | | |

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 |
|----------------|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 20/09/2016 | HNA Innovation Ventures (Hong Kong) Co., Limited | Purchaser of securities from Virgin Australia Holdings Ltd pursuant to participation in a Top-up placement option. | \$0.26 per share | ORD 342,971,441 | 342,971,441 |
| 20/09/2016 | 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 342,971,441 | 342,971,441 |
| 20/09/2016 | 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 342,971,441 | 342,971,441 |
| 20/09/2016 | HNA Group Co., Ltd | Increase in relevant interest by reason of having control of control of HNA Aviation Group Co., Ltd under section 608(3)(b) of the Corporations Act 2001 (Cth) | Nil | ORD 342,971,441 | 342,971,441 |
| 20/09/2016 | 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 342,971,441 | 342,971,441 |

| | | | | | |
|------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----------------|-------------|
| 20/09/2016 | 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 342,971,441 | 342,971,441 |
| 20/09/2016 | 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 342,971,441 | 342,971,441 |

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 1,621,536,791 | 1,621,536,791 |
| 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 1,621,536,791 | 1,621,536,791 |
| 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 1,621,536,791 | 1,621,536,791 |
| 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 1,621,536,791 | 1,621,536,791 |
| 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 1,621,536,791 | 1,621,536,791 |
| 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 1,621,536,791 | 1,621,536,791 |
| 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 1,621,536,791 | 1,621,536,791 |

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 |
|-----------------------------------|-----------------------|
| | |
| | |

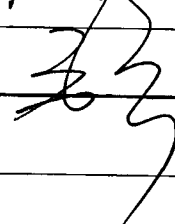
6. Addresses

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

| Name | Address |
|----------------|---------|
| See Annexure A | |
| | |

Signature

print name QI NANG capacity _____

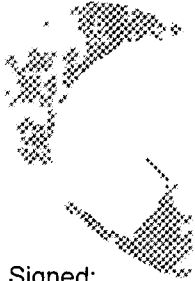
sign here  date 20, 09, 2016

Annexure A

HNA Innovation Ventures (Hong Kong) Co., Limited

Holder of relevant interests

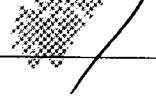
This is the annexure of 1 pages marked "A" referred to in the Form 604 signed by me and dated 20/09/2016.



Signed:



Name (printed):

 QI NANG

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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 |