
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in HNA Infrastructure Company Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or other transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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海航基礎股份有限公司
HNA Infrastructure Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 357)

PROPOSED RE-ELECTION OF DIRECTORS AND A SUPERVISOR AND NOTICE OF EGM

A letter from the Board is set out on pages 2 to 9 of this circular.

The notice given by the Company on 14 November 2016 for convening the EGM to be held at 10:00 am on 30 December 2016 (Friday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

* *For identification purposes only*

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	HNA Infrastructure Company Limited* (海航基礎股份有限公司), a joint stock company incorporated in the PRC on 28 December 2000
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 am on 30 December 2016 (Friday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *Unless otherwise specified in this circular, the English names of the PRC entities are transliteration of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*

LETTER FROM THE BOARD



海航基礎股份有限公司 HNA Infrastructure Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 357)

Executive Directors:

Wang Zhen (Chairman, Authorized Representative)
Yang Xiaobin (President)
Liu Shanbin
Zhou Feng

Registered Office:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC

Non-executive Directors:

Hu Wentai
Chan Nap Kee, Joseph
Yan Xiang

*Principal Place of Business
in Hong Kong:*

Suites 5811-5814, 58/F
Two International Finance Centre
No. 8 Finance Street
Central
Hong Kong

Independent Non-executive Directors:

Deng Tianlin
Fung Ching, Simon
George F Meng
He Linji

To the Shareholders,

Dear Sir/Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND A SUPERVISOR AND NOTICE OF EGM

A. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed re-election of Directors and a supervisor of the Company and to give notice of the EGM to consider and, if thought fit, to approve the resolutions at the EGM.

* For identification purposes only

LETTER FROM THE BOARD

B. PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTORS

Proposed Re-election of Mr. Chan Nap Kee, Joseph as a Non-executive Director

Subject to the approval by the Shareholders, the Board has proposed to re-elect Mr. Chan Nap Kee, Joseph (陳立基先生) as a non-executive Director with effect from the date of the EGM.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Chan Nap Kee, Joseph are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Chan Nap Kee, Joseph, aged 56, was re-appointed as a non-executive Director in October 2013. Mr. Chan acquired his master's degree from the University of Strathclyde majoring in International Marketing and a diploma from Peking University (北京大學) in China Investment and Trade Study. He holds licenses of Type 1 (dealing in securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under Chapter 571 of SFO respectively. Mr. Chan has nearly 30 years management experience in banking, investment banking and asset investment. Mr. Chan was the deputy manager of Credit Agricole Bank from 1986 to 1994, where he was mainly in charge of China business. From 1992 to 1994, he was also the co-head of Credit Agricole Asset Management South East Asia Limited (法國農業銀行東南亞資產管理公司). Since 1994, Mr. Chan has been a founding partner of Oriental Patron Financial Group (東英金融集團). He is also an executive director of Oriental Patron Asia Limited (東英亞洲有限公司). Mr. Chan was appointed as an executive director of Kaisun Energy Group Limited (凱順能源集團有限公司) (Stock Code: 8203) in September 2008, which is listed on the Growth Enterprise Market of the Stock Exchange, and is also the chairman of board of directors of Kaisun Energy Group Limited now. Mr. Chan was appointed as a non-executive director of North Asia Strategic Holdings Limited (北亞策略控股有限公司) on 19 February 2013 and re-designated from a non-executive director to an independent non-executive director of North Asia Strategic Holdings Limited (北亞策略控股有限公司) on 4 March 2016.

Save as disclosed herein, Mr. Chan Nap Kee, Joseph (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Chan Nap Kee, Joseph will be appointed for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Chan Nap Kee, Joseph as a non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Proposed Re-election of Mr. Yan Xiang as a Non-executive Director

Subject to the approval by the Shareholders, the Board has proposed to re-elect Mr. Yan Xiang (燕翔先生) as a non-executive Director with effect from the date of the EGM.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Yan Xiang are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Yan Xiang, aged 53, was re-appointed as a non-executive Director in October 2013. Mr. Yan graduated from Peking University (北京大學), where he received a bachelor's degree in Economics and a master's degree in Economics. From January 1988 to August 1991, he served as a teaching assistant and lecturer in Economics at Peking University. Since August 1991, he has been a research fellow with the Research Center of the People's Government of Hainan Province (海南省政府研究中心), the general manager of Hainan Securities Exchange Center (海南證券交易中心) and the president of Hainan Securities Company Limited (海南省證券公司). He had concurrently been a director of Zhongfu Industrial Co., Ltd. (中孚實業股份有限公司) and an independent director of China United Travel Company Limited (國旅聯合股份有限公司). Mr. Yan currently serves as the chairman of the China Region of the Oriental Patron Financial Group (東英金融集團) and the president of the Oriental Patron Resources Investment Limited (東英資源投資有限公司) concurrently. Mr. Yan had concurrently been the executive director of Hainan Development Promotion Association (海南開發促進會), the committee member of Experts Committee in Research of National Debts and Futures (國債、期貨研究專家委員會) and the committee member of Credit Assessment Experts Committee of China Credit Securities Assessment Limited (中國誠信證券評估有限公司信用評級專家委員會).

Save as disclosed herein, Mr. Yan Xiang (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yan Xiang will be appointed for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Yan Xiang as a non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

LETTER FROM THE BOARD

C. PROPOSED RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Proposed Re-election of Mr. Fung Ching, Simon as an Independent Non-executive Director

Subject to the approval by the Shareholders, the Board has proposed to re-elect Mr. Fung Ching, Simon (馮征先生) as an independent non-executive Director with effect from the date of the EGM.

Mr. Fung Ching, Simon has served more than 12 years as an independent non-executive Director. The Board has confirmed that Mr. Fung Ching, Simon still meets the independence requirements set out in Rule 3.13 of the Listing Rules and is not in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, he continues to demonstrate the attributes of an independent non-executive Director and there is no evidence that his tenure has had any impact on his independence. Mr. Fung Ching, Simon has relevant accounting experience and has a deep understanding of the operation of the Group. Based on such, the Board believes that Mr. Fung Ching, Simon is independent of the Group and will continue to make contribution to the Company.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Fung Ching, Simon are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Fung Ching, Simon, aged 47, was re-appointed as an independent non-executive Director in October 2013. He has also served as the chairman of the strategic committee of the Company and the member of the audit committee and remuneration committee of the Company. Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked in PricewaterhouseCoopers from 1994 to 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (寶業集團股份有限公司) (Stock Code: 2355.HK) from 2004 to 2010. Mr. Fung has served in Greentown China Holdings Limited (綠城中國控股有限公司) (Stock Code: 3900.HK) as the chief financial officer and company secretary since August 2010. Mr. Fung has over 12 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for PRC companies listed in Hong Kong, and has over 10 years of experience in auditing, accounting and business advisory with "Big-4" international accounting firms. Mr. Fung is also a non-executive director of Baoye Group Company Limited currently, and he has served as an independent non-executive director of China Logistics Property Holdings Co., Ltd (中國物流資產控股有限公司) (Stock Code: 1589.HK) since July 2016.

Save as disclosed herein, Mr. Fung Ching, Simon (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial

LETTER FROM THE BOARD

shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Fung Ching, Simon will be appointed for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Fung Ching, Simon as an independent non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Proposed Re-election of Mr. George F Meng as an Independent Non-executive Director

Subject to the approval by the Shareholders, the Board has proposed to re-elect Mr. George F Meng (孟繁臣先生) as an independent non-executive Director with effect from the date of the EGM.

Mr. George F Meng has served more than 9 years as an independent non-executive Director. The Board has confirmed that Mr. George F Meng still meets the independence requirements set out in Rule 3.13 of the Listing Rules and is not in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, he continues to demonstrate the attributes of an independent non-executive Director and there is no evidence that his tenure has had any impact on his independence. Mr. George F Meng has relevant industrial experience and has a deep understanding of the Group's operation. Based on such, the Board believes that Mr. George F Meng is independent of the Group and will continue to make contribution to the Company.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. George F Meng are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. George F Meng, aged 72, was re-appointed as an independent non-executive Director in October 2013. He has also served as a member of the audit committee of the Company. Mr. Meng graduated from Civil Aviation University of China (中國民航學院) in 1966, majoring in radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University (天津外國語大學) for further study in English language. From 1984 to 1991, he studied the FAA Aircraft Dispatcher Training Courses in Aviation Training School, Long Island, New York, the United States, the Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. From 1966 to 1988, Mr. Meng served various positions including the radio station master of Communication Department of General Administration of Civil Aviation of China (the "CAAC") Chengdu Administration (中國民航成都管理局), the dean of the Technical English Department of Civil Aviation University of China (中國民航學院), and the deputy director of CAAC Training Center (中國民航訓練中心). Since 1991, he has been a director and the general manager of China Resource Ltd., USA. Since 2000, Mr. Meng has been the president of Soaring Eagle Industrial LLC., USA. Since

LETTER FROM THE BOARD

September 2010, he has been the principal of Northern New Jersey Huaxia Chinese School (non-profit organization). He has served as the general manager (United States) and certified senior translator of Hua Ling Consultant Inc. in Toronto, Canada, since January 2012.

Save as disclosed herein, Mr. George F Meng (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. George F Meng will be appointed for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. George F Meng as an independent non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

D. PROPOSED RE-ELECTION OF A SUPERVISOR

Subject to the approval by the Shareholders, the Board has proposed to re-elect Mr. Zhang Shusheng (張述聖先生) as a supervisor of the Company with effect from the date of the EGM.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Zhang Shusheng are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Zhang Shusheng, aged 79, is a senior reporter. He was re-elected as an independent supervisor of the Company in October 2013. He graduated from the Department of Chinese, Lan Zhou University (蘭州大學) majoring in Han Literature. He served as the officer at Youth League Committee of Gansu Province (青年團甘肅省定西地委) and concurrently a reporter at Gansu Youth Daily (甘肅青年報社). He once worked as a newspaper editor and a reporter for Gansu Daily (甘肅日報社) and as the chief reporter stationed at Gansu Province for People's Daily (人民日報社). In June 1994, he was re-designated to China Civil Aviation News (《中國民航報》社) working as the chief editor and Party branch secretary and was responsible for the management of China Civil Aviation News. During the term of office, he had been the vice chairman of Gansu Province Journalist Association (甘肅省新聞工作者協會(記者協會)), the president of the Association for Resident Correspondent in Gansu Province (中央暨首都駐甘肅記者聯誼會), the managing director of China Press Cultural Advancement Association (中國新聞文化促進會) and a deputy chairman of the Association of China Industrial Newspapers (中國產業報協會), etc.

Save as disclosed herein, Mr. Zhang Shusheng (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial

LETTER FROM THE BOARD

shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Zhang Shusheng will be appointed for a term of three years commencing from the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Zhang Shusheng as a supervisor of the Company will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

E. EGM

The notice is set out on pages 10 to 13 of this circular is given by the Company on 14 November 2016 for convening the EGM to be held at 10:00 am on 30 December 2016 (Friday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. At the EGM, among other things, ordinary resolutions will be proposed to consider, and if thought fit, to approve the proposed re-election of non-executive Directors, independent non-executive Directors, and a supervisor of the Company.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by way of a poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the EGM.

A form of proxy for use at the EGM is accompanied with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so desire.

The reply slip for the EGM is also enclosed with this circular. You are reminded to complete and sign the reply slip and return the signed reply slip to the office of the Secretary Office to the Board at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC, no later than 10 December 2016 (Saturday) in accordance with the instructions printed thereon.

F. BOOK CLOSURE

The Company's register of members will be closed from 30 November 2016 (Wednesday) to 30 December 2016 (Friday) (both days inclusive), during which time no transfer will be registered. In order to qualify for attending and voting at the EGM, Shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 29 November 2016 (Tuesday).

LETTER FROM THE BOARD

G. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the EGM as set out in the notice of EGM.

Yours faithfully,
By order of the Board
HNA Infrastructure Company Limited*
Wang Zhen
Chairman

Hainan Province, the PRC
14 November 2016

* *For identification purposes only*

NOTICE OF THE EGM



海航基礎股份有限公司 HNA Infrastructure Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 357)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of HNA Infrastructure Company Limited (the “**Company**”) will be held at 10:00 am on 30 December 2016 (Friday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. Chan Nap Kee, Joseph (陳立基先生) as a non-executive director of the Company (the “**Director**”), whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the board of Directors (the “**Board**”) or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
2. To consider and approve the re-election of Mr. Yan Xiang (燕翔先生) as a non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
3. To consider and approve the re-election of Mr. Fung Ching, Simon (馮征先生) as an independent non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;

* For identification purposes only

NOTICE OF THE EGM

4. To consider and approve the re-election of Mr. George F Meng (孟繁臣先生) as an independent non-executive Director, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
5. To consider and approve the re-election of Mr. Zhang Shusheng (張述聖先生) as a supervisor of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company, to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and
6. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By the order of the Board
HNA Infrastructure Company Limited*
Wang Zhen
Chairman

Hainan Province, the PRC
14 November 2016

NOTICE OF THE EGM

As at the date of this notice, the Board comprises of (i) four executive Directors, namely Mr. Wang Zhen, Mr. Yang Xiaobin, Mr. Liu Shanbin and Mr. Zhou Feng; (ii) three non-executive Directors, namely Mr. Hu Wentai, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang; and (iii) four independent non-executive Directors, namely Mr. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. He Linji.

Notes:

- (A) The Company's register of members will be closed from 30 November 2016 (Wednesday) to 30 December 2016 (Friday) (both days inclusive), during which no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 29 November 2016 (Tuesday).
- (B) Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on 29 November 2016 (Tuesday) are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (C) Holders of H shares and domestic shares of the Company, who intend to attend the EGM, must complete and return the reply slips for attending the EGM to the Secretary Office to the Board not later than 20 days before the date of the EGM, i.e. no later than 10 December 2016 (Saturday). Holders of H shares and domestic shares of the Company can deliver the reply slips by hand, by post or by facsimile.

Details of the Secretary Office to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC
Tel: (86-898) 6996 6999
Fax: (86-898) 6996 8999

- (D) Each holder of H shares who has the right to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. The instrument appointing a proxy of any holder of H shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its Board or by its authorized attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the EGM. Notes (D) and (E) also apply to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to secretary office to the Board, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

NOTICE OF THE EGM

- (G) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his authorized representative, which specifies the date of its issuance. If the legal representative of the holder of legal person share(s) attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person share(s) appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of the legal person shares and duly signed by its legal representative.
- (H) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (I) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.