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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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)

#### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**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 Tuesday, 20 March 2018 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. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the announcement of the Company dated 1 February 2018 (the “Announcement”).

#### BY WAY OF SPECIAL RESOLUTIONS

1. To consider and approve the Loan Agreement dated 1 February 2018 entered into between the Lenders and the Borrowers, pursuant to which, the Lenders agreed to grant the Loan to the Company and the Parent Company on a joint and several basis in the principal amount of RMB7.8 billion for a period of 20 years;
2. To consider and approve the Loan Allocation Agreement dated 1 February 2018 entered into between the Company and the Parent Company for the purpose of specifying the allocation of the Loan between the Company and the Parent Company;
3. To consider and approve the extension of the validity period of the Specific Mandate in relation to the New H Shares Issue, for a further period of nine (9) months, from 26 March 2018 to 25 December 2018, together with the following resolutions on the Specific Mandate for the New H Shares Issue and listing of New H Shares on the Stock Exchange (relevant details of the resolutions are set out in the Announcement):
  - 3.1. Class of Shares to be issued;

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- 3.2. Time of issuance;
  - 3.3. Size of issuance;
  - 3.4. Ranking of New H Shares;
  - 3.5. Listing;
  - 3.6. Method of issuance;
  - 3.7. Target places;
  - 3.8. Pricing mechanism;
  - 3.9. Method of subscription;
  - 3.10. Accumulated profits;
  - 3.11. Use of proceeds;
  - 3.12. Validity period of the resolutions;
4. To consider and approve the extension of the authorisation to the Board granted by the general meeting of Shareholders to deal with and complete the Parent Company Subscription, for a further period of nine (9) months, from 26 March 2018 to 25 December 2018;
  5. To consider and approve the extension of the authorisation to the Board granted by the general meeting of Shareholders to deal with and complete the Hainan HNA Subscription, for a further period of nine (9) months, from 26 March 2018 to 25 December 2018;
  6. To consider and approve the extension of the authorisation to the Board granted by the general meeting of Shareholders to deal with and complete all the matters in relation to the New H Shares Issue, for a further period of nine (9) months, from 26 March 2018 to 25 December 2018. Such matters include but are not limited to:
    - (a) execute and submit all the relevant applications, reports and other documents to the relevant PRC and overseas departments or authorities and deal with all the relevant approvals, registration, filing, sanction and permission;

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- (b) determine the terms of the proposed New H Shares Issue, including the determination of the actual size, issue price (including the price range and final price), timing, method and target placee(s) of the proposed New H Shares Issue, the execution, implementation, modification and termination of any agreement, contract or other documents in relation to the exercise of the Specific Mandate to issue the New H Shares, making adjustment to the use of proceeds of the proposed New H Shares Issue, and any other relevant matter;
- (c) negotiate and enter into subscription agreements with the placing agent(s) in relation to the proposed New H Shares Issue, and approving any revision or amendments to such placing agreement;
- (d) deal with all the matters in relation to obtaining all the approvals and permissions from the relevant authorities including but not limited to the CSRC, the Stock Exchange and/or any other relevant PRC and overseas authorities in relation to the proposed New H Shares Issue;
- (e) depending on the requirements at the time of the issuance, engage and appoint financial advisor, the placing agent(s), PRC and overseas legal advisers and other relevant agencies in relation to the proposed New H Shares Issue and enter into engagement or appointment letters and other relevant legal documents;
- (f) make appropriate amendments to the terms of the proposed New H Shares Issue in light of the specific circumstances and pursuant to the approval(s) by the relevant regulatory authorities;
- (g) execute, implement, amend and complete any document and do any act as necessary and appropriate in relation to the proposed New H Shares Issue;
- (h) approve the publication of relevant announcement(s), circular(s) and notice(s) in relation to the proposed New H Shares Issue on the website of the Stock Exchange and the Company, respectively, and the submission of relevant forms, files or other documents to the Stock Exchange; and
- (i) obtain the approval from the Stock Exchange for listing of and permission to deal in all of the New H Shares to be issued and allotted pursuant to the New H Shares Issue on the Main Board of the Stock Exchange; and

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7. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding five (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\***  
**Liao Hongyu**  
*Chairman*

Hainan Province, the PRC  
2 February 2018

*As at the date of this notice, the Board comprises of (i) four executive directors, namely Mr. Liao Hongyu, Mr. Tu Haidong, Mr. Zhou Feng and Mr. Wu Jian; (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.*

\* *For identification purposes only*

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*Notes:*

- (A) A circular containing, among other things, (i) further details of the Loan Agreement, the Loan Allocation Agreement and the transactions contemplated thereunder; (ii) the New H Shares Issue Extension Resolution and the Board Authorisation Extension Resolutions; (iii) the letter of advice from the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Loan Agreement, the Loan Allocation Agreement and the Board Authorisation Extension Resolutions; and (iv) the letter from the Independent Board Committee to the Independent Shareholders in relation to the Loan Agreement, the Loan Allocation Agreement and the Board Authorisation Extension Resolutions will be despatched to the Shareholders on or before 22 February 2018.
- (B) The Company's register of members will be closed from Wednesday, 14 February 2018 to Tuesday, 20 March 2018 (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, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 13 February 2018.
- (C) 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 Tuesday, 13 February 2018 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (D) 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 Tuesday, 13 February 2018. 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

- (E) 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.
- (F) 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, 17th Floor, 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.

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- (G) 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 (E) and (F) 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 (D) 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.
- (H) 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.
- (I) 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.
- (J) 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.