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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 “**Extraordinary General Meeting**”) of HNA Infrastructure Company Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 9 July 2018 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, 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. Hu Wentai (胡文泰先生) as a non-executive director of the Company, whose emoluments will be determined with reference to the remuneration policies as approved at the annual general meeting; and
2. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) of the Company holding 5 per cent or more of the shares carrying the right to vote at such meeting.

BY WAY OF SPECIAL RESOLUTIONS

3. To consider and approve the proposed change of the Chinese name of the Company from “海航基礎股份有限公司” to “瑞港國際機場集團股份有限公司” and the proposed change of the English name of the Company from “HNA Infrastructure Company Limited” to “Regal International Airport Group Company Limited” (“**Proposed Change of Name**”);
4. To consider and approve amendments to articles of association of the Company in relation to the Proposed Change of Name;

* For identification purposes only

5. **“THAT:**

- (a) the Company be and is hereby authorised, to launch asset-backed securities up to RMB2 billion (the “**Asset-backed Securities**”) using the revenue receivable by the Company generated from granting franchise rights to qualified operators and leasing business places to qualified lessees for a period from the establishment of the asset-backed securitization plan (the “**Plan**”) to six years after the establishment of the Plan.
 - (b) the chairman of the board of directors of the Company be and is hereby authorised, to exercise all powers to handle all matters relating to the Plan, including but not limited to:
 - i. subject to the applicable laws and regulations, with reference to the specific conditions of the market and the Company, to determine and adjust the specific plan of the issue of the Asset-backed Securities, including but not limited to the issue scale, issue costs, duration of issue, use of proceeds, repayment method and matters in relation to guarantee;
 - ii. to make appropriate adjustments on the matters relating to the Plan, or to decide whether to proceed the Plan based on the actual situations in accordance with any changes on the opinions of the regulatory authorities, policies or market conditions, except for the matters which are subject to the Shareholders’ approval in accordance with the relevant laws, regulations and the articles of association of the Company;
 - iii. to determine the engagement of professional parties and to execute agreements in relation to the engagement; and
 - iv. to handle other matters in relation to the Plan.”
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 order of the Board
HNA Infrastructure Company Limited*
Liao Hongyu
Chairman

Hainan, the PRC
24 May 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. Xing Zhoujin; (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 Friday, 8 June 2018 to Monday, 9 July 2018 during which no transfer of shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, 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 Thursday, 7 June 2018.
- (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 Thursday, 7 June 2018 are entitled to attend and vote at the Extraordinary General Meeting after complying with the necessary registration procedures.
- (C) Holders of H shares and domestic shares of the Company, who intend to attend the Extraordinary General Meeting, must complete and return the reply slips for attending the Extraordinary General Meeting to the secretary office to the board of directors of the Company not later than 20 days before the date of the Extraordinary General Meeting, i.e. no later than Tuesday, 19 June 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 of directors of the Company are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province 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 Extraordinary General Meeting (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 Extraordinary General Meeting. 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 of directors 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 Extraordinary General Meeting 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 Extraordinary General Meeting. 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 of directors of the Company, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Extraordinary General Meeting 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 Extraordinary General Meeting, 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 Extraordinary General Meeting, 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 Extraordinary General Meeting is expected to last not more than one day. Shareholders or proxies attending the Extraordinary General Meeting 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 Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Extraordinary General Meeting.