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**瑞港國際機場集團股份有限公司**  
**Regal International Airport Group Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 357)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Regal International Airport Group Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 10 October 2019 at the meeting room of the Company on 3rd Floor, Office Building of Haikou Meilan International Airport\* (海口美蘭國際機場) (“**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 that the Company does not make interim dividend distribution for the six months ended 30 June 2019; 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 “瑞港國際機場集團股份有限公司” to “海南美蘭國際空港股份有限公司” and the proposed change of the English name of the Company from “Regal International Airport Group Company Limited” to “Hainan Meilan International Airport Company Limited”;
4. To consider and approve the proposed amendments to the articles of association of the Company; and

5. 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 order of the Board  
**Regal International Airport Group Company Limited\***  
**Wang Zhen**  
*Chairman*

Hainan, the PRC  
19 August 2019

*As at the date of this notice, the Board comprises of (i) five executive directors, namely Mr. Wang Zhen, Mr. Wang Hong, Mr. Wang Hexin, Mr. Yu Yan and Mr. Xing Zhoujin; (ii) two non-executive directors, namely 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 purpose only

*Notes:*

- (A) The Company's register of members will be closed from Tuesday, 10 September 2019 to Thursday, 10 October 2019 (both days inclusive), during which time no transfer will be registered. In order to qualify for attending and voting at the EGM, the shareholders of the Company (the "**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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 9 September 2019.
- (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 Monday, 9 September 2019 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 office of the secretary to the board of directors of the Company not later than 20 days before the date of the EGM, i.e. no later than Friday, 20 September 2019. 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 office of the secretary to the board of directors of the Company 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 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, Wan Chai, 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 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 form of proxy or other documents of authority must be delivered to the office of the secretary 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 EGM or any adjournment thereof in order for such documents to be valid.
- (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.