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If you have sold or transferred all your shares in HNA Infrastructure Company Limited, you should at once hand this supplemental 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 affected 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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED
4 DECEMBER 2015**

**Independent Financial Adviser to
the Independent Board Committee and
the Independent Shareholders**



This supplemental circular should be read together with the circular of the Company dated 4 December 2015, in relation to, among other things, the discloseable and connected transaction under the Equity Transfer Agreement, the proposed Non-public Issuance of Renminbi Corporate Bonds and the proposed Non-public Issuance of Debt Financing Instruments (the "Circular") and the notice of EGM of the Company dated 13 November 2015 (the "Notice of EGM").

LETTER FROM THE BOARD



海航基础设施股份有限公司 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)

Gao Jian (Vice Standing Executive)

Zhang Peihua (Vice-president
and Chief Financial Officer)

Non-executive Directors:

Hu Wentai (Vice-chairman)

Chan Nap Kee, Joseph

Yan Xiang

Independent Non-executive Directors:

Deng Tianlin

Fung Ching, Simon

George F. Meng

He Linji

Registered Office:

Office Building of Meilan Airport

Haikou City

Hainan Province, the PRC

Principal Place of Business

in Hong Kong:

Units 2606A-2608

26th Floor Island Place Tower

510 King's Road

North Point

Hong Kong

14 December 2015

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 4 DECEMBER 2015

1. INTRODUCTION

Reference is made to the announcement of the Company dated 13 November 2015, the Notice of EGM and the Circular. This supplemental circular should be read in conjunction with the Notice of EGM and the Circular, which contains, among other things, the discloseable and connected transaction under the Equity Transfer Agreement, the proposed Non-public Issuance of Renminbi Corporate Bonds and the proposed Non-public Issuance of Debt Financing Instruments.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide the Shareholders with supplemental information to the information as set out in the paragraph headed “C. Proposed Non-public Issuance of Renminbi Corporate Bonds and Debt Financing Instruments” under the section headed “Letter from the Board” in the Circular as mentioned below. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

2. SUPPLEMENTAL INFORMATION TO USE OF PROCEEDS UNDER THE PROPOSED NON-PUBLIC ISSUANCE OF RENMINBI CORPORATE BONDS

Supplemental information is made to the information as set out in “1. Proposed Non-public Issuance of Renminbi Corporate Bonds” in the paragraph headed “C. Proposed Non-public Issuance of Renminbi Corporate Bonds and Debt Financing Instruments” under the section headed “Letter from the Board” on page 12 of the Circular, whereas the use of proceeds disclosed therein will be amended as below:

“Use of proceeds: All the proceeds from the Non-public Issuance of Renminbi Corporate Bonds will be used by the Company to finance the construction of the terminal complex project* (站前綜合體項目) and the Phase II expansion project of Meilan Airport* (美蘭機場二期擴建項目), to repay stock of financing debts and to supplement working capitals.”

3. SUPPLEMENTAL INFORMATION TO USE OF PROCEEDS UNDER THE PROPOSED NON-PUBLIC ISSUANCE OF DEBT FINANCING INSTRUMENTS

Supplemental information is made to the information as set out in “2. Proposed Non-public Issuance of Debt Financing Instruments” in the paragraph headed “C. Proposed Non-public Issuance of Renminbi Corporate Bonds and Debt Financing Instruments” under the section headed “Letter from the Board” on page 13 of the Circular, whereas the use of proceeds disclosed therein will be amended as below:

“Use of proceeds: All the proceeds from the Non-public Issuance of Debt Financing Instruments will be used by the Company to finance the construction of the terminal complex project and the Phase II expansion project of Meilan Airport, to repay stock of financing debts and to supplement working capitals.”

LETTER FROM THE BOARD

4. SUPPLEMENTAL INFORMATION TO AUTHORIZATION TO THE BOARD UNDER THE PROPOSED NON-PUBLIC ISSUANCE OF RENMINBI CORPORATE BONDS AND DEBT FINANCING INSTRUMENTS

Supplemental information is also made to the information as set out at item (i) of “3. Authorization to the Board” in the paragraph headed “C. Proposed Non-public Issuance of Renminbi Corporate Bonds and Debt Financing Instruments” under the section headed “Letter from the Board” on page 14 of the Circular, whereas the authorization to the Board and the authorized person of the Board at item (i) will also include the specific adjustment made to the allocations of the use of proceeds. The updated item (i) under the “Authorization to the Board” will be as below:

“(i) to formulate, to the extent permitted by laws and regulations and according to the Company’s specific circumstances and the market conditions, the specific terms and arrangements of the Non-public Issuance of Renminbi Corporate Bonds and the Non-public Issuance of Debt Financing Instruments, and to make any changes and adjustments to such terms and arrangements, including but not limited to, size of specific issue, interest rate or the calculation method, timing of issue, offer tranche (if any), redemption and repurchase mechanism (if any), duration and method of repayment of the principal and the interests, the specific adjustment made to the allocations of the use of proceeds, placing arrangement and any other matters in relation to the Non-public Issuance of Renminbi Corporate Bonds and the Non-public Issuance of Debt Financing Instruments;”

Apart from the above supplemental information disclosed in this supplemental circular, all information and contents set out in the Notice of EGM, the Circular and the proxy form remains unchanged, valid and effective.

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

* For identification purposes only