
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 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)

**PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

The notice given by the Company on 11 December 2017 for convening the EGM to be held at 10:00 a.m. on Tuesday, 30 January 2018 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 6 to 8 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 with limited liability
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 30 January 2018 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as 海口美蘭國際機場 (Haikou Meilan International Airport*) located in Haikou City, Hainan Province, the PRC
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“Shareholder(s)”	holder(s) of the Shares of the Company
“Share(s)”	share(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*)

Tu Haidong (*President*)

Zhou Feng

Wu Jian

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 APPOINTMENT OF AN EXECUTIVE DIRECTOR; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed appointment of an executive Director and to give notice of the EGM to consider, and if thought fit, to approve the resolution set out above at the EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint Mr. Liao Hongyu (廖虹宇先生) (“**Mr. Liao**”) as an executive Director.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Liao are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

The biographical details of Mr. Liao are as follows:

Mr. Liao, aged 39, obtained a bachelor’s degree majoring in economic law from Southwest University of Political Science & Law* (西南政法大學) in Chongqing City, the People’s Republic of China (the “**PRC**”). He has been the chairman of the board and the president of HNA Airports Group Co., Ltd.* (海航機場集團有限公司) since April 2017.

Mr. Liao successively served as various roles in HNA Group Co., Ltd.* (海航集團有限公司). He served as a legal assistant from October 2001 to May 2004, as a senior legal counsel from May 2004 to October 2007 and as the legal manager from October 2007 to October 2009. He also served as the deputy general manager of comprehensive management department and the deputy general manager of risk control department of HNA Tourism Management Holding Co., Ltd.* (海航旅遊管理控股有限公司) from October 2009 to January 2010 and from January 2010 to August 2010, respectively. From July 2010 to April 2012, Mr. Liao served as the deputy general manager of compliance department of Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600221.SH). Mr. Liao successively held various positions in HNA Tourism Group Co., Ltd.* (海航旅遊集團有限公司), including as the assistant to president from April 2012 to April 2015, as the chief risk control officer from April 2015 to December 2015 and as the risk control director from December 2015 to January 2016. Mr. Liao also worked as the president of HNA Innovation Co., Ltd.* (海航創新股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600555.SH), from January 2016 to February 2017 and as the chairman of the board and the president of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司) from February 2017 to April 2017.

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

Mr. Liao (i) has not held any other directorships 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 as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). There is no information which is required to be disclosed pursuant to Rules 13.5 1(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

C. THE EGM

Set out on pages 6 to 8 of this circular is the notice given by the Company on 11 December 2017 for convening the EGM to be held at 10:00 a.m. on Tuesday, 30 January 2018 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, an ordinary resolution will be proposed to consider, and if thought fit, to approve the proposed appointment of an executive Director.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by 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 secretary office to the Board at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than Wednesday, 10 January 2018 in accordance with the instructions printed thereon.

D. BOOK CLOSURE

The Company's register of members will be closed from Saturday, 30 December 2017 to Tuesday, 30 January 2018 (both days inclusive), during which time no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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 Friday, 29 December 2017.

LETTER FROM THE BOARD

E. RECOMMENDATIONS

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the EGM is 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 the resolution 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
11 December 2017

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 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 a.m. on Tuesday, 30 January 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:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Liao Hongyu (廖虹宇先生) as an executive director of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting, to authorize the chairman of the board of directors (the “Board”) or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and
2. 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*
Wang Zhen
Chairman

Hainan Province, the PRC
11 December 2017

As at the date of this announcement, the Board comprises of (i) four executive directors, namely Mr. Wang Zhen, 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Saturday, 30 December 2017 to Tuesday, 30 January 2018 (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 Friday, 29 December 2017.
- (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 Friday, 29 December 2017 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 Wednesday, 10 January 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

- (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 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, except that the form of proxy 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 EXTRAORDINARY GENERAL MEETING

- (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.