



# 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)

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 20 MARCH 2018

I/we <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 1)</sup>  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of RMB1.00 each in the share capital of HNA Infrastructure Company Limited (the "Company"), hereby appoint the chairman of the extraordinary general meeting (the "EGM") or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy/proxies for \_\_\_\_\_ H shares/domestic shares which I/we hold in the Company to attend and vote at the EGM of the Company to be held 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") at 10:00 a.m. on Tuesday, 20 March 2018 or at any adjournment thereof. The proxy/proxies is/are authorized to vote for me/us and in my/our name(s) as directed below in respect of the following resolutions and other matters which may be dealt with at the EGM. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion. Terms used in this form of proxy shall have the same meanings as defined in the announcement of the Company dated 1 February 2018 (the "Announcement") unless the context requires otherwise. The proxy shall vote for me/us according to the following directions <sup>(Note 4)</sup>:

By way of special resolutions:		For	Against	Abstention
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;			
	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 placees;			
	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;			
	(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			
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.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature(s): \_\_\_\_\_

*Notes:*

1. Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in **BLOCK LETTERS**.
2. Please insert the number and class of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the EGM is appointed, strike out "the chairman of the EGM or" and insert the name(s) and address(es) of the proxy/proxies desired in the spaces provided.
4. **IMPORTANT:** If you wish to vote for a resolution, please place a "√" in the box marked "FOR". If you wish to vote against a resolution, please place a "√" in the box marked "AGAINST". The shares abstained will not be counted in the calculation of the required majority. Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution (or any amendment thereto) properly put to the EGM other than those set out in the notice convening the EGM.
5. In the case of joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. But if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of legal person, must be either under its seal or signed by a director or attorney duly authorized to sign the same.
7. For holders of H shares of the Company, this form of proxy together with a notarially certified copy of the power of attorney or other authority, if any, must be lodged at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof in order for such documents to be valid.
8. For holders of domestic shares of the Company, this form of proxy together with a notarially certified copy of the power of attorney or other authority, if any, must be delivered to Secretary Office to the Board of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC, not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof in order for such documents to be valid.
9. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
11. Each alteration made to this form of proxy must be initialed by the person who signs it.

\* For identification purposes only