
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 effected 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 DECLARATION OF 2017 FINAL DIVIDEND;
PROPOSED RE-ELECTION OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR;
PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 9 of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 25 May 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 10 to 15 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:

“Annual General Meeting”	an annual general meeting of the Company to be held at 10:00 a.m. on Friday, 25 May 2018 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“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”	海航基礎股份有限公司 (HNA Infrastructure Company Limited*), a joint stock company incorporated in the PRC with limited liability
“controlling shareholder(s)”	has the meaning ascribed under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors
“H Share(s)”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“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 Haikou Meilan International Aripport* (海口美蘭國際機場) 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)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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:

Liao Hongyu (*Chairman, Authorized Representative*)
Tu Haidong (*President*)
Zhou Feng
Xing Zhoujin (*Authorized Representative*)

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

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION OF 2017 FINAL DIVIDEND;
PROPOSED RE-ELECTION OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR;
PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed declaration of 2017 Final Dividend (as defined below), the proposed re-election of an independent

* For identification purposes only

LETTER FROM THE BOARD

non-executive Directors, the proposed change of business scope of the Company and amendments to the Articles of Association, the proposed grant of general mandates to issue shares and to give you notice of the Annual General Meeting to consider and, if thought fit, to approve the relevant resolutions at the Annual General Meeting.

B. PROPOSED DECLARATION OF 2017 FINAL DIVIDEND

As disclosed in the announcement of the annual results of the Company for the year ended 31 December 2017 dated 26 March 2018, it was proposed by the Board for the payment of final dividends for the year ended 31 December 2017 of RMB0.090 per Share (including tax) on or before Friday, 20 July 2018 to the Shareholders, 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, 15 June 2018 (the "2017 Final Dividend").

The proposed payment of 2017 Final Dividend will be subject to the approval by the Shareholders at the Annual General Meeting.

C. PROPOSED RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders, the Board proposes to re-elect Mr. He Linji (何霖吉) ("Mr. He") as an independent non-executive Director of the Company with effect from the date approved at the Annual General Meeting.

In order to allow the Shareholders to make an informed decision in respect of the proposed re-election, the biographical details of Mr. He is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. He Linji (何霖吉), aged 61. He was appointed as an Independent Non-executive Director of the Company in May 2015, and served as the chairman of the Nomination Committee and a member of the strategic committee of the Company. Mr. He graduated from Hainan University (海南大學) in economic law (undergraduate course) in December 1999 and graduated from Wuhan University (武漢大學) in economic law (postgraduate course) in December 2000. He is a third grade senior judge (三級高級法官) recognized by the Supreme People's Court of the PRC in September 2006 and was awarded "Meritorious Service Medals in Fairness" by the Supreme People's Court of the PRC on 22 April 2016. Mr. He has extensive experience in the field of law. He served successively as the vice president and the president of Haikou Military Court of Guangzhou Military Region (廣州軍區海口軍事法院) from January 1992 to August 1998. He also successively held the positions of the deputy chief of discipline inspection group, the director of supervisory office and the presiding judge of case filing chamber and member of judicial committee of Haikou Intermediate People's Court from September 1998 to February 2004. Mr. He was the president of the People's Court of Longhua

LETTER FROM THE BOARD

District, Haikou (海口市龍華區人民法院) from March 2004 to August 2010. He served as a minister-level judge (正處級審判員) of Haikou Intermediate People's Court from August 2010 to September 2013. Mr. He had served as a full-time member of the Trial Committee of Haikou Intermediate People's Court since October 2013.

Save as disclosed above, Mr. He (i) has not held any other directorship 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 of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51(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.

Mr. He will be appointed for a term of three years commencing from the grant of approval at the Annual General Meeting and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. He as an independent non-executive Director of the Company will be determined with reference to the remuneration policies to be approved at the Annual General Meeting.

D. PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to cater for the needs of business development of the Company, the Board proposes to change the business scope of the Company from:

To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service to (among others) airlines or passengers within the premises of the airport. (The operation for all projects that involve business permits will rely on the permit). (For projects that need to be approved in accordance with the laws, business activities can only commence after the approvals of relevant authorities have been obtained).

to:

To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service,

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business information consulting and management services, venue leasing, conference and exhibition services, import and export trading, office supplies, decorations, tobacco, alcohol, food, aquatic products, health products, cultural and sports goods, computer software, digital and electronic products, sales of audio and video products, property management services, design, production, distribution and agency services of various types of domestic advertising, operation of aviation science and technology museums, technology training services, ticket agency services, design, production and sales of souvenirs, playground operation and medical services to (among others) airlines or passengers within the premises of the airport. (The operation for all projects that involve business permits will rely on the permit). (For projects that need to be approved in accordance with the laws, business activities can only commence after the approvals of relevant authorities have been obtained).

Conditions

The proposed change of business scope of the Company is subject to satisfaction of the following conditions:

- (i) a special resolution passed by the Shareholders at the Annual General Meeting to approve the proposed change of business scope of the Company; and
- (ii) all the necessary approval obtained from the relevant government administrative authorities for the proposed change of business scope of the Company (if necessary).

The relevant filing with relevant government administrative authorities will be made after the passing of the relevant special resolution at the Annual General Meeting. Subject to the satisfaction of the conditions set out above, the proposed change of business scope of the Company will take effect from the date when the new business scope is registered with the competent industry and commerce authority.

The proposed change of business scope of the Company will be put forward to the Shareholders by way of a special resolution at the Annual General Meeting.

For the purpose of updating the Articles of Association with the above mentioned change of business scope of the Company, parts of the Articles of Association need to be amended as followings:

The original Article 11 is:

The scope of business of the Company is determined by the Company's Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the procedure of change of registration shall be completed.

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the

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airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).

Amended as:

The scope of business of the Company is determined by the Company's Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the procedure of change of registration shall be completed.

To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service, business information consulting and management services, venue leasing, conference and exhibition services, import and export trading, office supplies, decorations, tobacco, alcohol, food, aquatic products, health products, cultural and sports goods, computer software, digital and electronic products, sales of audio and video products , property management services, design, production, distribution and agency services of various types of domestic advertising, operation of aviation science and technology museums, technology training services, ticket agency services, design, production and sales of souvenirs, playground operation and medical services to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).

The proposed amendments to the Articles of Association will be put forward to the Shareholders by way of a special resolution at the Annual General Meeting.

E. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

The following proposed resolution will seek Shareholders' approval as a special resolution at the Annual General Meeting:

“THAT:

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:

LETTER FROM THE BOARD

- (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient; and

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- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”

F. ANNUAL GENERAL MEETING

Set out on pages 10 to 15 of this circular is a notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 25 May 2018 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Annual General Meeting will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is accompanied with this circular. Whether or not you are able to attend the Annual General 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 Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so desire.

The reply slip for the Annual General Meeting is also enclosed with this circular. You are reminded to complete and sign the reply slip and return the signed reply slip to the office of the secretary office to the Board of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than Saturday, 5 May 2018 in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

G. BOOK CLOSURE

The Company's register of members will be closed from Wednesday, 25 April 2018 to Friday, 25 May 2018 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 24 April 2018.

The Company's register of members will be closed from Friday, 8 June 2018 to Friday, 15 June 2018 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for the entitlement of the 2017 Final Dividend, 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 Shops 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. The Company will pay the 2017 Final Dividend on or before Friday, 20 July 2018 upon the approval of Shareholders at the Annual General Meeting.

H. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are 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 all the resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting.

Yours faithfully,
By order of the Board
HNA Infrastructure Company Limited*
Liao Hongyu
Chairman

Hainan, the PRC
10 April 2018

NOTICE OF THE ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of HNA Infrastructure Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 25 May 2018 in 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:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2017;
2. To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2017;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2017;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2017 (the “**2017 Final Dividend**”);
5. To consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year 2018;

* *For identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's auditors, who will hold office until the conclusion of the next annual general meeting of the Company, and to authorise the chairman of the Board to determine their remunerations;
7. To consider and approve the re-election of Mr. He Linji (何霖吉) as an independent non-executive director of the Company, whose emoluments will be determined with reference to the remuneration policies as approved at the Annual General Meeting;
8. 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

9. To consider and approve amendments to the business scope of the Company and amendments to the articles of association of the Company (the "**Articles of Association**") in the manner as set out in the circular to be despatched to the shareholders of the Company; and
10. **"THAT:**
 - (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements, purchase options or warrants, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this resolution; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
 - (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC (“Hong Kong”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (b) the expiration of the 12-month period following the passing of this resolution; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”
11. 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 of the Company carrying the right to vote at such meeting.

By order of the Board
HNA Infrastructure Company Limited*
Liao Hongyu
Chairman

Haikou, the PRC
10 April 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.

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Wednesday, 25 April 2018 to Friday, 25 May 2018 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for attending and voting at the Annual 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 24 April 2018.

The Company's register of members will be closed from Friday, 8 June 2018 to Friday, 15 June 2018 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for the entitlement of the 2017 Final Dividend, 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 Shops 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. The Company will pay the 2017 Final Dividend on or before Friday, 20 July 2018 upon the approval of the Annual General Meeting.

- (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 Tuesday, 24 April 2018 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.

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 receive the 2017 Final Dividend after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic shares of the Company, who intend to attend the Annual General Meeting, must complete and return the reply slips for attending the Annual General Meeting to the Secretary Office to the Board not later than 20 days before the date of the Annual General Meeting, i.e. no later than Saturday, 5 May 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
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 Annual 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 Annual 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 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

NOTICE OF THE ANNUAL GENERAL MEETING

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 Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the Annual 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 Annual 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, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Annual 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 Annual 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 Annual 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 Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual 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 Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.
- (J) For the year 2018, the allowance standard (after tax) for directors and supervisors of the Company will be as follows: the allowance paid to the executive directors will be RMB70,000 per person; the allowance paid to the non-executive directors will be RMB50,000 per person; the allowance paid to the independent non-executive directors will be RMB100,000 per person; and the allowance paid to supervisors will be RMB20,000 per person. Since 2013, directors and supervisors nominated by controlling shareholders shall no longer be entitled to duty allowance.