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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 Regal International Airport Group 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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**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)**

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

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

The notice given by the Company on 24 August 2018 for convening the EGM to be held at 10:00 a.m. on Wednesday, 10 October 2018 at the meeting room of the Company on 2nd Floor, No. 4 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*

24 August 2018

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## CONTENTS

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	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of Extraordinary General Meeting</b> .....	6

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## DEFINITIONS

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*Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:*

“2018 Interim Dividends”	interim dividends of RMB0.150 per Share (before tax) in respect of the six months ended 30 June 2018 to be paid by the Company on or before Friday, 30 November 2018 to Shareholders whose names appear on the Company’s register of members on Tuesday, 30 October 2018
“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”	Regal International Airport Group Company Limited * (瑞港國際機場集團股份有限公司), 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 Wednesday, 10 October 2018 at the meeting room of the Company on 2nd Floor, No. 4 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)
“RMB”	Renminbi, the lawful currency of the PRC
“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.*

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Liao Hongyu (*Chairman, Authorized Representative*)

Tu Haidong (*President*)

Zhou Feng

Xing Zhoujin (*Authorized Representative*)

*Registered Office:*

Office Building of Meilan Airport

Haikou City

Hainan Province

the PRC

*Non-executive Directors:*

Hu Wentai (*Vice-chairman*)

Chan Nap Kee, Joseph

Yan Xiang

*Principal Place of Business in Hong Kong:*

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 PAYMENT OF INTERIM DIVIDENDS;  
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 payment of 2018 Interim Dividends and the proposed appointment of an executive Director and to give you notice of the EGM to consider and, if thought fit, to approve the resolutions set out above at the EGM.

**B. PROPOSED PAYMENT OF INTERIM DIVIDENDS**

Subject to the approval of the Shareholders at the EGM, the Board proposes to pay the 2018 Interim Dividends of RMB0.150 per Share (before tax) on or before Friday, 30 November 2018 to Shareholders whose names appear on the Company's register of members on Tuesday, 30 October 2018, and to authorise the Directors to take necessary actions required under the applicable laws and regulations in connection thereto.

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## LETTER FROM THE BOARD

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### C. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint Mr. Wang Zhen (王貞先生) (“**Mr. Wang**”) as an executive Director with effect from the date of the EGM.

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

Mr. Wang, aged 55, obtained a master’s degree majoring in software engineering from Dalian University of Technology (大連理工大學) in Dalian City, the PRC in December 2009. From July 1983 to October 1992, he worked for Xinjiang Airlines Aircraft Repair Plant\* (新疆航空公司飛機維修廠) consecutively as the mechanic staff, the machinist, the maintenance leader, and the deputy workshop director. From March 1993 to October 1999, he worked for Hainan Airlines Co., Ltd.\* (海南航空股份有限公司) consecutively as the mechanic staff and the vice captain of the engineering department, the manager, the assistant to the department general manager and the branch department manager of the maintenance department. From October 1999 to January 2000, he served as the vice general manager of the human resources department in Hainan Airlines Co., Ltd.\* (海南航空股份有限公司). From January 2000 to May 2000, he served as the chief of the production operation center in Hainan Airlines Co., Ltd.\* (海南航空股份有限公司). From May 2000 to December 2002, he consecutively served as the vice executive president and the assistant of the executive president of Hainan Airlines Co., Ltd.\* (海南航空股份有限公司). From December 2002 to May 2003, he served as the president of Sanya Phoenix International Airport Co., Ltd.\* (三亞鳳凰國際機場有限責任公司). From March 2003 to November 2006, he consecutively served as the chief executive officer and the general manager of the Company. From November 2006 to January 2007, he served as the vice executive president of HNA Airport Group Limited\* (海航機場集團有限公司). From January 2007 to September 2008, he served as the vice executive president of HNA Airport Group Holdings Limited\* (海航機場控股集團有限公司). From September 2008 to July 2012, he worked for Sanya Phoenix International Airport Co., Ltd.\* (三亞鳳凰國際機場有限責任公司) consecutively as the president, the deputy commander of the construction management department, the executive chairman of the board and the chairman of the board. From July 2012 to May 2013, he served as the deputy leader of the Meilan Airport aviation industrial park project promotion group of the airport management division of HNA Infrastructure Holdings Group Co., Ltd.\* (海航實業控股(集團)有限公司). He served as the vice chairman of the Company from May 2013 to May 2014 and as the chairman of the Company from May 2014 to January 2018. And he also served as the leader of Xinjiang modern logistics preparation group of HNA Modern Logistics Group Co., Ltd.\* (海航現代物流集團有限公司) from January 2018 to March 2018. He has been the vice chairman of the board of Hong Kong Air Cargo Carrier Limited (香港貨運航空有限公司) since March 2018.

Save as disclosed above and as at the date of this circular, Mr. Wang (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 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 other 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.

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## LETTER FROM THE BOARD

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

### **D. THE EGM**

Set out on pages 6 to 8 of this circular is the notice given by the Company on 24 August 2018 for convening the EGM to be held at 10:00 a.m. on Wednesday, 10 October 2018 at the meeting room on 2nd Floor, No. 4 Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. At the EGM, among other things, ordinary resolutions will be proposed to consider and, if thought fit, to approve the proposed payment of 2018 Interim Dividends and 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 Thursday, 20 September 2018 in accordance with the instructions printed thereon.

### **E. BOOK CLOSURE**

The Company's register of members will be closed from Monday, 10 September 2018 to Wednesday, 10 October 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, 7 September 2018.

The Company's register of members will be closed from Thursday, 25 October 2018 to Tuesday, 30 October 2018 (both days inclusive), during which time no transfer of Shares will be registered. In order to qualify for the entitlement of the 2018 Interim Dividends, the Shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the

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## LETTER FROM THE BOARD

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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 Wednesday, 24 October 2018. The Company will pay the 2018 Interim Dividends on or before Friday, 30 November 2018 upon the approval of the EGM.

### F. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the EGM 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 EGM as set out in the notice of EGM.

Yours faithfully,  
By order of the Board  
**Regal International Airport Group Company Limited\***  
**Liao Hongyu**  
*Chairman*

Hainan, the PRC  
24 August 2018

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 Wednesday, 10 October 2018 at the meeting room of the Company on 2nd Floor, No. 4 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 RESOLUTIONS

1. To consider and approve interim dividends distribution in respect of the six months ended 30 June 2018;
2. To consider and approve the appointment of Mr. Wang Zhen (王貞先生) 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
3. 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\***

**Liao Hongyu**

*Chairman*

Hainan, the PRC

24 August 2018

\* *For identification purposes only*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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.*

Notes:

- (A) The Company's register of members will be closed from Monday, 10 September 2018 to Wednesday, 10 October 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, 7 September 2018.

The Company's register of members will be closed from Thursday, 25 October 2018 to Tuesday, 30 October 2018 (both days inclusive), during which time no transfer of shares of the Company will be registered. In order to qualify for the entitlement of the interim dividends of RMB0.150 per Share (before tax) in respect of the six months ended 30 June 2018 (the "2018 Interim Dividends"), 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 Wednesday, 24 October 2018. The Company will pay the 2018 Interim Dividends on or before Friday, 30 November 2018 upon the approval of the EGM.

- (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, 7 September 2018 are entitled to attend and vote at the EGM 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 Tuesday, 30 October 2018 are entitled to receive the 2018 Interim Dividends 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 Thursday, 20 September 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (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 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.
- (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.