
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 **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 APPOINTMENT OF AN EXECUTIVE DIRECTOR;
PROPOSED APPOINTMENT OF AN INDEPENDENT
REPRESENTATIVE SUPERVISOR;
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 19 October 2018 for convening the EGM to be held at 10:00 a.m. on Monday, 3 December 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*

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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” | 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 Monday, 3 December 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 Haikou Meilan International Airport* (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) |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “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

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:

Wang Zhen (*Chairman, Authorized Representative*)

Tu Haidong (*President*)

Xing Zhoujin (*Authorized Representative*)

Non-executive Directors:

Liao Hongyu (*Vice-chairman*)

Hu Wentai

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:

10th Floor, Everbright Centre,

108 Gloucester Road,

Wanchai, Hong Kong

To the Shareholders, Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR;
PROPOSED APPOINTMENT OF AN INDEPENDENT
REPRESENTATIVE SUPERVISOR;
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 an independent representative supervisor of the Company, 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 APPOINTMENT OF AN EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint Mr. Yu Yan (遇言先生) (“**Mr. Yu**”) as an executive Director with effect from the date of the EGM.

LETTER FROM THE BOARD

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

Mr. Yu, aged 36, graduated from Huaqiao University (國立華僑大學) in Quanzhou City, the PRC, with a bachelor's degree majoring in business administration in July 2005. Mr. Yu successively served as the director and the manager of cash flow management center of the financial planning department in Hainan Airlines Co., Ltd* (海南航空股份有限公司) from July 2007 to April 2008 and from April 2008 to July 2013, respectively. From August 2013 to May 2016, he served as the vice president and chief financial officer of Baoji Market Co., Ltd.* (寶雞商場有限公司). From May 2016 to June 2017, he served as the president of Shanghai Jiadeli Supermarket Co., Ltd.* (上海家得利超市有限公司). From June 2017 to August 2017, he served as the general manager of Shanghai Branch of Kupu Trading Co., Ltd.* (酷鋪商貿有限公司上海分公司). Mr. Yu also served as the chief financial officer of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司) from August 2017 to August 2018. He has served as the chief financial officer of the Company since August 2018.

Save as disclosed above and as at the date of this circular, Mr. Yu (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 SFO. There is no information in relation to the appointment of Mr. Yu as an executive Director 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. Yu will be appointed as an executive Director for a term of three years commencing on 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. Yu as an executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

C. PROPOSED APPOINTMENT OF AN INDEPENDENT REPRESENTATIVE SUPERVISOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint Mr. Ren Mingqi (任明琦先生) (“**Mr. Ren**”) as an independent representative supervisor of the Company 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. Ren are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Ren, aged 58, graduated from Jilin University (吉林大學) in Changchun City, the PRC, with a master's degree majoring in corporate management in July 1999. Mr. Ren worked as an officer in the Personnel Bureau of Shanxi Province Jinzhong Area* (山西晉中地區人事局) from February 1982 to December 1983. From December 1983 to March 1989, he successively served as a teacher, the deputy head of academic affairs division and the secretary of the Communist Youth League of Shanxi Textile Industry College* (山西紡織工業學院). From March 1989 to October 1996, Mr. Ren

LETTER FROM THE BOARD

successively held several positions in Haikou Textile Printing and Dyeing Factory* (海口紡織印染廠) as the workshop director of spinning branch, the director of production technology support department, the deputy director of factory, the assistant to the director of factory and the office manager, and the secretary of Communist Party branch of weaving branch. Mr. Ren also successively served as the office secretariat chief, the deputy office manager and the office manager of Haikou Meilan Airport International Head Company* (海口美蘭機場國際總公司) from October 1997 to March 1999, as the office manager of Haikou Meilan Airport Co., Ltd.* (海口美蘭機場有限責任公司) from October 2000 to July 2003 and as the general manager of operation department and the assistant to the chief security officer of Haikou Meilan International Airport Co., Ltd.* (海口美蘭國際機場有限責任公司) from July 2003 to July 2007. He also successively served as the assistant to the president and the general manager of business development department of the Company from July 2007 to November 2010 and as the general manager and chairman of the board of Tangshan Sannvhe Airport Management Co., Ltd.* (唐山三女河機場管理有限公司) from November 2010 to April 2016. Mr. Ren has been the chairman of the board of Weifang Nanyuan Airport Co., Ltd.* (濰坊南苑機場有限責任公司) since April 2016.

Save as disclosed above and as at the date of this circular, Mr. Ren (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 SFO. There is no information in relation to the appointment of Mr. Ren as an independent representative supervisor of the Company 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. Ren will be appointed as an independent representative supervisor of the Company for a term of three years commencing on 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. Ren as an independent representative supervisor of the Company 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 19 October 2018 for convening the EGM to be held at 10:00 a.m. on Monday, 3 December 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 appointment of an executive Director and an independent representative supervisor of the Company.

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.

LETTER FROM THE BOARD

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 Tuesday, 13 November 2018 in accordance with the instructions printed thereon.

E. BOOK CLOSURE

The Company's register of members will be closed from Saturday, 3 November 2018 to Monday, 3 December 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, 2 November 2018.

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*
Wang Zhen
Chairman

Hainan, the PRC
19 October 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Monday, 3 December 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 the appointment of Mr. Yu Yan (遇言先生) 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;
2. To consider and approve the appointment of Mr. Ren Mingqi (任明琦先生) as an independent representative supervisor of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting, and to authorize the chairman of 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*

Wang Zhen

Chairman

Hainan, the PRC

19 October 2018

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Wang Zhen, Mr. Tu Haidong and Mr. Xing Zhoujin; (ii) four non-executive Directors, namely Mr. Liao Hongyu, 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 Saturday, 3 November 2018 to Monday, 3 December 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, 2 November 2018.
- (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, 2 November 2018 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 Tuesday, 13 November 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.