

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)

FORM OF PROXY FOR THE 2018 ANNUAL GENERAL MEETING TO BE HELD ON 3 JUNE 2019

I/we ^(Note 1) _____
of _____ ^(Note 1)
being the registered holder(s) of ^(Note 2) _____ shares of RMB1.00 each in the share capital of Regal International Airport Group Company Limited (the “Company”), hereby appoint the chairman of the annual general meeting (the “Annual General Meeting”) or ^(Note 3) _____
of _____

as my/our proxy/proxies for _____ H shares/domestic shares which I/we hold in the Company to attend and vote at the Annual General Meeting of the Company to be held at 10:00 a.m. on Monday, 3 June 2019 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”) or at any adjournment thereof. The proxy/proxies is/are authorised 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 Annual General Meeting. 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 circular of the Company dated 18 April 2019 (the “Circular”) unless the context requires otherwise. The proxy shall vote for me/us according to the following directions ^(Note 4):

By way of ordinary resolutions:		For	Against	Abstention
1.	To consider and approve the work report of the board of directors of the Company (the “Board”) for the year ended 31 December 2018;			
2.	To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2018;			
3.	To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2018;			
4.	To consider and approve that the Company does not make final dividend distribution for the year ended 31 December 2018;			
5.	To consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year 2019;			
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 appointment of Mr. Wang Hong (王宏先生) 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, 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;			
8.	To consider and approve the appointment of Mr. Wang Hexin (王賀新先生) 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, 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;			
9.	To consider and approve the appointment of Mr. Liao Hongyu (廖虹宇先生) 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			
10.	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:		For	Against	Abstention
11.	To consider and approve the 2018 Supplemental Parent Company Domestic Shares Subscription Agreement dated 21 December 2018 entered into between the Company and the Parent Company in relation to the subscription of (i) 189,987,125 new Domestic Shares as consideration for the transfer of the Phase I Runway Assets by the Parent Company to the Company; and (ii) 12,500,000 new Domestic Shares by cash at an aggregate subscription price of RMB100,000,000 (equivalent to approximately HK\$111,632,060.73), at the subscription price of RMB8.00 (equivalent to approximately HK\$8.93) per Subscription Shares I;			
12.	To consider and approve the Termination Agreement dated 21 December 2018 entered into between the Company and Hainan HNA in relation to the termination of the Hainan HNA Subscription;			
13.	To consider and approve the extension of the validity period of the resolutions in relation to the Parent Company Subscription, for a further period of nine (9) months, from 26 December 2018 to 25 September 2019;			

* For identification purposes only

By way of special resolutions:		For	Against	Abstention
14. ^(Note 5)	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 December 2018 to 25 September 2019, 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 Circular): 14.1. Class of Shares to be issued; 14.2. Time of issuance; 14.3. Size of issuance; 14.4. Ranking of New H Shares; 14.5. Listing; 14.6. Method of issuance; 14.7. Target placees; 14.8. Pricing mechanism; 14.9. Method of subscription; 14.10. Accumulated profits; 14.11. Use of proceeds; 14.12. Validity period of the resolutions;			
15.	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 December 2018 to 25 September 2019;			
16.	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 December 2018 to 25 September 2019. 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 placees and/or the placing agreement with the placing agent(s) in relation to the proposed New H Shares Issue, and approving any revision or amendments to such agreement(s); (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;			
17.	“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 (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			

By way of special resolutions:		For	Against	Abstention
(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 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;			
(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.”			
18.	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.			

Signed this _____ day of _____ 2019

Signature(s): _____

Notes:

- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in **BLOCK LETTERS**.
- 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).
- If any proxy other than the chairman of the Annual General Meeting is appointed, strike out “the chairman of the Annual General Meeting or” and insert the name(s) and address(es) of the proxy/proxies desired in the spaces provided.
- 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 Annual General Meeting other than those set out in the notice convening the Annual General Meeting.
- The resolution no. 14 shall be put forward as 13 separate resolutions.
- 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.
- 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.
- 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 Shops 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.
- Shareholders or their proxies attending the Annual General Meeting shall produce their identity documents.
- 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 the office of the secretary to the Board 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.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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.
- Each alteration made to this form of proxy must be initialled by the person who signs it.