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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 CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice given by the Company on 19 August 2019 for convening the EGM to be held at 10:00 a.m. on Thursday, 10 October 2019 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 8 to 9 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
“Business License”	the new business license to be issued by the local Administration of Industry and Commerce as per the Proposed Change of Name
“Company”	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 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 Thursday, 10 October 2019 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Group”	the Company and its subsidiaries
“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)
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“Proposed Change of Name”	the proposed change of the Chinese name of the Company from “瑞港國際機場集團股份有限公司” to “海南美蘭國際空港股份有限公司” and the proposed change of the English name of the Company from “Regal International Airport Group Company Limited” to “Hainan Meilan International Airport Company Limited”

DEFINITIONS

“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*)

Wang Hong (*President*)

Wang Hexin

Yu Yan

Xing Zhoujin (*Authorized Representative*)

Registered Office:

Office Building of Meilan Airport

Haikou City

Hainan Province

the PRC

Non-executive Directors:

Chan Nap Kee, Joseph

Yan Xiang

Principal Place of Business in Hong Kong:

10th Floor, Everbright Centre

108 Gloucester Road

Wanchai, Hong Kong

Independent Non-executive Directors:

Deng Tianlin

Fung Ching, Simon

George F Meng

He Linji

To the Shareholders,

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the Proposed Change of Name and the Proposed Amendments and to give you notice of the EGM to consider and, if thought fit, to approve the resolutions set out above at the EGM.

LETTER FROM THE BOARD

B. PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 18 August 2019, the Board proposed to change the Chinese name of the Company from “瑞港國際機場集團股份有限公司” to “海南美蘭國際空港股份有限公司” and to change the English name of the Company from “Regal International Airport Group Company Limited” to “Hainan Meilan International Airport Company Limited”. Subject to the approval of the Stock Exchange, the stock short name of the Company will also be changed accordingly.

Reasons for the Proposed Change of Name

The Proposed Change of Name is to be in line with the Company’s corporate strategy of expanding its business and promoting further development of the Company. With the Chinese government putting forward “One Belt One Road” Initiative and construction of China (Hainan) Pilot Free Trade Zone continuously proceeding, the Company will adjust its strategic layout and transform into a management group that is not limited by region. The Board believes that the Proposed Change of Name will enable the Company to further expand domestic and foreign businesses and position itself as a global leading service provider of airport investment, operation and management.

The Board believes that the new Company name can provide the Company with a more appropriate identity and image that will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Conditions of the Proposed Change of Name

The Proposed Change of Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Name at the EGM; and
- (b) the issuance of the Business License.

Subject to satisfaction of the conditions set out above, the proposed name will take effect from the date of issuance of the Business License. The Company will carry out all necessary filing procedures in Hong Kong upon the Proposed Change of Name becoming effective.

Effects of the Proposed Change of Name

The Proposed Change of Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Name becomes effective, any issue of share certificates of the Company will be under the new name of the Company and the Shares will be traded under a new stock short name.

LETTER FROM THE BOARD

C. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 18 August 2019, in order to reflect the Proposed Change of Name and the Company's actual operation, the Board proposed to make certain amendments to the current Articles of Association.

Details of the Proposed Amendments are as follows:

Existing Articles of Association	Revised Articles of Association
<p>Article 2</p> <p>Company's registered name in Chinese: 瑞港國際機場集團股份有限公司</p> <p>Company's name in English: Regal International Airport Group Company Limited</p>	<p>Article 2</p> <p>Company's registered name in Chinese: 海南美蘭國際空港股份有限公司</p> <p>Company's name in English: Hainan Meilan International Airport Company Limited</p>
<p>Article 3</p> <p>Registered address: Complex Building of Meilan Airport, Haikou, Hainan, PRC.</p> <p>Postal code: 571126</p> <p>Telephone number: (86-898) 6576 2009</p> <p>Facsimile number: (86-898) 6576 2010</p>	<p>Article 3</p> <p>Registered address: Complex Building of Meilan Airport, Haikou, Hainan, PRC.</p> <p>Postal code: 571126</p> <p>Telephone number: (86-898) 6996 6999</p> <p>Facsimile number: (86-898) 6996 8999</p>
<p>Article 93</p> <p>The Company shall have a board of directors consisting of eleven directors, including one chairman and two vice chairman.</p> <p>The board should have over half (1/2) (including half (1/2)) outside directors (the directors which are not working in the company), and over one third (1/3) independent non-executive directors (the directors which are independent to the shareholders and not working in the company).</p>	<p>Article 93</p> <p>The Company shall have a board of directors consisting of eleven directors, which shall include one chairman and may include one or two vice chairman.</p> <p>The board should have over half (1/2) (including half (1/2)) outside directors (the directors which are not working in the company), and over one third (1/3) independent non-executive directors (the directors which are independent to the shareholders and not working in the company).</p>

Save for the Proposed Amendments as set out above, other provisions in the Articles of Association remain unchanged.

LETTER FROM THE BOARD

The Hong Kong and PRC legal advisers of the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the applicable PRC laws and regulations, respectively. The Directors also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Articles of Association and the Proposed Amendments are written in Chinese without any official English version. The English version is for reference only. If there is any inconsistency between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM.

D. THE EGM

Set out on pages 8 to 9 of this circular is the notice given by the Company on 19 August 2019 for convening the EGM to be held at 10:00 a.m. on Thursday, 10 October 2019 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. At the EGM, among other things, special resolutions will be proposed to consider, and if thought fit, to approve the Proposed Change of Name and the Proposed Amendments.

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 office of the secretary to the Board at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than Friday, 20 September 2019 in accordance with the instructions printed thereon.

E. BOOK CLOSURE

The Company's register of members will be closed from Tuesday, 10 September 2019 to Thursday, 10 October 2019 (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 Monday, 9 September 2019.

LETTER FROM THE BOARD

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 August 2019

* *For identification purpose only*

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 Thursday, 10 October 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”) for the purpose of considering and, if thought fit, passing the following resolutions:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve that the Company does not make interim dividend distribution for the six months ended 30 June 2019; and
2. 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

3. To consider and approve the proposed change of the Chinese name of the Company from “瑞港國際機場集團股份有限公司” to “海南美蘭國際空港股份有限公司” and the proposed change of the English name of the Company from “Regal International Airport Group Company Limited” to “Hainan Meilan International Airport Company Limited”;
4. To consider and approve the proposed amendments to the articles of association of the Company; and
5. 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 August 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Board comprises of (i) five executive directors, namely Mr. Wang Zhen, Mr. Wang Hong, Mr. Wang Hexin, Mr. Yu Yan and Mr. Xing Zhoujin; (ii) two non-executive directors, namely 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.

* For identification purpose only

Notes:

- (A) The Company's register of members will be closed from Tuesday, 10 September 2019 to Thursday, 10 October 2019 (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 Monday, 9 September 2019.
- (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 Monday, 9 September 2019 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 office of the secretary to the board of directors of the Company not later than 20 days before the date of the EGM, i.e. no later than Friday, 20 September 2019. 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 office of the secretary to the board of directors of the Company 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 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 the office of the secretary to the board of directors of the Company, 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.