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海航國際投資集團有限公司
HNA INTERNATIONAL INVESTMENT HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 521)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of HNA International Investment Holdings Limited (the “**Company**”) will be held at Bowen Room, 7/F., Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Tuesday, 12 July 2016 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution of the Company:

ORDINARY RESOLUTION

“1. **THAT:**–

- (a) the subscription agreement dated 30 May 2016 entered into between the Company, Haitong International Investment Fund SPC (acting on behalf of and for the account of Haitong International Investment Fund SPC) (“**HTI Fund**”) and China Everbright Securities International Structured Finance Company Limited (“**China Everbright Securities**”) (each of HTI Fund and China Everbright Securities is a “**Subscriber**” and are collectively “**Subscribers**”) in relation to the issue of the 24 months unlisted bonds in the aggregate principal amount of US\$52,000,000 (the “**Bond**”) by the Company to the Subscribers and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be allotted and issued upon the exercise of the conversion rights attached to the Bonds following adjustments to the conversion price of the Bonds); and

- (c) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient in connection with (1) the performance of the rights and/or obligations under the Subscription Agreement and in accordance with the terms of the Bonds and (2) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds).”

By order of the Board
HNA International Investment Holdings Limited
Xu Haohao
Executive Director

Hong Kong, 24 June 2016

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrars of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
- (5) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the Board comprises Mr. Zhao Quan (Executive Director and Chairman), Mr. Li Tongshuang (Executive Director and Vice-chairman), Mr. Xu Haohao (Executive Director and Executive President), Mr. Zhang Ke (Executive Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Wang Hao (Non-executive Director), Mr. Leung Kai Cheung (Independent Non-executive Director), Mr. Liem Chi Kit, Kevin (Independent Non-executive Director) and Mr. Lam Kin Fung, Jeffrey (Independent Non-executive Director).