



**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)

**FORM OF PROXY FOR THE GENERAL MEETING  
TO BE HELD ON 12 JULY 2016 AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) in the share capital of HNA International Investment Holdings Limited (the “Company”), HEREBY APPOINT the chairman of the meeting, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the general meeting of the Company to 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. and at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the “GM Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolution as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION <sup>4</sup>	FOR <sup>5</sup>	AGAINST <sup>5</sup>
<p>1. “(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;</p> <p>(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</p> <p>(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 adjustment in accordance with the terms of the Bonds).”</p>		

Signature<sup>6</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend the Meeting and vote for him/her. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- The full-text of the resolutions is set out in the Notice of GM dated 24 June 2016.
- IMPORTANT: If you wish to vote for a resolution, please tick in the box marked “For”. If you wish to vote against a resolution, please tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the GM Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In order to be valid, this 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.
- In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.