



# 海航基礎股份有限公司 HNA Infrastructure Company Limited\*

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock code: 357)

## PROXY FORM FOR THE H SHAREHOLDERS CLASS MEETING TO BE HELD ON 26 JUNE 2017

I/we (Note 1) \_\_\_\_\_ of \_\_\_\_\_ (Note 2) being the registered holder(s) of \_\_\_\_\_ H shares of RMB1.00 each in the share capital of HNA Infrastructure Company Limited (the "Company"), hereby appoint the chairman of the H shareholders class meeting (the "H Shareholders Class Meeting") or \_\_\_\_\_ (Note 3) of \_\_\_\_\_ as my/our proxy/proxies for \_\_\_\_\_ H shares which I/we hold in the Company to attend and vote at the H Shareholders Class Meeting of the Company to be held at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China (the "PRC") at 10:00 a.m. on Monday, 26 June 2017 or at any adjournment thereof. The proxy/proxies is/are authorized 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 H Shareholders Class 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 announcements of the Company dated 30 December 2016 and 27 April 2017 (the "Announcements") unless the context requires otherwise. The proxy shall vote for me/us according to the following directions (Note 4).

By way of special resolutions		For	Against	Abstention
1.	To consider and approve the agreement dated 30 December 2016 and its supplemental agreement dated 27 April 2017 entered into between the Company and Haikou Meilan International Airport Co., Ltd.* (海口美蘭國際機場有限責任公司) in relation to the subscription of: (i) 189,987,125 new Domestic Shares as consideration for the transfer of Phase I Runway Assets by the Parent Company to the Company; and (ii) 250,000,000 new Domestic Shares by cash at an aggregate subscription price of RMB2,000,000,000 (equivalent to approximately HK\$2,232,641,214.56) and to authorize the Board and the persons delegated by the Board to deal with and complete all transactions contemplated thereunder within a term of nine months following the passing of the relevant resolution(s) at the EGM and/or the Class Meetings;			
2.	To consider and approve the agreement dated 30 December 2016 and its supplemental agreement dated 27 April 2017 entered into between the Company and Hainan HNA Infrastructure Investment Group Company Limited* (海南海航基礎設施投資集團股份有限公司) in relation to the subscription of 50,000,000 new Domestic Shares by cash at an aggregate subscription price of RMB400,000,000 (equivalent to approximately HK\$446,528,242.91) and to authorize the Board and the persons delegated by the Board to deal with and complete all transactions contemplated thereunder within a term of nine months following the passing of the relevant resolution(s) at the EGM and/or the Class Meetings;			
3.	To consider and approve following resolutions on the Specific Mandate for the proposed New H Shares Issue and listing of New H Shares on the Stock Exchange (relevant details of the resolutions are set out in the section headed "Proposed New H Shares Issue under Specific Mandate" in the Announcements):			
	3.1 Class of Shares to be issued;			
	3.2 Time of issuance;			
	3.3 Size of issuance;			
	3.4 Ranking of New H Shares;			
	3.5 Listing;			
	3.6 Method of issuance;			
	3.7 Target places;			
	3.8 Pricing mechanism;			
	3.9 Method of subscription;			
	3.10 Accumulated profits;			
	3.11 Use of proceeds;			
	3.12 Validity period of the resolutions;			
	3.13 Other authorization to the Board and the persons delegated by the Board to deal with and complete all the matters in relation to the New H Share Issue with full authority for a term of nine months following the passing of the relevant resolution(s) at the EGM and/or the Class Meetings.			
4.	To consider and approve the authorization of the consequential amendments to the Articles of Association as the Board thinks fit to reflect the latest registered capital structure of the Company as a result of each of the issue of Subscription Shares I, Subscription Shares II and the proposed New H Shares Issue; and			
5.	To consider and approve the proposals (if any) put forward at such meeting by any shareholder(s) holding five per cent or more of the shares carrying right to vote at such meeting.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 H Shareholders Class Meeting is appointed, strike out "the chairman of the H Shareholders Class 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 H Shareholders Class Meeting other than those set out in the notice convening the H Shareholders Class Meeting.
- 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 Room 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.
- 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 initiated by the person who signs it.

\* For identification purposes only