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海航實業集團股份有限公司  
**HNA HOLDING GROUP CO. LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 521)**

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the general meeting (the “**Meeting**”) of HNA Holding Group Co. Limited (the “**Company**”) will be held at Island Ballroom, 5/F, Island Shangri-La Hotel Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 7 September 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

**ORDINARY RESOLUTION**

“1. THAT:

- (a) the acquisition of all the issued and fully paid-up shares in the capital of CWT Limited other than those already owned, controlled or agreed to be acquired by HNA Belt and Road Investments (Singapore) Pte. Ltd. (the “**Offeror**”), its related corporations and their respective nominees (collectively the “**Offer Shares**” and each an “**Offer Share**”) by way of a voluntary general offer in Singapore by the Offeror in respect of the Offer Shares at an offer price of S\$2.33 per Offer Share in cash in the manner described in the Company’s circular dated 30 June 2017 (the “**Acquisition**”) and all the transactions contemplated thereunder, be and are hereby ratified, confirmed, authorised and approved; and
- (b) any one or more directors of the Company be and are hereby authorised to do all such further acts and things and to sign, seal, execute and deliver all such documents, instruments, agreements and deeds, including under seal where applicable (in which case by any two directors of the Company) and to take all such steps as he may in his absolute discretion considers necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions set out in the above resolution and to agree to any variation, amendments, supplement or waiver of matters relating thereto.”

Yours faithfully,  
For and on behalf of the Board  
**HNA Holding Group Co. Limited**  
**Xu Haohao**  
*Executive Director*

Hong Kong, 21 August 2017

*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 or 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 registrar 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 (i.e., at or before 11:00 a.m. on Tuesday, 5 September 2017 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
- (4) The register of members of the Company will be closed from Monday, 4 September 2017 to Thursday, 7 September 2017 (both days inclusive) to determine the entitlement to attend and vote at the Meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 1 September 2017 for registration.
- (5) 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 revoked.
- (6) 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(s) 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 Co-Chairman), Mr. Wang Shuang (Executive Director and Co-Chairman), Mr. Xu Haohao (Executive Director and President), 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).*