



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)

**FORM OF PROXY FOR THE GENERAL MEETING
TO BE HELD ON 7 SEPTEMBER 2017 AND ANY ADJOURNMENT THEREOF**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (“Shares”) issued by HNA Holding Group Co. Limited (the “Company”), HEREBY APPOINT the chairman of the meeting, or³ _____ 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 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. and at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting dated 21 August 2017 (the “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.

Unless otherwise stated, capitalised terms used in the circular of the Company dated 30 June 2017 have the same meanings when used in this proxy form.

ORDINARY RESOLUTION¹⁰		FOR⁴	AGAINST⁴
1.	<p>THAT:</p> <p>(a) To approve, ratify, confirm and authorise the Acquisition and all the transactions contemplated thereunder; and</p> <p>(b) To authorise any one or more directors of the Company 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.</p>		

Signature⁵: _____

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.
- 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 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 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 adjournment thereof (as the case may be).
- 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.
- The full text of the resolution is set out in the notice convening the Meeting.