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海南美蘭國際機場股份有限公司
Hainan Meilan International Airport Company Limited*

*(A joint stock company incorporated in
the People's Republic of China with limited liability)*

Stock Code: 357

**ANNOUNCEMENT ON
PROPOSED CHANGE OF EXECUTIVE DIRECTOR AND
RE-ELECTION OF NON-EXECUTIVE DIRECTOR**

The board of directors (“the **Board**”) of Hainan Meilan International Airport Company Limited (“the **Company**”) announces that Mr. Kristian Bjerneboe has submitted a letter to the Company on 19 September 2005 to resign as executive director and chief commercial officer of the Company with effect from the date upon which a new executive director of the Company is duly appointed in his replacement. Having considered the recommendation of Copenhagen Airports A/S (“**CPH**”), the Board proposed to appoint Mr. Gunnar Moller as an executive director and the chief commercial officer of the Company.

Further, the Board noted that the term of service of Mr. Kjeld Binger as a non-executive director of the Company would expire on 23 February, 2006, and that Mr. Binger had offered himself for re-election. The Board proposed that Mr. Binger be re-elected as a non-executive director of the Company for a term of 3 years commencing from 24 February 2006.

These proposals are subject to the approval of the shareholders in the extraordinary general meeting (“**EGM**”) by way of ordinary resolutions.

PROPOSED CHANGE OF EXECUTIVE DIRECTOR

Mr. Kristian Bjerneboe, an executive director of the Company, will resign as director with effect from the date upon which a new executive director of the Company is duly appointed in his replacement. Mr. Kristian Bjerneboe confirms that there is no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company. The Board thanks Mr. Bjerneboe for his service during his term of appointment. Having considered the recommendation of CPH, a shareholder of the Company holding 41.71 % of all of the H shares in the Company (i.e., 20% of the entire issued share capital of the Company), the Board proposed to appoint Mr. Gunnar Moller as an executive director and the chief commercial officer of the Company.

Mr. Gunnar Moller, Danish citizen, aged 41, is a senior project manager of CPH. In his present position Mr. Gunnar Moller has been involved in the international development, strategic planning, investment and acquisition activities of CPH. Prior to joining CPH, Mr. Gunnar Moller had more than five years of project management experiences in China with major Chinese public and private institutions. Mr. Gunnar Moller's other career experience includes holding the office of commercial secretary of the Danish Ministry of Foreign Affairs in New York for three years, and holding the office of director of Danish operations for a US consulting engineering company working within the oil sector in Scandinavia and the Baltic countries for seven years. He graduated from Edinburgh Business School with a Master's degree in Business Administration.

Mr. Gunnar Moller complies with the qualification for directors stated in the articles of association of the Company, the relevant Chinese Law and the Listing Rules. As at the date hereof, Mr. Gunnar Moller does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Gunnar Moller confirms that he has not held any office of director in any public listed companies in the last three years.

Save as disclosed above, Mr. Gunnar Moller does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. There is no other matter that needs to be brought to the attention of the shareholders.

In accordance with the articles of association and current scheme of directors' remuneration of the Company, the term of appointment of Mr. Gunnar Moller will be three years. The amount of emoluments payable to Mr. Gunnar Moller for serving as a director will be RMB70,000 (approximately HK\$66,037) per year.

PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTOR

The Board noted that the term of service of Mr. Kjeld Binger as a non-executive director of the Company would expire on 23 February, 2006, and that Mr. Binger had offered himself for re-election. The Board proposed that Mr. Binger be re-elected as a non-executive director of the Company for a term of three years commencing from 24 February 2006.

Mr. Kjeld Binger, aged 50, was first appointed as a non-executive director of the Company in February 2003. He is an executive vice president and chief operating officer of CPH. He holds a bachelor's degree in Structural and Civil Engineering at Odense University in Denmark and joined CPH in 1994 as Head of the Planning and Development Department. In 1997, he was appointed as the senior deputy vice president of CPH. In 2000, he was appointed as the chief executive officer of CADI, a subsidiary of CPH, responsible for international development activities.

Save as disclosed above, Mr. Kjeld Binger confirmed that he has not held any office of director in any public listed companies in the last three years.

Save as disclosed above, Mr. Kjeld Binger does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. There is no other matter that needs to be brought to the attention of the shareholders.

The changes as aforesaid are subject to the approval of the shareholders of the Company in the EGM by way of ordinary resolutions. The circular and notice of the EGM will be dispatched to the shareholders of the Company as soon as practicable.

GENERAL INFORMATION

The Company is principally engaged in the operation of aeronautical and non-aeronautical businesses at the Meilan Airport in Hainan Province, the PRC.

As at the date of this announcement, there are nine directors on the Board. They are: Wang Zhen, Huang Qiu and Kristian Bjorneboe as executive directors; Chen Wenli, Zhang Han'an and Kjeld Binger as non-executive directors; and Xu Bailing, Xie Zhuang and Fung Ching Simon as independent non-executive directors.

By Order of the Board

Hainan Meilan International Airport Company Limited

Mr. Chen Wenli

Chairman

Haikou, People's Republic of China

12 October 2005

* *For identification purpose only*

*Please also refer to the published version of this announcement in
The Standard and Wen Wei Po Post.*