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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 DIRECTOR AND SUPERVISOR

The board of directors (“**the Board**”) of Hainan Meilan International Airport Company Limited (“**the Company**”) announces that Mr. Chen Wenli has submitted a letter to the Company on November 8, 2005 to resign as a director of the Company with effect from the date upon which a new director of the Company is duly appointed in his replacement. Having considered the recommendation of HNA Group Co., Ltd. (“**HNA Group**”), the Board proposed to appoint Mr. Zhang Cong to replace Mr. Chen Wenli as a director of the Company.

Mr. Zhang Cong has been the chairman of the Supervisor Committee of the company since December 2000, but has submitted a letter to the Company on November 8, 2005 to resign as a supervisor of the Company with effect from the date upon which a new supervisor is duly appointed in his replacement. The Board has considered the recommendation of HNA Group Co., Ltd. (“**HNA Group**”) and proposed to appoint Mr. Chen Kewen to replace Mr. Zhang Cong as a supervisor of the Company.

The proposals to appoint Mr. Zhang Cong as a director and Mr. Chen Kewen as a supervisor are subject to the approval of the shareholders in the extraordinary general meeting (“**EGM**”) by way of ordinary resolutions.

* *For identification purpose only*

Proposed Change of Director

Mr. Chen Wenli, the Chairman of the Board and non-executive director of the Company, has submitted a letter of resignation as a director due to being appointed as the chairman of the board of Grand China Airlines Company Limited (“Grand China Airlines”). The resignation will take effect from the date upon which a new director of the Company is duly appointed in his replacement. Mr. Chen Wenli 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 appreciates Mr. Chen Wenli for his great contribution during his term of appointment.

Having considered the recommendation of HNA Group, a shareholder of the Company holding 0.74% of the entire issued share capital of the Company, the Board proposed to appoint Mr. Zhang Cong to replace Mr. Chen Wenli as a director of the Company.

Mr. Zhang Cong, aged 46, graduated from the China Civil Aviation Institution in 1990 with a degree in English literature. From May 1997 to December 2001, he worked in the personnel department of Hainan Airlines Company Limited, in turn, as the general manager’s assistant, deputy general manager and the general manager of the department. Thereafter, Mr. Zhang had taken on the positions as the general manager of the project development and management department and the senior assistant to the chief executive officer in HNA Group Company Limited. Mr. Zhang was appointed as the chairman of the supervisory committee in December 2000 and was reappointed in January 2004. Mr. Zhang Cong has now tendered his resignation from his position as a supervisor and the chairman of the Supervisor Committee of the Company.

Mr. Zhang Cong 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. Zhang Cong 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. Zhang Cong 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. Zhang Cong 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 term of appointment of Mr. Zhang Cong will be three years, and the amount of emoluments (including bonus payments, if any) payable to Mr. Zhang Cong will be decided by the Board and its remuneration committee, in line with the remuneration of other directors, after the appointment of Mr. Zhang as a director becoming effective.

Proposed Change of Supervisor

Mr. Zhang Cong, the chairman of the Supervisor Committee of the Company (the “**Supervisor Committee**”), has submitted a resignation letter to resign as a supervisor and the chairman of the Supervisor Committee due to the change of his nature of work with effect from the date upon which a new supervisor is duly appointed in his replacement. Mr. Zhang Cong confirms that there is no disagreement with the Supervisor Committee and that there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Having considered the recommendation of HNA Group, a shareholder of the Company holding 0.74 % of the entire issued share capital of the Company, the Supervisor Committee proposed to appoint Mr. Chen Kewen as a supervisor of the Company.

Mr. Chen Kewen, aged 45, graduated from the China Civil Aviation Institution in 1982 and joined the air maintenance department of CAAC, Heilongjiang branch as the chief of the quality inspection office in the same year. In 1990, Mr. Chen Kewen became the deputy manager of the planning and development department of Dalian International Airport. Mr. Chen was awarded a master degree in management science and engineering by Dalian University of Technology in 2000. Since 2001, Mr. Chen Kewen has been acting as the general manager of the strategy development department of HNA Group.

Mr. Chen Kewen complies with the qualification for supervisors stated in the articles of association of the Company, the relevant Chinese Law and the Listing Rules. As at the date hereof, Mr. Chen Kewen 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. Chen Kewen 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. Chen Kewen 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 supervisors' remuneration of the Company, the term of appointment of Mr. Chen Kewen will be three years. In line with the remuneration of other supervisors, the amount of emoluments payable to Mr. Chen Kewen for serving as a supervisor will be RMB 20,000 (approximately HK\$18,867) per year. He will not be entitled to any bonus payment.

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

December 5, 2005

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