



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 REPLACEMENT OF CHIEF EXECUTIVE OFFICER

The board of directors (the “**Board**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) announces that Mr. Wang Zhen has submitted a letter to the Company on 10 November 2006 to resign as an executive director 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 HNA Group Company Limited (“**HNA Group**”), the Board proposed to appoint Mr. Dong Zhanbin as an executive director of the Company, which is subject to the approval of the shareholders in the extraordinary general meeting (“**EGM**”) by way of ordinary resolution.

The Board further announces that Mr. Wang Zhen has also resigned as the chief executive officer of the Company. Mr. Dong Zhanbin was appointed as the chief executive officer of the Company on the Board meeting held on 5 December 2006 with immediate effect.

PROPOSED CHANGE OF EXECUTIVE DIRECTOR

Mr. Wang Zhen, the executive director of the Company, has submitted a letter of resignation as an executive director due to being appointed as the vice executive president of HNA Airport Group Company Limited (“**HNA Airport Group**”). The resignation will take effect from the date upon which a new executive director of the Company is duly appointed in his replacement. Mr. Wang Zhen 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 would like to express its appreciation to Mr. Wang Zhen for his contribution during his term of appointment.

* *For identification purpose only*

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. Dong Zhanbin to replace Mr. Wang Zhen as an executive director of the Company.

Mr. Dong Zhanbin, aged 54, graduated from Party Cadet College of Guangxi Autonomous Region in 1986 majoring in politics. From 1970 to 1989, Mr. Dong served as the associate director of Control Center of CAAC Guangzhou Administration. He became the chief of Flight Operation Division and the head of Air Traffic Control Center of CAAC Guangxi Administration in 1989, and was then promoted to deputy general director of CAAC Hainan Administration in 1994. Since August 1998, Mr. Dong Zhanbin has held a number of senior management positions including the vice general manager of Haikou Meilan Airport Co., Ltd., the vice executive president of HNA Airport Group, and the general manager, the vice chairman and the chairman of Yichang Three Gorges Airport Co., Ltd. Mr. Dong Zhanbin has now tender his resignation from his position as a chairman of Yichang Three Gorges Airport Co., Ltd. Mr. Dong has accumulated over 30 years of experience in the management and administration of civil aviation industry.

Mr. Dong Zhanbin complies with the qualification for directors stated in the articles of association of the Company, the relevant Chinese Law and the Listing rules. As the date hereof, Mr. Dong Zhanbin 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. Dong Zhanbin 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. Dong Zhanbin 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, it is proposed that the term of appointment of Mr. Dong Zhanbin as an executive director will be three years. The proposed amount of emoluments payable to Mr. Dong Zhanbin for serving as an executive director is determined at market rate and will be RMB70,000 (approximately HK\$69,396) per year. Mr. Dong Zhanbin will be entitled to discretionary bonus payments which will be decided by the Board and its remuneration committee, in line with the remuneration of other directors, after the appointment of Mr. Dong as a director becoming effective.

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

THE REPLACEMENT OF CHIEF EXECUTIVE OFFICER

The Board further announces that Mr. Wang Zhen has also resigned as the chief executive officer of the Company on the same day when he resigned as the executive director of the Company. The Board hereby appointed Mr. Dong Zhanbin as the chief executive officer of the Company in Mr. Wang Zhen's replacement on the Board meeting held on 5 December 2006 with immediate effect. Please note that the Board has proposed to appoint Mr. Dong Zhanbin as an executive director of the Company which is subject to the approval of the shareholders of the Company in the coming EGM by way of ordinary resolution.

The Board believes the appointment of Mr. Dong Zhanbin would bring contributions to the development of the Company. The Board would also like to take this opportunity to express its appreciation to Mr. Wang Zhen for his contribution to the Company in the past.

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: Zhang Cong, Wang Zhen, Dong Guiguo and Gunnar Moller as executive directors; 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

Zhang Cong

Chairman

Haikou, People's Republic of China

5th December 2006

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