
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hainan Meilan Airport Company Limited, you should at once hand this circular and the accompanying confirmation slip and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED CHANGE OF DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Hainan Meilan International Airport Company Limited (the "Company") to be held at 5 February, 2007 (Monday) in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People's Republic of China (the "PRC") is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

13 December, 2006

* For Identification Purpose Only

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“Board”	The board of Directors
“Company”	Hainan Meilan International Airport Company Limited, a joint stock company incorporated on December 28th, 2000 in the People’s Republic of China with limited liability, H shares of which are listed on the Main Board of the Stock Exchange
“Directors”	The directors of the Company
“EGM”	The forthcoming extraordinary general meeting of the Company to be held on 5 February, 2007
“Shareholder(s)”	Holder(s) for the time being of shares of the Company
“HNA Group”	HNA Group Company Limited, a shareholder of the Company holding 0.74% of the entire issued share capital of the Company
“HNA Airport Group”	HNA Airport Group Company Limited, a subsidiary company of HNA Group

LETTER OF THE BOARD



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)

Executive Directors:

Zhang Cong
Wang Zhen
Dong Guiguo
Gunnar Moller

Non-Executive Directors:

Zhang Han'an
Kjeld Binger

Independent non-executive Directors:

Xu Bailin
Feng Ching Simon
Xie Zhuang

To the Shareholders

Dear Sir or Madam,

Registered Office:

Meilan Airport Complex
Haikou City
Hainan Province, PRC

Principal Place of Business

in Hong Kong:
Unit B, 7/F
No.2 Austin Avenue
Tsimshatsui, Kowloon, Hong Kong

PROPOSED CHANGE OF DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the ordinary resolution relating to the proposed change of director.

* For Identification Purpose Only

LETTER OF THE BOARD

PROPOSED CHANGE OF DIRECTOR

Mr. Wang Zhen, an 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. 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. The Board would like to express its appreciation to Mr. Wang Zhen for his 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. Dong Zhanbin, the chief executive officer of the Company, 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 was appointed as the chief executive officer of the Company on 5 December 2006.

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.

LETTER OF THE BOARD

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 RMB 70,000 (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.

EXTRAORDINARY GENERAL MEETING

Set out on pages 5 to 6 of this circular is a notice convening an EGM to be held at 5 February, 2007 in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People's Republic of China (the "PRC"). At the EGM, an ordinary resolution will be proposed to consider and, if thought fit, to approve the appointment of Mr. Dong Zhanbin as an executive director. A form of proxy for use at the EGM is enclosed with this circular.

RECOMMENDATION

The Directors consider that the proposed change of director is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favor of the ordinary resolution set out in the notice of the EGM.

Yours faithfully,

By order of the Board

Zhang Cong

Hainan Meilan International Airport Company Limited

Chairman of the Board

Hainan PRC

13 December, 2006

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 5 February, 2007 (Monday) in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

Ordinary Resolution:

1. “**THAT** Mr. Dong Zhanbin be appointed as an executive director of the Company.”

By order of the Board

Baiyan

Hainan Meilan International Airport Company Limited

Company Secretary

Hainan PRC

13 December, 2006

Notes:

- (A) Holders of the Company's H Shares whose names appear on the Company's Register of Members which is maintained by Computershare Hong Kong Investor Services Limited on 5 February, 2007 (Monday) are entitled to attend and vote at the Extraordinary General Meeting.
- (B) Holders of H Shares, who intend to attend the Extraordinary General Meeting, must complete and return the written replies for attending the Extraordinary General Meeting to the Office of the Company Secretary no later than 15 January, 2007 (Monday).

Shareholders can deliver the written replies by hand, by post or by facsimile.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Details of the Office of the Company Secretary are as follows:

Meilan Airport Complex
Haikou City
Hainan Province
PRC
Tel: (86-898) 6575 1159
Fax: (86-898) 6575 1882

- (C) Each holder of H Shares who has the right to attend and vote at the Extraordinary General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Extraordinary General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. Instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H Shares or duly signed by the chairman of its board of Directors or by its authorised attorney. For holders of H Shares, the power of attorney or other documents of authorisation and proxy forms must be delivered to Computershare Hong Kong Investor Services Limited no less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting in order for such documents to be valid.
- (D) The Company's Register of Members will be closed from 5 January, 2006 (Friday) to 5 February, 2007 (Monday, both days inclusive), during which time no transfer of shares will be effected. Transferees of H Shares who wish to attend the Extraordinary General Meeting referred to above must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4 p.m. on 4 January, 2007 (Thursday) for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited's address is as follows:

Shop 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (E) The Extraordinary General Meeting is expected to last not more than one day. Shareholders or proxies attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.

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 director; and Xu Bailin, Xie Zhuang and Fung Ching Simon as independent non-executive directors.