



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)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 DECEMBER 2007

I/we (Note 1) _____
of (Note 1) _____ being the registered holder(s)
of (Note 2) _____ H shares/domestic shares of RMB1.00 each in the share capital of Hainan Meilan International Airport Company Limited (the "Company"), hereby appoint the chairman of the extraordinary general meeting (the "EGM") or (Note 3) _____ of _____ as my/our proxy/proxies (Please delete where appropriate) for _____ H shares/domestic shares which I/we hold in the share capital of the Company to attend and vote at the EGM of the Company to be held at 9:00 a.m. on 28 December 2007 (Friday) in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People's Republic of China or at any adjournment thereof. The proxy/proxies is/are authorized to vote for me/us and in my/our name(s) as directed below in respect of the following resolutions. In absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

The Proxy shall vote for me/us according to the following directions: (Note 4)

Ordinary Resolutions	For	Against
To consider and approve the Financial Services Agreement (in relation with the deposit services only) dated October 8, 2007 and the Supplemental Agreement dated November 6, 2007 entered into between the Company and HNA Group Finance Co., Ltd. ("HNA Group Finance") and the non-exempt continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "Listing Rules") contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010;		
To consider and approve the Airport Ground Services Agreement dated October 1, 2007 entered into between the Company and Hainan Airlines Company Limited ("Hainan Airlines") and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010;		
To consider and approve the Cargo Mail and Luggage Service Agreement dated October 8, 2007 entered into between the Company and Hainan Airlines and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2009;		
To consider and approve the Airport Ground Services Agreement dated October 1, 2007 entered into between the Company and China Southern Airlines Company Limited ("China Southern Airlines") and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010;		
To consider and approve the Airport Ground Services Agreement dated October 8, 2007 entered into between the Company and Xiamen Airlines Company and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010;		
To consider and approve the Logistic Composite Service Agreement dated October 8, 2007 entered into between the Company and HNA Group Company Limited ("HNA Group") and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010; and		
To consider and approve the Airport Composite Services Agreement dated October 8, 2007 entered into between the Company and Haikou Meilan Airport Co., Ltd. ("Parent Company") and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010.		

Date: _____ 2007

Signature(s): _____

Notes:

- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in BLOCK LETTERS.
- Please insert the number and category of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
- If any proxy other than the chairman of the EGM is appointed, strike out "the chairman of the extraordinary general meeting (the "EGM") or" and insert the name and address of the proxy/proxies desired in the spaces provided.
- IMPORTANT:** If you wish to vote for the resolution, place a "✓" in the box marked "For". If you wish to vote against the resolution, place a "✓" in the box marked "Against". Failure to complete the box will entitle your proxy/proxies to cast your vote(s) at their discretion.
- Each holder of H shares who has the right to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the EGM. 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. The 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 of the Company, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a certified copy of that power of attorney or other authority (such certification to be made by a notary public), must be delivered to the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the EGM. Note 5 also applies to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to Secretary Office to the board of directors of the Company at Meilan Airport Complex, Haikou City, Hainan Province, the PRC, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- A proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- Each alteration made to this form of proxy must be initialled by the person who signs it.
- Shareholder who intends to attend the EGM must complete the reply slip for attending the EGM and deliver it to the office of the Secretary Office to the board of directors of the Company not later than 20 days before the date of the EGM, i.e. no later than 7 December 2007 (Friday). This reply slip may be delivered by hand, by post or by facsimile.

Details of the Secretary Office to the board of directors of the Company are as follows:

Meilan Airport Complex
Haikou City
Hainan Province
PRC
Tel: (86-898) 6576 2009
Fax: (86-898) 6576 2010

* For identification purpose only