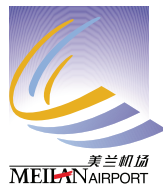

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 International Airport Company Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or other transferees 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 DECLARATION OF FINAL DIVIDENDS,
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR,
PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION PLAN
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 10 of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Tuesday, 20 May 2014 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC is set out on pages 11 to 16 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.

4 April 2014

* For identification purposes only

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Annual General Meeting”	the Annual General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 20 May 2014 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	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 PRC with limited liability
“controlling shareholder(s)”	has the meaning ascribed under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Shares”	domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors
“Haikou Meilan”	海口美蘭國際機場有限責任公司 (Haikou Meilan International Airport Company Limited*), a limited liability company established in the PRC, the controlling shareholder of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“H Share”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as 海口美蘭國際機場 (Haikou Meilan International Airport*) located in Haikou City, Hainan Province, the PRC

DEFINITIONS

“Plan”	the specific asset-backed securitization plan in relation to the securitization of the underlying assets, details of which are set out on pages 5 to 7 in this circular
“PRC” or “Mainland”	The People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company listed on the Stock Exchange;
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM 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:

Liang Jun, *Chairman*
Wang Zhen, *Vice-chairman*
Yang Xiaobin
Yang Xuqiang

Non-executive Directors:

Hu Wentai, *Vice-chairman*
Chan Nap Kee, Joseph
Yan Xiang

Independent Non-executive Directors:

Xu Bailing
Fung Ching Simon
George F. Meng
Feng Da'an

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDENDS,
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR,
PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION PLAN
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed declaration of final dividends, the proposed appointment of an executive Director, the proposed launch of asset-backed securities plan, the proposed grant of general mandate to issue shares and to give you notice of the Annual General Meeting to consider and, if thought fit, to approve the resolutions at the Annual General Meeting.

* *For identification purposes only*

LETTER FROM THE BOARD

B. PROPOSED DECLARATION OF FINAL DIVIDENDS

As disclosed in the announcement of annual results of the Company for the year ended 31 December 2013 dated 24 March 2014, it was proposed by the Board for the payment of final dividends in cash for the year ended 31 December 2013 of RMB0.084 per Share (including tax) on or before Friday, 18 July 2014 to the Shareholders, whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 27 May 2014.

The proposed payment of final dividends for the year ended 31 December 2013 will be subject to the approval by the Shareholders at the Annual General Meeting.

C. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Subject to the approval by the Shareholder, the Board proposes to appoint Mr. Zhang Peihua (張佩華) ("Mr. Zhang") as an executive Director of the Company with effect from the date of the Annual General Meeting.

In order to allow the Shareholders to make an informed decision in respect of the proposed appointment, the biographical details of Mr. Zhang are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Zhang, aged 42, graduated from Anhui University of Finance & Economic* (安徽財經大學) with a bachelor degree in international trade in 1994 and from Xi'an Jiaotong University* (西安交通大學) with a master degree in accounting in 2009. He is a certified public accountant in the PRC.

Mr. Zhang has extensive experience in the field of financial management and company governance. He served as an accountant of Hainan Branch of China Construction Bank (中國建設銀行, Shanghai Stock Exchange stock code: 601939, the Stock Exchange stock code: 0939) from July 1994 to January 1995 and the chief accountant of Hainan International Financial Co., Ltd.* (海南國際財務有限公司) from February 1995 to June 2000 and the deputy manager of planning and financial department and head of financial data processing center in Hainan Airlines Co., Ltd.* (海南航空股份有限公司, Shanghai Stock Exchange stock code: 600221) from September 2000 to August 2003. He held various positions, including the assistant of general accountant, chief financial officer and chief information officer, in Xi'an Minsheng Group Co., Ltd.* (西安民生股份有限公司, Shenzhen Stock Exchange stock code: 000564) from August 2003 to September 2005. He was the vice general manager of department of planning and finance in Chang'an Airlines Co., Ltd.* (長安航空有限責任公司) from August 2005 to March 2006 and the general manager of department of planning and finance in Hainan Airline Hotel Holdings Group Co., Ltd.* (海航酒店控股集團有限公司) from March 2006 to November 2007, during which he also served as the chief financial officer and the general manager of department of planning and finance in Yangzi River Real Estate Group Co., Ltd.* (揚子江地產集團有限公司). He has served various positions including general manager of department of planning and finance in Daxinhua Logistics Holdings (Group) Co., Ltd.* (大新華物流控股(集團)有限公司) from August 2007 to February 2009, the chief financial officer and general manager of department of planning and finance in Daxinhua Steamship (Yantai) Company Ltd.* (大新華輪船(煙臺)有限公司) from February 2009 to December 2009, the chief financial officer in Hainan Zhuxin Investment Co., Ltd.* (海南築信投資股份有限公司, Shanghai Stock Exchange stock code: 600515) from December 2009 to August 2010, the chief financial officer in Hainan Airlines Real Estate Holdings (Group) Co., Ltd.* (海航地產控股

LETTER FROM THE BOARD

(集團)有限公司) from August 2010 to December 2011, the chief financial officer in Hainan Airlines International Tourism Island Development and Construction (Group) Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) from March 2011 to March 2012 and the chief financial officer in Hainan Airlines Airport Group Co., Ltd.* (海航機場集團有限公司) since February 2012.

Mr. Zhang joined the Company as the chief financial officer on 23 August 2012 and has served as the vice president of the Company since 19 March 2013.

Save as disclosed above, Mr. Zhang (i) has not held any other directorships in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any Shares of the Company as defined in Part XV of the SFO (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Zhang will be appointed for a term of 3 years commencing from the grant of approval at the Annual General Meeting of the Company and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Zhang as director will be determined according to the standards for executive Directors of the Company.

D. PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION PLAN

It was proposed by the Board that asset-backed securities business up to RMB1.4 billion be launched by the Company (the “**Asset-backed Securities**”), subject to approval of the Shareholders by passing a special resolution at the Annual General Meeting and approval of relevant regulatory authorities in the PRC. Particulars of the launch of the Asset-backed Securities are as follows:

1. General Information

(a) *Underlying Assets*

The underlying assets under the Plan will be the airport revenue right (收益權) receivable by the Company from domestic and oversea airplane companies and other enterprises arising from the construction and operation of the Meilan Airport for a period from three months before the establishment of the Plan to five years after the establishment of the Plan.

(b) *Plan Manager*

The plan manager (the “**Plan Manager**”) is an institution to be appointed by the Company to handle the securitization of the Asset-backed Securities. The Plan Manager will create and sell the Asset-backed Securities, use the proceeds of the sale to pay back the Company for the underlying assets mentioned above.

LETTER FROM THE BOARD

(c) *Securities to be created under the Plan*

Details of the information on the Assets-backed Securities are set out below (subject to adjustment according to market conditions and the requirements of relevant regulatory authorities):

Aggregate amount of the fund expect to be raised:	Not more than RMB1.4 billion, of which not more than RMB1.2 billion of priority asset-backed securities will be issued to not more than 200 qualified institutional investors in the PRC and not more than RMB200 million of subordinate asset-backed securities will be subscribed by the Company.
Underlying asset:	The underlying assets under the Plan will be the airport revenue right (收益權) receivable by the Company from domestic and oversea airplane companies and other enterprises arising from the construction and operation of the Meilan Airport for a period from three months before the establishment of the Plan to five years after the establishment of the Plan.
Issue price:	RMB100 (Par Value of Asset-backed Securities)
Interest rate:	Fixed rate for priority asset-backed securities and no nominal interest rate for subordinate asset-backed securities; the interest will be paid every half a year until their maturity.
Use of proceeds:	<ol style="list-style-type: none">i. Maximum of RMB250 million will be used for the daily operation (including acquisition of fixed assets and updating of equipment and facilities as required for daily operation) of Meilan Airport;ii. Maximum of RMB950 million will be used for renovation and expansion (including land acquisition and construction of project expenses) of Meilan Airport; andiii. Funding the capital requirement of development of Meilan Airport.
Listing:	Application for listing of and dealing of the Asset-backed Securities shall be filed with the Shenzhen Stock Exchange in the PRC following the completion of the issue of such Asset-backed Securities

LETTER FROM THE BOARD

Guarantee: In the event that the funds of the Plan short to repay any expected interest of the priority asset-backed securities or any outstanding principal, the Company shall make up the balance; in the event that the Company fails to fulfill its abovementioned obligation to make up the balance, Haikou Meilan or other companies with good credit rating shall guarantee the repayment.

In addition, it is also proposed by the Board that at the Annual General Meeting, subject to approval of the launch of the Asset-backed Securities at the Annual General Meeting, the chairman of the Board be authorised to exercise all powers to handle all matters relating to the Plan, including but not limited to:

- i. to make appropriate adjustments to the Plan subject to the market condition, policies and the approval of the state government and industry governmental institutions, such as State Council, the CSRC or the Banking Regulatory Committee, changes of administrative policies and requirements made by regulatory departments, provided that offer size, use of proceeds and the content of difference made-up guarantee remain unchanged.
- ii. to establish management systems in relation to collection, transfer and allocation of funds raised under the Plan, and to execute and amend all necessary documents in relation to the Plan in accordance with requirements of the State laws and regulations and Regulatory departments; and
- iii. to handle other matters in relation to the asset-backed scheme.

The proposed launch of Asset-backed Securities by the Company may or may not occur and will not be placed to the Shareholders. The Shareholders and investors should therefore exercise caution in dealing in the Company's Shares.

E. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

The following proposed resolution will seek Shareholder's approval as a special resolution in the Annual General Meeting:

“THAT:

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements or purchase options, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

LETTER FROM THE BOARD

- (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this Resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this Resolution, in each case as of the date of this Resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

LETTER FROM THE BOARD

- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this Resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities, and take any other required actions and complete any other procedures as required.

For the purposes of this Resolution:

“**Domestic Shares**” means domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;

“**H Shares**” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (b) the expiration of the 12-month period following the passing of this Resolution; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.”

F. ANNUAL GENERAL MEETING

Set out on pages 11 to 16 of this circular is a notice convening the Annual General Meeting to be held at 10:00 a.m. on Tuesday, 20 May 2014 in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Annual General Meeting will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is accompanied with this circular. Whether or not you are able to attend the Annual General 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 Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

The reply slip for the Annual General Meeting is also enclosed with this circular. You are reminded to complete and sign the reply slip and return the signed reply slip to the office of the Secretary Office to the board of directors of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than 30 April 2014 (Wednesday) in accordance with the instructions printed thereon.

G. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 17 April 2014 to Tuesday, 20 May 2014, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 16 April 2014.

The Company's register of members will be closed from Tuesday, 27 May 2014 to Sunday, 1 June 2014, during which time no transfer of Shares will be registered. In order to qualify for the entitlement of the 2013 Final Dividend, Shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 26 May 2014. The Company will pay the final dividend on or before Friday, 18 July 2014 upon the approval of Shareholders at the Annual General Meeting.

H. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting.

Yours faithfully,
By Order of the Board
Hainan Meilan International Airport Company Limited*
Liang Jun
Chairman

Hainan, the PRC
4 April 2014

NOTICE OF THE ANNUAL 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 annual general meeting (the “**Annual General Meeting**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on 20 May 2014 (Tuesday) in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2013;
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2013;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2013;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2013 (the “**2013 Final Dividend**”);
5. To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the Company’s auditors, who will hold office until the conclusion of the next annual general meeting of the Company, and to authorise the chairman of the Board to determine their remunerations;
6. To consider and approve the annual remuneration proposal for the Company’s directors and supervisors for the year 2014;
7. To consider and approve the appointment of Mr. Zhang Peihua (張佩華) as an executive director of the Company, to authorise the Board to determine his remuneration and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and

* For identification purposes only

NOTICE OF THE ANNUAL GENERAL MEETING

8. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

BY WAY OF SPECIAL RESOLUTIONS

9. **“THAT:**

- (a) the Company be and is hereby authorised, to launch asset-backed securities up to RMB1.4 billion (the **“Asset-backed Securities”**) using the airport revenue right (收益權) receivable by the Company from domestic and oversea airplane companies and other enterprises arising from the construction and operation of the Meilan Airport for a period from three months before the establishment of the Asset-backed Securities Plan to five years after the establishment of the Asset-backed Securities
- (b)
 - i. to make appropriate adjustments to the assets-backed Plan subject to the market condition, policies and the approval of the state government and industry governmental institutions, such as State Council, the China Securities Regulatory Commission (**CSRC**) or the Banking Regulatory Committee, changes of administrative policies and requirements made by regulatory departments, provided that offer size, use of proceeds and the content of difference made-up guarantee remains unchanged.
 - ii. to establish management systems in relation to collection, transfer and allocation of funds raised under the assets-backed Plan, and to execute and amend all necessary documents in relation to the assets-backed Plan in accordance with requirements of the State laws and regulations and Regulatory departments; and
 - iii. to handle other matters in relation to the asset-backed scheme.”

10. **“THAT:**

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements or purchase options, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this Resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this Resolution, in each case as of the date of this Resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
 - (vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this Resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities, and take any other required actions and complete any other procedures as required.

For the purposes of this Resolution:

“**Domestic Shares**” means domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;

“**H Shares**” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
 - (b) the expiration of the 12-month period following the passing of this Resolution; or
 - (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”
11. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By the order of the Board
Hainan Meilan International Airport Company Limited*
Liang Jun
Chairman

Hainan, the PRC
4 April 2014

NOTICE OF THE ANNUAL GENERAL MEETING

As at the date of this notice, there are eleven directors on the Board. The Board comprises of four executive directors, namely Mr. Liang Jun, Mr. Wang Zhen, Mr. Yang Xiaobin and Mr. Yang Xuqiang, and three non-executive directors, namely Mr. Hu Wentai, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang, and four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an.

Notes:

- (A) The Company's register of members will be closed from Thursday, 17 April 2014 to Tuesday, 20 May 2014, during which no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 16 April 2014.

The Company's register of members will be closed from Tuesday, 27 May 2014 to Sunday, 1 June 2014, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2013 Final Dividend, shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 26 May 2014. The Company will pay the final dividend on or before Friday, 18 July 2014 upon the approval of the annual general meeting.

- (B) Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Thursday, 17 April 2014 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.

Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 27 May 2014 are entitled to receive the 2013 Final Dividend after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic shares of the Company, who intend to attend the Annual General Meeting, must complete and return the reply slips for attending the Annual General Meeting to the Secretary Office to the Board not later than 20 days before the date of the Annual General Meeting, i.e. no later than Wednesday, 30 April 2014. Holders of H shares and domestic shares of the Company can deliver the reply slips by hand, by post or by facsimile.

Details of the Secretary Office to the Board are as follows:

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

- (D) Each holder of H shares who has the right to attend and vote at the Annual General Meeting (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 Annual General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

NOTICE OF THE ANNUAL GENERAL MEETING

- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, 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 or by its authorized attorney. To be valid, 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 notarially certified copy of that power of attorney or other authority, 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 Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares of the Company 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 Annual General Meeting. Notes (D) and (E) also apply 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, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Annual General Meeting on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his authorized representative, which specifies the date of its issuance. If the legal representative of the holder of legal person share(s) attends the Annual General Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person share(s) appoints a representative of a company other than its legal representative to attend the Annual General Meeting, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of the legal person shares and duly signed by its legal representative.
- (H) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.
- (I) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.
- (J) For the year 2014, the allowance standard (after tax) for directors and supervisors of the Company will be as follows: the allowance paid to the executive directors will be RMB70,000 per person; the allowance paid to the non-executive directors will be RMB50,000 per person; the allowance paid to the independent non-executive directors will be RMB100,000 per person; the allowance paid to supervisors of the Company will be RMB20,000 per person. Since 2013, directors and supervisors nominated by controlling shareholders shall no longer be entitled to duty allowance.