
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 APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR
PAYMENT OF INTERIM DIVIDENDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 3 November 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 6 to 8 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.

15 September 2014

* For identification purposes only

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
Introduction	2
Proposed appointment of an independent non-executive director	3
Proposed payment of interim dividends	3
Extraordinary General Meeting	4
Book Closure	4
Recommendations	5
 Notice of the Extraordinary General Meeting	 6

DEFINITIONS

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

“Board”	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”	has the meaning ascribed under the Listing Rules
“Directors”	directors of the Company
“Extraordinary General Meeting” or “EGM”	the Extraordinary General Meeting of the Company to be held at 10:00 a.m. on Monday, 3 November 2014 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Hong Kong”	Hong Kong Special Administration Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders 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

Wang Zhen, *Chairman*
Yang Xiaobin, *General Manager*
Zhang Peihua, *Vice President and Chief Financial Officer*
Liang Jun

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 APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR
PAYMENT OF INTERIM DIVIDENDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed appointment of an Independent non-executive Director, proposed payment of interim dividends and to give notice of the Extraordinary General Meeting to consider and, if thought fit, to approve the resolutions at the Extraordinary General Meeting.

* *For identification purposes only*

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

According to the relevant laws and regulations and the articles of association of the Company (the “**Articles of Association**”), the appointment of directors is subject to the approval of the Shareholders. The Board hereby submits the proposal as an ordinary resolution at the EGM to approve the appointment of Mr. Deng Tianlin (“**Mr. Deng**”) as an independent non-executive director of the Company.

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

Mr. Deng, aged 65, is a certified public accountant, a senior accountant and a guest professor of Hainan University* (海南大學). Mr. Deng has extensive experience in the field of finance and accounting. He previously served, among others, as the section chief in the personnel division of Hubei Provincial Department of Finance* (湖北省財政廳), a deputy director of Fang County Tax Bureau in Hubei Province* (湖北省房縣稅務局), the chief of the loan section of the World Bank Group and a deputy director of the Department of Agricultural Tax* (農業稅處). Mr. Deng was appointed by the Organization Department of the CPC Central Committee* (中央組織部) to Hainan Provincial Department of Finance* (海南省財政廳) as a director of the accounting department and the secretary general of Hainan Provincial Institute of Certified Public Accountants* (海南省註冊會計師協會) in 1990. Mr. Deng retired in 2009 and has been an independent director of Hainan Airlines Co., Ltd.* (海南航空股份有限公司) since April 2012.

Subject to the approval of the resolution at the EGM, it is proposed that Mr. Deng enter into a service agreement with the Company, which is for a term of three years commencing on the date of the passing of the resolution at the EGM. Pursuant to the terms of his proposed service agreement, Mr. Deng’s emolument will be determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed above, Mr. Deng (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (iii) has not entered into or proposed to enter into any other service agreements with the Company or any member of the group; (iv) does not hold any other positions with the Company and its subsidiaries; and (v) has not held any directorship in other listed companies in the last three years from the date of this circular.

In addition, there is no information relating to Mr. Deng that is required to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules, nor is there any matter about them that needs to be brought to the attention of the Shareholders.

C. PROPOSED PAYMENT OF INTERIM DIVIDENDS

On 28 August 2014, subject to the approval of the Shareholder, the Board proposed to pay an interim dividend of RMB0.085 per share (before tax) to be paid on or before Friday, 29 December 2014 (the “**2014 Interim Dividend**”) to shareholders of the Company whose names appear on the Company’s Register of Members on Wednesday, 12 November 2014, and to authorise the Directors to take necessary actions required under the applicable laws and regulations in connection thereto.

LETTER FROM THE BOARD

D. EXTRAORDINARY GENERAL MEETING

Set out on pages 6 to 8 of this circular is a notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 3 November 2014 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. At the EGM, among other things, ordinary resolutions will be proposed to consider, and if thought fit, to approve the proposed appointment of an independent non-executive Director and the payment of 2014 Interim Dividend.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Extraordinary 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 EGM.

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

The reply slip for the EGM 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 at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than 14 October 2014 (Tuesday) in accordance with the instructions printed thereon.

E. BOOK CLOSURE

The Company's Register of Members will be closed from Saturday, 4 October 2014 to Monday, 3 November 2014, during which no transfer of shares will be registered. In order to qualify for attending and voting at the Extraordinary 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 Friday, 3 October 2014.

The Company's Register of Members will be closed from Friday, 7 November 2014 to Wednesday, 12 November 2014, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2014 Interim 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 Thursday, 6 November 2014. The Company will pay the interim dividend on or before 29 December 2014 upon the approval of the Extraordinary General Meeting.

LETTER FROM THE BOARD

F. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Extraordinary 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 Extraordinary General Meeting as set out in the notice of Extraordinary General Meeting.

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

Hainan PRC, 15 September 2014

NOTICE OF THE 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 (the “**Extraordinary General Meeting**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on 3 November 2014 (Monday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, 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 re-election of Mr. Deng Tianlin as an independent non-executive director of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors 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;
2. To consider and approve the interim dividend distribution plan of the Company for the first half year of 2014;
3. 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 Order of the Board
Hainan Meilan International Airport Company Limited*
Wang Zhen
Chairman

Hainan PRC, 15 September 2014

As at the date of this notice, the Board comprises of (i) four executive directors, namely Mr. Wang Zhen, Mr. Liang Jun, Mr. Yang Xiaobin and Mr. Zhang Peihua; (ii) three non-executive directors, namely Mr. Hu Wentai, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Feng Da'an.

* For identification purposes only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

- (A) **The Company's Register of Members will be closed from Saturday, 4 October 2014 to Monday, 3 November 2014, during which no transfer of shares will be registered. In order to qualify for attending and voting at the Extraordinary 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 Friday, 3 October 2014.**

The Company's Register of Members will be closed from Friday, 7 November 2014 to Wednesday, 12 November 2014, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2014 Interim 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 Thursday, 6 November 2014. The Company will pay the interim dividend on or before 29 December 2014 upon the approval of the Extraordinary 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 Friday, 3 October 2014 are entitled to attend and vote at the Extraordinary 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 Wednesday, 12 November 2014 are entitled to receive the 2014 Interim Dividend after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic shares of the Company, who intend to attend the Extraordinary General Meeting, must complete and return the reply slips for attending the Extraordinary General Meeting to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the Extraordinary General Meeting, i.e. no later than Tuesday, 14 October 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 of directors of the Company 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 Extraordinary 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 Extraordinary General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

NOTICE OF THE EXTRAORDINARY 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 of directors 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 Extraordinary 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 Extraordinary 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 of directors of the Company, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Extraordinary 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 Extraordinary 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 Extraordinary 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 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.
- (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 Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Extraordinary General Meeting.