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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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海南美蘭國際空港股份有限公司
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 NON-EXECUTIVE DIRECTORS;
PROPOSED RE-ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;
PROPOSED APPOINTMENT OF
AN INDEPENDENT REPRESENTATIVE SUPERVISOR
AND
NOTICE OF THE EGM**

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

The notice for convening the EGM to be held at 10:00 a.m. on Wednesday, 23 December 2020 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 13 of 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 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.

* 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:

“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
“Company”	Hainan Meilan International Airport Company Limited (海南美蘭國際空港股份有限公司), a joint stock company incorporated in the PRC with limited liability
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at 10:00 a.m. on Wednesday, 23 December 2020 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
“Nomination Committee”	the nomination committee of the Company
“Parent Company”	Haikou Meilan International Airport Co., Ltd. (海口美蘭國際機場有限責任公司), a limited liability company established in the PRC on 25 August 1998 and the controlling shareholder of the Company
“PRC”	the People’s Republic of China and for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	share(s) of the Company

LETTER FROM THE BOARD

海南美蘭國際空港股份有限公司 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, Authorised Representative*)

Wang Hong (*President*)

Wang Hexin

Yu Yan

Xing Zhoujin (*Authorised Representative*)

Registered Office:

Office Building of Meilan Airport

Haikou City

Hainan Province

the PRC

Non-executive Directors:

Chan Nap Kee, Joseph

Yan Xiang

Principal Place of Business in Hong Kong:

10th Floor, Everbright Centre

108 Gloucester Road

Wanchai, Hong Kong

Independent Non-executive Directors:

Deng Tianlin

Fung Ching, Simon

George F Meng

He Linji

To the Shareholders,

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS;
PROPOSED RE-ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;
PROPOSED APPOINTMENT OF
AN INDEPENDENT REPRESENTATIVE SUPERVISOR
AND
NOTICE OF THE EGM**

A. INTRODUCTION

Reference is made to the announcement of the Company dated 30 November 2020. The purpose of this circular is to provide you with information in relation to (i) the proposed appointment of non-executive Directors; (ii) the proposed re-election of independent non-executive Directors; and (iii) the proposed appointment of an independent representative Supervisor, and to give you notice of the EGM to consider and, if thought fit, to approve the resolutions to be proposed at the EGM.

* For identification purposes only

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint each of Mr. Tu Haidong (涂海東先生) (“**Mr. Tu**”) and Mr. Yuan Yubao (苑玉寶先生) (“**Mr. Yuan**”) as a non-executive Director with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Tu and Mr. Yuan are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

The biographical details of Mr. Tu are as follows:

Mr. Tu, aged 42, graduated from Nanjing Audit University (南京審計大學) (formerly known as Nanjing Audit College (南京審計學院)) majoring in audit. He successively served in HNA Group Company Limited (海航集團有限公司) as an auditor of audit and legal affairs office, an auditor of hotel industry, the head of audit, the reform assistant, the manager of audit office, the deputy general manager of audit and legal affairs office, the director of the audit division, the general manager of engineering management department and the general manager of the infrastructure construction department from September 2000 to April 2011. Mr. Tu successively served in HNA Holding Group Co., Ltd. (海航實業控股(集團)有限公司) as the general manager of construction management department, the president assistant and the general manager of the real estate department, in Yangpu Guoxing Construction Co., Ltd. (洋浦國興工程建設有限公司) as the chairman and general manager, in HNA Real Estate Holdings Co., Ltd. (海航地產控股(集團)有限公司) as the chairman and president, and in HNA Infrastructure Holdings Group Co., Ltd. (海航實業控股(集團)有限公司) as the president of the real estate department from December 2012 to December 2013. He also successively served in Hainan 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) as the president and the general manager of the chief engineering office from December 2013 to March 2014. He served as the vice chief commander of Meilan Airport infrastructure expansion headquarters from October 2014 to March 2016. From March 2016 to July 2019, he successively served as the executive vice chief commander and field chief commander of Meilan Airport phase II expansion headquarters, the vice president, the president and an executive Director of the Company, and the general manager of the Parent Company. Mr. Tu also successively served as the general manager of the supervision and audit department of HNA Group (International) Company Limited (海航集團(國際)有限公司) and the general manager of the discipline inspection and supervision department of HNA Aviation Group Co. Ltd. (海航航空集團有限公司) from August 2018 to November 2019. He has served as the head of the discipline inspection and supervision office of HNA Aviation Group Co. Ltd. (海航航空集團有限公司) since November 2019 and as a director and the vice chairman of the Parent Company since March 2020. Mr. Tu has extensive experience in corporate governance and infrastructure construction management.

Save as disclosed above and as at the date of this circular, Mr. Tu (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any 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 as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Tu as a non-executive Director 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.

LETTER FROM THE BOARD

Mr. Tu will be appointed as a non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. Mr. Tu will not receive any director's fee from the Company.

The biographical details of Mr. Yuan are as follows:

Mr. Yuan, aged 43, graduated from Beijing Sport University (北京體育大學) with a bachelor's degree. He successively served in HNA Group Co., Ltd. (海航集團有限公司) as the general secretary in the logistics service room of the office from June 2004 to April 2008, and as the secretary to the chairman of the board in the secretary room of the office from April 2008 to July 2012. Mr. Yuan also served as the general manager of the project department of the infrastructure expansion headquarters of the Company from July 2012 to July 2015. From July 2015 to July 2018, he successively served as the general manager of the venue management department and the assistant to the chief commander of Meilan Airport phase II expansion headquarters. Mr. Yuan has served as the vice chief commander of Meilan Airport phase II expansion headquarters and concurrently served as the vice president of HNA Airport Group Company Limited (海航機場集團有限公司) since November 2018.

Save as disclosed above and as at the date of this circular, Mr. Yuan (i) has not held any directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any 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 as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Yuan as a non-executive Director 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. Yuan will be appointed as a non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. Mr. Yuan will not receive any director's fee from the Company.

C. PROPOSED RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Subject to the approval by the Shareholders at the EGM, the Board proposes to re-elect each of Mr. Deng Tianlin (鄧天林先生) (“**Mr. Deng**”), Mr. Fung Ching, Simon (馮征先生) (“**Mr. Fung**”) and Mr. George F Meng (孟繁臣先生) (“**Mr. Meng**”) as an independent non-executive Director with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Deng, Mr. Fung and Mr. Meng are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

The biographical details of Mr. Deng are as follows:

Mr. Deng, aged 71, was re-appointed as an independent non-executive Director in October 2017. He also acts as the chairman of the remuneration committee, the chairman of the audit committee and members of the Nomination Committee and strategic committee of the Company. Mr. Deng is a certified public accountant, a senior member of the Chinese Institute of Certified Public Accountants, a senior accountant and was 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 (中共中央組織部) 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 had been an independent director of Hainan Airlines Holding Co., Ltd. (海南航空控股股份有限公司), which is listed on the Shanghai Stock Exchange (Stock Code: 600221.SH; HNA B Shares: 900945.SH), from April 2012 to October 2019.

Save as disclosed above and as at the date of this circular, Mr. Deng (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any 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 as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Deng as an independent non-executive Director 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. Deng will be appointed as an independent non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Deng as an independent non-executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

The biographical details of Mr. Fung are as follows:

Mr. Fung, aged 51, was re-appointed as an independent non-executive Director in December 2016. He has also served as the chairman of the strategic committee and members of the audit committee and remuneration committee of the Company. Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked in PricewaterhouseCoopers from 1994 to 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (寶業集團股份有限公司), which is listed on the main board of the Stock Exchange (Stock Code: 2355.HK), from 2004 to 2010. Mr. Fung has served in Greentown China Holdings Limited (綠城中國控股有限公司), which is listed on the main board of the Stock Exchange (Stock Code: 3900.HK), as the chief financial officer and company secretary from August 2010 to December 2019. Mr. Fung has over fifteen (15) years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for PRC companies listed in Hong Kong, and has over ten (10) years of experience in auditing, accounting and business advisory with "Big-4" international

LETTER FROM THE BOARD

accounting firms. Mr. Fung is also a non-executive director of Baoye Group Company Limited (寶業集團股份有限公司) currently, and he has served as an independent non-executive director of China Logistics Property Holdings Co., Ltd. (中國物流資產控股有限公司), which is listed on the main board of the Stock Exchange (Stock Code: 1589.HK), since July 2016, and has served as the chief financial officer of Logan Property Holdings Company Limited (龍光地產控股有限公司), which is listed on the main board of the Stock Exchange (Stock Code: 3380.HK), since January 2020.

Save as disclosed above and as at the date of this circular, Mr. Fung (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any 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 as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Fung as an independent non-executive Director 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. Fung will be appointed as an independent non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Fung as an independent non-executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

The biographical details of Mr. Meng are as follows:

Mr. George F Meng, aged 76, was re-appointed as an independent non-executive Director in December 2016. He has also served as a member of the audit committee of the Company. Mr. Meng graduated from Civil Aviation University of China (中國民航學院) in 1966, majoring in radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University (天津外國語大學) for further study in English language. From 1984 to 1991, he studied the FAA Aircraft Dispatcher Training Courses in Aviation Training School, Long Island, New York, the United States, the Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. From 1966 to 1988, Mr. Meng served various positions including the radio station master of communication department of CAAC Chengdu Administration (中國民航成都管理局), the dean of the technical English department of Civil Aviation University of China (中國民航學院), and the deputy director of CAAC Training Center (中國民航訓練中心). Since 1991, he has been a director and the general manager of China Resource Ltd., USA (中國物產有限公司(美國)). Since 2000, Mr. Meng has been the president of Soaring Eagle Industrial LLC., USA (美國飛鷹工業公司). Since September 2010, he has been the principal of Northern New Jersey Huaxia Chinese School (美國華夏中文學校北部分校) (non-profit organization). He has served as the general manager (United States) and certified senior translator of Hua Ling Consultant Inc. (華玲諮詢公司) in Toronto, Canada, since January 2012.

Save as disclosed above and as at the date of this circular, Mr. Meng (i) has not held any directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any 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 as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Meng as an independent non-executive Director 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.

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Mr. Meng will be appointed as an independent non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Meng as an independent non-executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine (9) years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Fung has served as an independent non-executive Director for more than sixteen (16) years, and Mr. Meng has served as an independent non-executive Director for more than thirteen (13) years. The Company has received from each of Mr. Fung and Mr. Meng a confirmation of independence according to Rule 3.13 of the Listing Rules. Each of Mr. Fung and Mr. Meng has not engaged in any executive management of the Group. Taking into consideration of their independent scope of work in the past years, the Board considers Mr. Fung and Mr. Meng to be independent under the Listing Rules and are not in any relationships or circumstances which would interfere with the exercise of their independent judgment despite the fact that they have served the Company for more than nine (9) years. The Board has benefited greatly from the presence of Mr. Fung and Mr. Meng who have contributed valuable insight into the Group over time and the Board believes that Mr. Fung and Mr. Meng's continued tenure will bring considerable stability to the Board. Separate resolutions will be proposed for their respective re-election at the EGM.

The nomination of each of Mr. Deng, Mr. Fung and Mr. Meng for re-election as an independent non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nominations, the Nomination Committee has considered the past performance of Mr. Deng, Mr. Fung and Mr. Meng, the independence confirmation they have furnished to the Company pursuant to Rule 3.13 of the Listing Rules and their skills, knowledge and experience. Each of Mr. Deng, Mr. Fung and Mr. Meng is familiar with the Company's business and has proved their ability to provide independent, fair and objective opinions on the affairs of the Company. The Nomination Committee is of the view that Mr. Deng, Mr. Fung and Mr. Meng will continue to bring to the Board their own perspective, skills and experience, as described in their biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Deng, Mr. Fung and Mr. Meng can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, for Mr. Deng, the Nomination Committee has considered his professional knowledge in finance and accounting, for Mr. Fung, the Nomination Committee has considered his rich experience in finance and accounting, mergers and acquisitions, fund raising and investor relations, and for Mr. Meng, the Nomination Committee has considered his professional skills in management. None of them holds seven or more listed company directorship, thus they can give sufficient time and attention to the Company's affairs.

Based on the above, the Board considers each of Mr. Deng, Mr. Fung and Mr. Meng to be independent under the Listing Rules, and with the recommendation of the Nomination Committee, has nominated each of Mr. Deng, Mr. Fung and Mr. Meng for re-election as an independent non-executive Director at the EGM.

LETTER FROM THE BOARD

D. PROPOSED APPOINTMENT OF AN INDEPENDENT REPRESENTATIVE SUPERVISOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint Mr. Hu Yunyun (胡運運先生) (“**Mr. Hu**”) as an independent representative Supervisor with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Hu are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Hu, aged 33, obtained a bachelor’s degree from Nanjing Audit University (南京審計大學) (formerly known as Nanjing Audit College (南京審計學院)), majoring in auditing. He successively served in HNA Group North Headquarters (Tianjin) Co., Ltd. (海航集團北方總部(天津)有限公司) as a personnel administrator, a labor relations and community administrator and an administrative assistant in the comprehensive management department from October 2010 to August 2011. Mr. Hu served as an auditor of the audit room of the compliance department of HNA Commercial Holdings Co., Ltd. (海航商業控股有限公司) from August 2011 to October 2011. He also successively held several positions in HNA Holding Group Co., Ltd. (海航實業集團有限公司), as the audit head and then the senior audit manager of the compliance and audit department from October 2011 to November 2012, and as the senior auditor of the audit practice center of the compliance management department from January 2014 to May 2015. He served as the audit manager of the audit and legal department of HNA Infrastructure Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司) from November 2012 to January 2014. From May 2015 to December 2016, Mr. Hu served as the manager of the airport compliance and audit center of HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司). From December 2016 to June 2018, he served as the deputy general manager of the risk control department of HNA Airport Group Company Limited (海航機場集團有限公司). Mr. Hu also served as the deputy general manager of the risk control department of the Company from June 2018 to November 2018. He has served as the deputy general manager of the compliance and legal department of HNA Airport Group Company Limited (海航機場集團有限公司) since November 2018.

Save as disclosed above and as at the date of this circular, Mr. Hu (i) has not held any directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any 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 as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Hu as an independent representative Supervisor 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. Hu will be appointed as an independent representative Supervisor for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. Mr. Hu will not receive any supervisor’s remuneration from the Company.

LETTER FROM THE BOARD

E. THE EGM

The EGM will be convened to consider and, if thought fit, approve, among other things, (i) the proposed appointment of non-executive Directors; (ii) the proposed re-election of independent non-executive Directors; and (iii) the proposed appointment of an independent representative Supervisor.

Set out on pages 11 to 13 of this circular is the notice for convening the EGM to be held at 10:00 a.m. on Wednesday, 23 December 2020 at 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 EGM 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 meetings should you so desire.

F. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 3 December 2020 to Wednesday, 23 December 2020 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and form of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 2 December 2020.

G. RECOMMENDATIONS

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

Yours faithfully,

By order of the Board

Hainan Meilan International Airport Company Limited*

Wang Zhen

Chairman

Hainan, the PRC
30 November 2020

* For identification purposes only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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海南美蘭國際空港股份有限公司
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 OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 23 December 2020 at 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. Unless the context otherwise requires, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 30 November 2020.

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Tu Haidong (涂海東先生) as a non-executive Director, and to authorize the chairman of the Board or any executive Director 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 appointment of Mr. Yuan Yubao (苑玉寶先生) as a non-executive Director, and to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
3. To consider and approve the re-election of Mr. Deng Tianlin (鄧天林先生) as an independent non-executive Director, whose emoluments will be determined according to the remuneration policies as approved at the annual general meeting of the Company;
4. To consider and approve the re-election of Mr. Fung Ching, Simon (馮征先生) as an independent non-executive Director, whose emoluments will be determined according to the remuneration policies as approved at the annual general meeting of the Company;
5. To consider and approve the re-election of Mr. George F Meng (孟繁臣先生) as an independent non-executive Director, whose emoluments will be determined according to the remuneration policies as approved at the annual general meeting of the Company;

* For identification purposes only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

6. To consider and approve the appointment of Mr. Hu Yunyun (胡運運先生) as an independent representative Supervisor, and to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and
7. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding three (3) 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, the PRC
30 November 2020

As at the date of this notice, the Board comprises (i) five executive directors, namely Mr. Wang Zhen, Mr. Wang Hong, Mr. Wang Hexin, Mr. Yu Yan and Mr. Xing Zhoujin; (ii) two non-executive directors, namely Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. He Linji.

Notes:

- (A) The Company's register of members will be closed from Thursday, 3 December 2020 to Wednesday, 23 December 2020 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and form of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 2 December 2020.
- (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 Wednesday, 2 December 2020 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (C) Each holder of H shares of the Company 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.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument 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 of the Company (being a body corporate) must be affixed with the corporate seal of such holder of H shares of the Company or duly signed by the chairman of its Board or by its authorised 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 17M Floor, 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.

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (E) 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 EGM. Notes (C) and (D) also apply to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
PRC
Tel: (86-898) 6996 6999
Fax: (86-898) 6996 8999

- (F) If a proxy attends the EGM on behalf of a Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Share(s) attends the EGM, 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 EGM, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.
- (G) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (H) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.