



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 OF EXTRAORDINARY GENERAL MEETING
(RE-ELECTION OF DIRECTOR)
BOOK CLOSURE NOTICE**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 9:00 a.m. on 3 August 2007 (Friday) in the meeting room of the Company on the 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People's Republic of China (the “**PRC**”), to consider and, if thought fit, approve the ordinary resolution that “**Mr. Xu Bailing be and is re-elected as an independent non-executive director of the Company for a term of three years with effect from the date of the EGM.**” The requisite particulars of Mr. Xu are set out below in Note (H).

By Order of the Board

Hainan Meilan International Airport Company Limited*

Bai Yan

Company Secretary

Hainan, the PRC

14 June 2007

As at the date of this announcement, the board of directors of the Company comprises 7 directors, Mr. Zhang Cong, Mr. Dong Zhanbin, Mr. Dong Guiguo as executive directors, Mr. Zhang Han'an as non-executive director; and Mr. Xu Bailing, Mr. Xie Zhuang and Mr. Fung Ching, Simon as independent non-executive directors.

* *for identification purpose only*

Notes:

- (A) The H share register of the Company will be closed from 3 July 2007 (Tuesday) to 3 August 2007 (Friday) (both days inclusive), during which no transfer of H shares will be effected. Holders of the H shares of the Company whose names appear on the Company's register of members at the close of business on 3 August 2007 (Friday) are entitled to attend and vote at the EGM (or any adjournment thereof).

In order to be entitled to attend and vote at the EGM (or any adjournment thereof), share transfer documents should be lodged with the Company's H shares share registrar not later than 4:30 p.m. on 2 July 2007 (Monday).

The address of the Company's H shares share registrar is as follows:

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (B) Holders of H shares and domestic shares of the Company, who intend to attend the EGM, must complete and return the reply slips for attending the EGM to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the EGM. i.e. no later than 13 July 2007 (Friday).

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:

Meilan Airport Complex
Haikou City
Hainan Province
PRC

Tel: (86-898) 6576 2009

Fax: (86-898) 6576 2010

- (C) Each holder of H shares who has the right to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of H shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its board of directors or by its authorised attorney.
- (D) For holders of H shares of the Company, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a certified copy of that power of attorney or other authority (such certification to be made by a notary public), must be delivered to the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (E) Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the EGM. Note (C) also applies to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to Secretary Office to the board of directors of the Company, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (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 legal representative, which specifies the date of its issuance. If the legal representative of the holder of legal person shares 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 shares appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of legal person shares and duly signed by its legal representative.

- (G) Set out below is the procedure by which shareholders of the Company and the chairman of any shareholders' meeting of the Company may demand a poll pursuant to the articles of association of the Company:

“At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is required in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or is demanded before or after any vote by show of hands by:

- (i) the chairman of the meeting;
- (ii) at least two shareholders with voting rights or their proxies; or
- (iii) any shareholder or shareholders (including proxies) holding separately or in aggregate 10 percent or more of the shares carrying the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman of the shareholders' meeting that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, that the resolution has been carried.

A demand for a poll may be withdrawn by the person who made the demand.”

- (H) The requisite particulars of Mr. Xu who is proposed for re-election as the Company's independent non-executive director are set out as follows:

Mr. Xu Bailing, aged 74, was re-elected as an independent non-executive director of the Company in June 2004. Mr. Xu was the representative of the Fourth and Fifth National People's Congress and a member of the Ninth Chinese People's Political Consultative Conference. Mr. Xu had worked for the Civil Aviation Beijing Administrative Bureau since 1954 holding various positions such as pilot, inspector and captain and was appointed as the vice chief and chief of division in January 1977 and June 1979, respectively. Mr. Xu was then appointed as the vice director of CAAC in December 1986 and then as the chief executive officer of Air China in March 1988. He was appointed as a consultant of CAAC in August 1993. He also serves as an independent director of Xiamen International Airport Co., Ltd.

Mr. Xu does not have any relationships with any other directors, senior management, or substantial or controlling shareholders of the Company.

Upon the obtaining of approval from shareholders at the EGM, Mr. Xu will enter into a service agreement with the Company. A director's fee of RMB100,000 per annum will be paid to Mr. Xu. He is also entitled to such bonus as decided by the board of directors of the Company. The annual emoluments of Mr. Xu are determined by the shareholders of the Company with reference to his duties and responsibilities in the Company, the Company's performance and the current market situation.

As at the date of this announcement, Mr. Xu does not have any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Saved as disclosed above, Mr. Xu has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with their re-election and there is no other information required to be disclosed pursuant to any of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

- (I) 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.

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