



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,
APPOINTMENT OF NEW DIRECTORS AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION)
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 8 October 2007 (Monday) 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 following resolutions:

AS ORDINARY RESOLUTIONS

1. to consider and approve the re-election of Mr. Fung Ching, Simon 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. Fung that are required to be disclosed pursuant to Rules 13.51(2) and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) are set out below in Note (H).
2. to consider and approve the appointment of Mr. Chan Nap Kee, Joseph as a 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. Chan that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below in Note (I).

* *For identification purpose only*

3. to consider and approve the appointment of Mr. Yan Xiang as a 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. Yan that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below in Note (J).
4. to consider and approve the appointment of Mr. George F. Meng 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. Meng that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below in Note (K).
5. to consider and approve the appointment of Mr. Bai Yan as an executive director of the Company for a term of three years with effect from the date of the EGM. The requisite particulars of Mr. Bai that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below in Note (L).

AS SPECIAL RESOLUTION

6. to consider and approve the amendments to the articles of association of the company, that the existing article 93 of the articles of association of the Company be deleted in its entirety and replaced with the following, to reflect the change in the number of members of the board of directors of the Company:

“Article 93 The board of directors of the Company shall consist of eleven directors, including a chairman and four independent non-executive directors.”

By Order of the Board

Hainan Meilan International Airport Company Limited*

Bai Yan

Company Secretary

Hainan, the PRC

23 August 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.

Notes:

- (A) The H share register of the Company will be closed from 8 September 2007 (Saturday) to 8 October 2007 (Monday) (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 8 October 2007 (Monday) 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 7 September 2007 (Friday).

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 17 September 2007 (Monday).

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 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. Fung who is proposed for re-election as the Company's independent non-executive director are set out as follows:

Mr. Fung Ching, Simon, aged 38, was appointed as an independent non-executive director of the Company in October 2004. Mr. Fung is the chief financial officer of Baoye Group Company Limited, an H-share company listed on the Main Board of The Hong Kong Stock Exchange Company Limited (the “**Stock Exchange**”). Saved as above, Mr. Fung has not held any position in listed public companies in the last three years. Mr. Fung had over 10 years of experience in auditing, accounting and business advisory with a “Big-4” international accounting firm before he was appointed as the chief financial officer of Baoye Group Company Limited. Mr. Fung graduated from the Queensland University of Technology, Australia and obtained a bachelor's degree in Accountancy. Mr. Fung is a Hong Kong resident. He is a senior member of the Australia Society of Institute of Certified Public Accountants and an associate member of the Hong Kong Society of Institute of Certified Public Accountants.

Mr. Fung 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. Fung will enter into a service agreement with the Company for three years. A director's fee of RMB 100,000 per annum will be paid to Mr. Fung. The director's fee will be all covered by the service agreement. The annual emoluments of Mr. Fung 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. Fung 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. Fung 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 his 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 requisite particulars of Mr. Chan who is proposed for appointment as the Company's non-executive director are set out as follows:

Mr. Chan Nap Kee, Joseph, aged 46, received his master's degree from the University of Strachclyde in the major of International Marketing and a diploma from Peking University in China Investment and Trade Study. He holds licenses respectively of Type 1 (dealing in securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under Hong Kong Securities and Futures Ordinance. Mr. Chan was the deputy manager of Credit Agricole Bank from 1986 to 1994, where he was also in charge of China business. From 1992 to 1994, he was also the co-head of Credit Agricole Asset Management South East Asia Limited. Mr. Chan has more than twenty years of experience in commercial and investment banking, and asset management. From May 2002 to April 2006. Mr. Chan was an executive director of Incutech Investments Limited, a company listed on the Main Board of the Stock Exchange. Saved as above, Mr. Chan has not held any position in listed public companies in the last three years.

From 1994 to now, Mr. Chan has been an executive director of Oriental Patron Financial Group, the holding company of Oriental Patron Resources Investment Limited, a substantial shareholder of the Company. Saved as above, Mr. Chan dose 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. Chan will enter into a service agreement with the Company for three years. A director's fee of RMB 50,000 per annum will be paid to Mr. Chan. The director's fee will be all covered by the service agreement. The annual emoluments of Mr. Chan 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. Chan 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. Chan 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 his appointment 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.

- (J) The requisite particulars of Mr. Yan who is proposed for appointment as the Company's non-executive director are set out as follows:

Mr. Yan Xiang, aged 43, is now a director of Henan Zhongfu Industrial Company Limited, a company listed on Shanghai Stock Exchange and an independent director of China United Travel Company Limited, a company listed on Shanghai Stock Exchange. Saved as above, Mr. Yan has not held any position in listed public companies in the last three years. Mr. Yan graduated from Peking University, where he received a bachelor's degree in Economics and a master's degree in Management and Legal Study. From January 1988 to August 1991, he had been a teaching assistant and lecturer in Economics at Peking University. After August 1991, he was a research fellow with the Research Center of the People's Government of Hainan Province, the general manager of Hainan Securities Exchange Center and the president of Hainan Securities Company Limited. Mr. Yan has been a councilor of Hainan Development Council, a member of the Treasury Bond and Futures Expert Committee, and a member of the Credit Rating Expert Board of China Chengxin Credit Management Co., Ltd.

From January 2001 to now, Mr. Yan has been the general manager of Oriental Patron Investment Consulting (Shenzhen) Limited, a branch of Oriental Patron Financial Group, the holding company of Oriental Patron Resources Investment Limited, a substantial shareholder of the Company. Saved as above, Mr. Yan 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. Yan will enter into a service agreement with the Company for a term of three years. A director's fee of RMB 50,000 per annum will be paid to Mr. Yan. The director's fee will be all covered by the service agreement. The annual emoluments of Mr. Yan 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. Yan 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. Yan 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 his appointment 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.

- (K) The requisite particulars of Mr. Meng who is proposed for appointment as the Company's independent non-executive director are set out as follows:

Mr. George F. Meng, aged 63, graduated from China Civil Aviation Institute, where he studied radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University for further study of English language. From 1984 to 1991, he once studied FAA Aircraft Dispatcher Training Course sponsored by Aviation Training Services, Long Island, New York, Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. During the years of 1966 to 1988, Mr. Meng served various positions including Radio Station Master of Communication Department of Chengdu Administrative Bureau of General Administration of Civil Aviation of China ("CAAC"), Dean of the Technical English Department of China Civil Aviation Institute, and Deputy Director of CAAC Training Center. After 1991, he was a director and the general manager of China Resource Ltd., USA. From 2000 to now, Mr. Meng is the president of Soaring Eagle Industrial LLC., USA. Mr. Meng has not held any position in listed public companies in the last three years.

Mr. Meng 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. Meng will enter into a service agreement with the Company for three years. A director's fee of RMB 100,000 per annum will be paid to Mr. Meng. The director's fee will be all covered by the service agreement. The annual emoluments of Mr. Meng 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. Meng 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. Meng 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 his appointment 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.

- (L) The requisite particulars of Mr. Bai who is proposed for appointment as the Company's executive director are set out as follows:

Mr. Bai Yan, aged 32, has been the Company Secretary since being first appointed in April 2002. Mr. Bai graduated from the Economics Department of Northwestern University. From July 1997 to March 2002, he worked in the Securities Department of Hainan Airlines Company Limited. In October 2000, Mr. Bai was assigned to assist in the establishment of the Company and the related restructuring and H share issue and listing process matters. He has also been responsible for handling the results disclosure and daily operation of the board of directors of the Company after its listing. Save as above, Mr. Bai has not held any position in listed public companies in the last three years.

Mr. Bai 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. Bai will enter into a service agreement with the Company for three years. A director's fee of RMB 70,000 per annum will be paid to Mr. Bai. The director's fee will be all covered by the service agreement. The annual emoluments of Mr. Bai 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. Bai 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. Bai 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 his appointment 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.

- (M) 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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The H share register of the Company will be closed from 8 September 2007 (Saturday) to 8 October 2007 (Monday) (both days inclusive), during which period no transfer of H shares will be effected. In order to be entitled to attend and vote at the EGM (or any adjournment thereof) on 8 October 2007, share transfer documents should be lodged with 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 later than 4:30 p.m. on 7 September 2007 (Friday).