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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)

**RESIGNATION AND NOMINATION OF DIRECTORS
PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY**

The board of directors (the “**Board**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) announces that due to work reallocation, Mr. Zhang Cong has applied for resignation from his positions as executive director and chairman of the Company, and Mr. Dong Guiguo has applied for resignation from his positions as executive directors and chief financial officer of the Company. Mr. Zhao Yahui and Mr. Hu Wentai have been nominated as candidates for election as the executive director and the non-executive director of the Company, respectively.

Moreover, in consideration of the Company’s actual situation, the Board proposes to amend certain articles of the Articles of Association of the Company.

The aforesaid appointment of directors, as well as the proposed amendments to the Articles of Association of the Company are subject to approval by shareholders of the Company at an extraordinary general meeting of the Company (“**EGM**”) to be held by the Company.

* *For identification purpose only*

RESIGNATION OF DIRECTORS

The Board hereby announces that Mr. Zhang Cong has applied for resignation from his positions as executive director and chairman of the Company, and Mr. Dong Guiguo has applied for resignation from his positions as executive director and chief financial officer of the Company due to work reallocation. Mr. Zhang Cong and Mr. Dong Guiguo confirmed that they have no disagreement with the Board and that there is no matter in relation to their resignation that needs to be brought to the attention of the shareholders of the Company. After the resignation of Mr. Zhang Cong, he will hold the positions of chairman and director in Changchun Mingmen Hotel Company Limited, a member of HNA Group Company Limited. After the resignation of Mr. Dong Guiguo, he will hold the positions of chief financial officer and vice president in HNA Airport Group Company Limited.

NOMINATION OF DIRECTORS

The Company is pleased to announce that Mr. Zhao Yahui has been nominated as a candidate for election as an executive director of the Company, and Mr. Hu Wentai has been nominated as a candidate for election as a non-executive director of the Company, both of which are subject to approval by shareholders of the Company.

Mr. Zhao Yahui (趙亞輝), aged 59, graduated from Air Force No. 2 Aviation University in 1969, majoring in aviation. Mr. Zhao has extensive experience in the area of airport management. Ever since he joined HNA Group Company Limited in December 1992, Mr. Zhao had worked as the standing deputy general manager of department of aviation matters and the general manager of flight department of Hainan Airlines Company Limited, the standing deputy general manager of Shanxi Airlines Company Limited, the deputy general manager of Yangtze River Express Delivery Aviation Company Limited, the general manager of supervisory department of HNA Group Company Limited, the chairman of Sanya Phoenix International Airport Company Limited and the standing executive vice president of HNA Airport Group Company Limited. He currently holds the positions of chairman and chief executive officer of Sanya Phoenix International Airport Company Limited.

Mr. Hu Wentai (胡文泰), aged 53, graduated from Logistics Institute of the P.L.A. Navy in 1979. Mr. Hu has extensive experience in the area of airport management and project construction. Ever since he joined HNA Group Company Limited in June 2000, Mr. Hu has worked as the general manager of Hainan Henghe Property Management Company Limited, the executive vice president of Haikou Meilan Airport Company Limited, the chief operating officer of the Company, the chairman of Haikou New City Area Construction Development Company Limited, the deputy general manager of Beijing HNA Realty Group Company Limited, and the vice general manager of the Company.

HNA Group Company Limited is a company established in the PRC and one of the promoters of the Company.

The term of service for Mr. Zhao Yahui and Mr. Hu Wentai will be for three years commencing from the date on which approval by the shareholders of the Company at the EGM is obtained. The amounts of the emoluments of Mr. Zhao Yahui and Mr. Hu Wentai are RMB70,000 and RMB50,000 for each year, respectively. The Company will determine the bonus for the relevant directors accordingly to status of the Company's operation, provided that such bonus shall not exceed the limitation of 2% of the Company's net profits for each year audited by an international accounting firm.

Save as disclosed above, neither of Mr. Zhao Yahui and Mr. Hu Wentai has any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), nor do they hold any directorships in any listed public companies in the last three years. There is no information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There is no other matter that needs to be brought to the attention of the shareholders of the Company.

PROPOSED AMENDMENTS TO ARTICLE 80, ARTICLE 93 AND ARTICLE 94 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board proposes to amend Article 80 of the Articles of Association of the Company from “The shareholders’ meeting shall be convened and presided over by the chairman of the board. If the chairman of the board is unable to attend the meeting, the meeting shall be convened and presided over by a director designated by the chairman. In the circumstance of the failure to designate a director to preside over the meeting, the shareholders attending the meeting shall elect the chairman of the meeting. If due to any reason, the shareholders are unable to designate the chairman of the meeting, the shareholder (including his proxies) who attends the meeting and holds the largest voting power shall act as the chairman of the meeting.” to “The shareholders’ meeting shall be convened by the board, and presided over by the chairman of the board. If the chairman of the board is unable or fails to perform such duty, the vice-chairman of the board shall perform such duty. If the vice chairman is unable or fails to perform such duty, the meeting shall be presided over by a director designated by more than half of the directors. In the circumstance of the failure to designate a director to preside over the meeting, the shareholders attending the meeting may elect the chairman to preside over the meeting. If due to any reason, the shareholders are unable to elect the chairman of the meeting, the shareholder (including his proxies) who attends the meeting and holds the largest voting power shall act as the chairman of the meeting. If the board is unable or fails to perform its duty of convening the shareholders’ meeting, the board of supervisors shall convene and preside over such meetings promptly. If the board of supervisors is not able to convene and preside over such meetings, the shareholder(s) alone or in aggregate holding 1/10 or more for 90 days consecutively of the shares may convene and preside over such meetings on their own initiative.”

The Board proposes to amend Article 93 of the Articles of Association of the Company from “The board of the company shall comprise eleven directors, including one chairman and four independent non-executive directors.” to “The board of the company shall comprise eleven directors, including one chairman and one vice-chairman. The board shall comprise 1/2 or more external directors, who do not hold any position within the company, and 1/3 or more independent non-executive directors, who are independent from the shareholders of the company and do not hold any position within the company.”

The Board proposes to amend Article 94 of the Articles of Association of the Company from “The chairman shall be elected or dismissed by more than half of all directors. The chairman shall serve for a term of three years and may be reelected. The chairman and directors may concurrently serve as the general manager, deputy general manager or other senior management (except for supervisor).” to “The chairman and vice-chairman shall be elected or dismissed by more than half of all directors. The chairman and vice-chairman shall serve for a term of three years and may be reelected. The chairman, vice-chairman and directors may concurrently serve as the general manager, deputy general manager or other senior management (except for supervisor).”

The amendments to the aforesaid articles of the Articles of Association were made in accordance with the Appendix 3 and Appendix 13, part D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

EGM

The EGM of the Company will be held for the purpose of, among others, considering and approving the proposed change of directors of the Company, as well as the proposed amendments to the Articles of Association of the Company.

By Order of the Board
Hainan Meilan International Airport Company Limited
Zhang Cong
Chairman

14 October 2008

Haikou, the PRC

As at the date of this announcement, there are eleven directors on the Board. They are: Mr. Zhang Cong, Mr. Dong Zhanbin, Mr. Dong Guiguo, Mr. Bai Yan as executive directors; Mr. Zhang Han'an, Mr. Joseph Chan, Mr. Yan Xiang as non-executive directors; and Mr. Xu Bailing, Mr. Xie Zhuang, Mr. Fung Ching Simon and Mr. George F Meng as independent non-executive directors.