



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

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
ANNUAL CAPS FOR THE TRANSACTIONS WITH
HAINAN AIRLINES**

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 16 December 2008 (Tuesday) 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:

By way of ordinary resolution:

- (a) the Hainan Airlines terminal lease agreement dated October 16, 2008 entered into between the Company and Hainan Airlines Company Limited (“**Hainan Airlines**”) and the non-exempt continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the “**Listing Rules**”) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010 be and are hereby approved;
- (b) the Southern Airlines terminal lease agreement dated October 16, 2008 entered into between the Company and China Southern Airlines Company Limited and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2010 be and are hereby approved;

* *For identification purpose only*

- (c) the adjustment of the original annual caps to RMB99,130,000, RMB109,043,000 and RMB119,948,000 for the three years ending 31 December 2010 for the airport ground services agreement between the Company and Hainan Airlines dated 1 October 2007 be and are hereby approved;
- (d) the adjustment of the original annual caps to RMB5,000,000 and RMB5,500,000 for the two years ending 31 December 2009 for the cargo mail and luggage service agreement between the Company and Hainan Airlines dated 8 October 2007 be and are hereby approved;
- (e) the appointment of Mr. Zhao Yahui as an executive director of the Company for a term of three years with effect from the date of the EGM be and are hereby approved. The requisite particulars of Mr. Zhao Yahui that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below in Note H.
- (f) the appointment of Mr. Hu Wentai as a non-executive director of the Company for a term of three years with effect from the date of the EGM be and are hereby approved. The requisite particulars of Mr. Hu Wentai that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below in Note I.

By way of special resolution:

- (g) the following amendments to articles 80, 93 and 94 of the articles of association of the Company be and are hereby approved:

Article 80 “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 of the shares for 90 days consecutively may convene and preside over such meetings on their own initiative.”

Article 93 “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.”

Article 94 “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).”

By Order of the Board
Hainan Meilan International Airport Company Limited
Bai Yan
Company Secretary

Hainan, the PRC
30 October 2008

Notes:

- (A) The H share register of the Company will be closed from 15 November 2008 (Saturday) to 16 December 2008 (Tuesday) (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 14 November 2008 (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 14 November 2008 (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. on or before 25 November 2008 (Tuesday).

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) 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 and the chief executive officer 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 of Sanya Phoenix International Airport Company Limited.

Save as disclosed above, Mr. Zhao Yahui has not any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does he has 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 does he holds 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.

The term of service for Mr. Zhao Yahui will be for three years commencing from the date on which approval by the shareholders of the Company at the EGM is obtained. The amount of the emoluments of Mr. Zhao Yahui is RMB70,000 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.

- (I) 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.

Save as disclosed above, Mr. Hu Wentai has not any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does he has 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 does he holds 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.

The term of service for 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 amount of the emoluments of Mr. Hu Wentai is 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.

- (J) 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.

BOOK CLOSURE NOTICE

The H share register of the Company will be closed from 15 November 2008 (Saturday) to 16 December 2008 (Tuesday) (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 16 December 2008 (Tuesday), 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 14 November 2008 (Friday).

As at the date of this notice, the Board comprises eleven directors, Mr. Zhang Cong, Mr. Dong Zhanbin, Mr. Dong Guiguo, Mr. Bo 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.