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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)**

### **NOTICE OF 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 11:30 a.m. on 31 May 2010 (Monday) in the meeting room on 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 (with or without amendment). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 6 April 2010 (the “Announcement”):

#### **THE PROPOSED ACQUISITION**

#### **ORDINARY RESOLUTIONS**

1. **“THAT** for the purpose of acquisition of 24.5% equity interest in HNA Airport Holding (Group) Company Ltd held by Kingward Investment Limited (“Kingward”) (“Acquisition of Kingward Sale Shares”):
  - (a) the Acquisition of Kingward Sale Shares entered into between the Company and Kingward on 25 March 2010 and any other transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
  - (b) the directors be and are hereby approved, ratified and confirmed to enter into any such acquisition agreement, and authorized to approve, sign or execute all such documents, instruments and agreements and take all such steps which they may consider necessary or appropriate for the purpose of giving effect to the acquisition agreement or regarding the acquisition agreement.”

\* *For identification purpose only*

2. **“THAT** for the purpose of acquisition of 30% equity interest in HNA Airport Holding (Group) Company Ltd held by HNA Group Company Limited (“HNA Group”) (“Acquisition of HNA Group Sale Shares”):
- (a) the Acquisition of HNA Group Sale Shares entered into between the Company and HNA Group on 25 March 2010 and any other transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
  - (b) the directors be and are hereby approved, ratified and confirmed to enter into any such acquisition agreement, and authorized to approve, sign or execute all such documents, instruments and agreements and take all such steps which they may consider necessary or appropriate for the purpose of giving effect to the acquisition agreement or regarding the acquisition agreement.”

### **PROPOSED A SHARE ISSUE SPECIAL RESOLUTIONS**

3. **“THAT** A Share Issue be and is hereby approved, and issue of A Shares pursuant to the following terms and conditions with all necessary approval from the CSRC and other relevant regulatory authorities be and is hereby approved:
- (1) Type of securities to be issued: RMB denominated ordinary shares
  - (2) Number of A Shares to be issued: 200,000,000 A Shares, representing 42.6% of the existing issued share capital of the Company and approximately 29.71% of the enlarged issued share capital of the Company immediately after completion of the proposed A Share Issue, the exact number of which shall be determined by the Board as proposed to be authorized by the Shareholders at the EGM and CSMs.
  - (3) Par value: RMB1.00 each
  - (4) Rights attached to A Shares: The A Shares shall rank pari passu with the existing Domestic Shares and H Shares in all respects.
  - (5) Target subscribers: Natural persons, corporations and other institutions in the PRC which have maintained A Share holders’ accounts with the Shanghai Stock Exchange or Shenzhen Stock Exchange (other than those as prohibited by the applicable PRC laws and regulations and other regulatory requirements with which the Company shall comply). It is expected that none of the Connected Persons of the parent

company or the Company will subscribe for A Shares. The Company will comply with the relevant provisions of the listing rules even if such Connected Persons do subscribe for A Shares. The Company will (subject to the applicable rules and regulations of the CSRC) issue A Shares by offline placing to book-building targets and online public offering at fixed price to public investors.

- (6) Proposed place of listing: All the A Shares issued pursuant to the A Share Issue are proposed to be listed on the Shanghai Stock Exchange.
- (7) Issue price and pricing process: The pricing of the A Share Issue will follow the market-driven principle. The issue price for the A Share Issue shall be determined based on the prevailing conditions of the PRC securities market at the time when the A Share Issue takes place by way of market consultation or such other methods as approved by the CSRC.
- The issue price will not be lower than 90% of the average closing price of the Company's H Shares on the Hong Kong Stock Exchange during the Price Consultation Period of the A Share Issue. (Note) The issue price for the proposed A Share Issue will be determined based on the PRC securities market conditions at the time when the A Share Issue takes place and in accordance with the applicable CSRC regulations. Thus the amount to be raised from the A Share Issue cannot be ascertained as at the date of this announcement.
- (8) Use of proceeds: The proceeds from the A Share Issue will be used to fund the Acquisition, and the balance (if any) will be used as general working capital.

- (9) Expected timetable: The application for the A Share Issue is expected to be submitted to the CSRC after the relevant resolutions have been approved at the EGM and CSMs and all necessary materials have been obtained. The A Share Issue will be completed by the end of January 2011, subject to the market conditions and the policies promulgated by the CSRC.”

*Note:* The Price Consultation Period commences upon the publish of 《招股意向書摘要》 (“Summary of Share Offer Prospectus”) and 《發行安排及初步詢價公告》 (“Issue Arrangements and Preliminary Price Consultation Announcement”) and it takes about nine business days to determine the issue price.

4. “**THAT** conditional upon the passing of Resolutions No. 2 and 3 and obtaining all necessary approvals of the CSRC and other relevant regulatory authorities, the proceeds from the issue of the Public A Shares be and are hereby approved to be applied as follows:
- (a) to finance the Acquisition of HNA Group Sale Shares; and
  - (b) in the event that the proceeds from the issue of the Public A Shares are not sufficient to finance the Acquisition of HNA Group Sale Shares, the Company will complete the investments by other means. To the extent that the proceeds from the issue of the Public A Shares exceed the estimated aggregate amount of investments set out above, the surplus will be applied as general working capital.”
5. “**THAT** conditional upon the passing of Resolutions No. 3 and 4 and completion of the A Share Issue:
- (a) the amendments to the Articles of Association be and are hereby approved;
  - (b) the Rules and Procedures of Shareholders’ general meetings (draft) be and are hereby approved;
  - (c) the Rules and Procedures of the Board meetings (draft) be and are hereby approved;
  - (d) the Rules and Procedures of the Supervisory Committee meetings (draft) be and are hereby approved;
  - (e) the Connected Transaction Decision Making System (draft) be and are hereby approved;
  - (f) the Proceeds Administration Measures (draft) be and are hereby approved; and

- (g) the Board be and is hereby authorized to further amend the Articles of Association and carry out relevant filing procedures with the relevant authorities based on the total number of shares and share capital of the Company upon completion of the A Share Issue pursuant to the requirements of the relevant regulatory authorities.”

Details on the Rules and Procedures of Shareholders’ general meetings, the Rules and Procedures of the Board meetings, the Rules and Procedures of the Supervisory Committee meetings and the proposed amendments to the Articles of Association are set out in the respective appendices to the Circular to be sent to the Shareholders, and can be accessed from the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>).

6. “**THAT** conditional upon the passing of Resolutions No. 3 and 5, the Board be and is hereby authorized to delegate the authority as set out in the above-mentioned Resolution No. 5 to the committee comprising Zhao Yahui, Liang Jun and Xing Xihong, all being directors of the Company, to implement and deal with the relevant matters in relation to the A Share Issue, including but not limited to the following matters:
- (a) to determine the time of issue, price range for consultation, the final issue price, the final offer size and other relevant matters in light of the market conditions pursuant to Resolution No. 3 passed at the EGM;
  - (b) to revise the Articles of Association and/or Articles of Association (draft) (as the case may be) to reflect the new share capital and shareholding structure of the Company after the A Share Issue; and
  - (c) to deal with other relevant matters in relation to the A Share Issue.

This authorization shall be valid for a period of 12 months from the date of passing of the resolution.”

7. “**THAT** conditional upon the passing of Resolutions No. 1, 2 and 3 and obtaining all necessary approvals of the CSRC and other relevant regulatory authorities, the distribution plan of the accumulated undistributed profits prior to the A Share Issue be and is hereby approved.”

By Order of the Board  
**Xing Zhoujin**  
*Company Secretary*

Hainan, the PRC  
12 April 2010

*Notes:*

- A. 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 30 April 2010 (Friday) are entitled to attend and vote at the meeting after complying with the necessary registration procedures.
- B. Holders of H shares, 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 10 May 2010 (Monday).

Shareholders 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:

Office Building of Meilan Airport  
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 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 authorized in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, 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 authorized attorney. For holders of H shares of the Company, the power of attorney or other documents of authorization and the form of proxy must be lodged with the Company not less than 24 hours before the time for holding the EGM in order for such documents to be valid.
- D. The share register of the Company will be closed from 1 May 2010 (Saturday) to 31 May 2010 (Monday) (both days inclusive), during which period no transfer of Shares will be effected. Transferees of H shares, who intend to attend the EGM, must submit the duly completed share transfer documents accompanied by the relevant share certificates to Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on 30 April 2010 (Friday) in order to complete the transfer registration procedures in accordance with the Articles of Association of the Company.

The address of Computershare Hong Kong Investor Services Limited is as follows:

Rooms 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

E. Details of the Secretary Office to the board of directors of the Company are as follows:

Office Building of Meilan Airport

Haikou City

Hainan Province

PRC

Tel: (86-898) 6576 2009

Fax: (86-898) 6576 2010

F. Shareholders or their proxies attending the EGM are reminded that any expenses for transportation, accommodation and meals will be incurred at their own cost.

## **BOOK CLOSURE NOTICE**

The H share register of the Company will be closed from 1 May 2010 (Saturday) to 31 May 2010 (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 AGM (or any adjournment thereof) on 31 May 2010, share transfer documents should be lodged with the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 30 April 2010 (Friday).

In order to be qualified for the proposed final dividend, all properly completed share transfer forms accompanied by the relevant share certificates should be lodged with the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 30 April 2010.

*As at the date of this notice, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Zhao Yahui, Mr. Liang Jun and Ms. Xing Xihong, and four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang, and four independent non-executive directors, namely Mr. Xu Bailing, Mr. Xie Zhuang, Mr. Fung Ching Simon and Mr. George F Meng.*