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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 10:00 a.m. on 26 July 2010 (Monday) in the Meeting Room of the Company on the 3rd Floor, Office Building of Haikou Meilan International Airport, Haikou City, Hainan Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

RESOLUTION NO.1

“THAT:

1. the Company's entering into of the financial services agreement (“**Financial Services Agreement**”) with 海航集團財務有限公司 (HNA Group Finance Co., Ltd.) (“**HNA Group Finance**”) on 25 May 2010 for a period of three years commencing from 25 May 2010 be and is hereby approved and confirmed;
2. the estimated maximum daily deposit balance placed by the Company and its subsidiaries (the “**Group**”) with HNA Group Finance during the term of the Financial Services Agreement (as set out in the announcement of the Company dated 25 May 2010 and the circular of the Company dated 9 June 2010 of which this notice forms part) be and is hereby approved and confirmed;
3. the estimated maximum annual financial consulting fees payable by the Group to HNA Group Finance during the term of the Financial Services Agreement (as set out in the announcement of the Company dated 25 May 2010 and the circular of the Company dated 9 June 2010 of which this notice forms part) be and is hereby approved and confirmed; and

* For identification purpose only

4. any director of the Company be and is hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Financial Services Agreement and the continuing connected transactions contemplated thereunder with such changes as the directors of the Company may consider necessary, desirable or expedient.”

RESOLUTION NO.2

“THAT:

since the term of service of Mr. Xie Zhuang as an independent non-executive director of the Company expired on 6 June 2010, the appointment of Mr. Feng Da’an to replace Mr. Xie Zhuang as an independent non-executive director of the Company for a term of three years with effect from the date of the EGM be and is hereby approved (the requisite particulars of Mr. Feng Da’an are set out below in Note (H)).”

RESOLUTION NO.3

“THAT:

since the term of service of Mr. Zhang Han’an as a non-executive director of the Company expired on 6 June 2010, the re-election of Mr. Zhang Han’an as a non-executive director of the Company for a term of three years with effect from the date of the EGM be and is hereby approved (the requisite particulars of Mr. Zhang Han’an are set out below in Note (H)).”

RESOLUTION NO.4

“THAT:

since the term of service of Mr. Zhang Shusheng as a supervisor of the Company expired on 6 June 2010, the re-election of Mr. Zhang Shusheng as supervisor of the Company for a term of three years with effect from the date of the EGM be and is hereby approved (the requisite particulars of Mr. Zhang Shusheng are set out below in Note (I)).”

By Order of the Board
Hainan Meilan International Airport Company Limited*
Xing Zhoujin
Company Secretary

Hainan, the PRC
9 June 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.

Notes:

- (A) **The H share register of the Company will be closed from 26 June 2010 (Saturday) to 26 July 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 EGM (or any adjournment thereof) on 26 July 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 June 2010 (Friday).

- (B) 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 25 June 2010 (Friday) are entitled to attend and vote at the meeting after complying with the necessary registration procedures.
- (C) 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 5 July 2010 (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:

Office Building of Haikou Meilan International Airport
Haikou City
Hainan Province
PRC

Tel: (86-898) 6576 2009

Fax: (86-898) 6576 2010

- (D) 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.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument 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. To be valid, 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 notarially certified copy of that power of attorney or other authority, must be delivered to 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 less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares of the Company 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. Notes (C) and (D) also apply 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 (C) 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.

(G) 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 authorized representative, which specifies the date of its issuance. If the legal representative of the holder of legal person share(s) 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 share(s) 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 the legal person shares and duly signed by its legal representative.

(H) The requisite particulars of Mr. Feng Da'an and Mr. Zhang Han'an are set out as follows:

Mr. Feng Da'an, aged 63, is a Bachelor of Engineering and holds the qualification of Senior Economist. Mr. Feng Da'an graduated from the Industrial and Civil Construction Specialty of Lanzhou University of Technology in December 1981. From January 1982 to October 1990, he served various positions as ordinary official, department chief, specialized sub-branch president and vice president of China Construction Bank Gansu Branch. In October 1990, he began serving as a vice president of China Construction Bank Hainan Branch. In July 1995, he began serving as a deputy director of the Securities Administration Office of Hainan Province. He served as deputy director general and director general of the Local Taxation Bureau of Hainan Province from August 1998 to December 2007, and retired in January 2008. At present, Mr. Feng Da'an serves as independent director of three listed companies, namely Beijing Hualian Hypermarket Co., Ltd. (A share code: 600361), Sundiro Holding Co., Ltd. (A share code: 000571) and Hainan Dadonghai Tourism Centre (Holdings) Co., Ltd. (A share code: 000613).

Mr. Zhang Han'an, aged 64, was re-elected as non-executive Director in June 2007. Mr. Zhang Han'an has more than twenty years' experience in the military aviation industry of China. From August 1998 through August 2002, Mr. Zhang Han'an successively served as the vice general manager and the general manager of Haikou Meilan International Airport Company Limited. Mr. Zhang Han'an joined the Company in December 2000 and was appointed as an executive Director and the general manager of the Company. Mr. Zhang Han'an resigned from the office of the general manager of the Company in January 2004 and became a non-executive Director.

The term of service for Mr. Feng Da'an and Mr. Zhang Han'an will be for three years commencing from the date on which approval by the Shareholders at the EGM is obtained. The amounts of the annual emoluments of Mr. Feng Da'an and Mr. Zhang Han'an will be RMB 100,000 and RMB 50,000, respectively. The Company will determine the bonus for the relevant Directors according 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. Feng Da'an and Mr. Zhang Han'an 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 SFO. There is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. There is no other matter that needs to be brought to the attention of the Shareholders.

(I) The requisite particulars of Mr. Zhang Shusheng are set out as follows:

Mr. Zhang Shusheng, aged 73, is a senior reporter. He was re-appointed as an independent supervisor of the Company in June 2007. He is a graduate of the Department of Chinese, Lan Zhou University majoring in Han Literature. He once worked for Gansu Daily and the People's Daily. In June 1994, he was transferred to China Civil Aviation News working as the chief editor and Party branch secretary and was responsible for the management of China Civil Aviation News. He has been the vice-chairman of Gansu Province Journalist Association, the president of the Association for Resident Correspondent in Gansu Province, the managing director of China Press Cultural Advancement Association and the director of China Civil Aviation Association. He has been working as a consultant of China Civil Aviation News since March 1999.

The term of service for Mr. Zhang Shusheng will be for three years commencing from the date on which approval by the Shareholders at the EGM is obtained. The amounts of the annual emoluments of Mr. Zhang Shusheng will be RMB20,000. He will also be entitled to such bonus as decided by the Board. The annual emoluments of Mr. Zhang Shusheng are determined by the Shareholders with reference to his duties and responsibilities in the Company, the Company's performance and the current market situation.

Save as disclosed above, Mr. Zhang Shusheng does not have any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. There is no other matter that needs to be brought to the attention of the Shareholders.

- (J) The EGM is expected to last not more than half a day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.