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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)**

### REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

**REFERENCE IS MADE** to the notice of extraordinary general meeting (the “**EGM**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) dated 9 September 2011 (the “**EGM Notice**”). Certain changes have been made to the resolution (f) in the EGM Notice and the Company hereby re-issues the revised notice of EGM.

**REVISED NOTICE IS HEREBY GIVEN** that the EGM of the Company will be held at 9:00 a.m. on 24 October 2011 (Monday) in the meeting room of the Company on the 3rd Floor, Meilan Airport Office Building, 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**

#### **“THAT:**

- (a) the assets transfer agreement dated 26 August 2011 entered into between the Company and Haikou Meilan Airport Co., Ltd. (“**Parent Company**”) (the “**Acquisition Agreement**”) and the major and connected transaction (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the land use right transfer agreement dated 26 August 2011 entered into between the Company and Parent Company (the “**Land Use Right Transfer Agreement**”) and the discloseable and connected transaction (as defined in the Listing Rules) contemplated thereunder be and are hereby ratified, confirmed and approved.

\* For identification purposes only

- (c) the interim report of the Company for the six months ended 30 June 2011 be and is hereby ratified, confirmed and approved; and
- (d) the interim profit distribution of the Company for the six months ended 30 June 2011 be and is hereby approved.”

**As special resolutions**

“**THAT:**

- (e) the amendments to the existing articles of association of the Company be and are hereby approved (*note H*);
- (f) the issue of domestic corporate bonds to be issued by the Company with an aggregate principal amount of not more than RMB900 million (“**Domestic Corporate Bonds Issue**”), on the conditions set forth below be and is hereby approved:

Aggregate principal amount:	Not more than RMB900 million (subject to the approved limit of domestic issue)
Maturity:	5 years to 7 years (single maturity period or mixed maturity periods); the varieties of maturity and the issue size for each variety shall be subject to final determination by the Board according to relevant rules and regulations and market conditions as authorised by the Shareholders at the EGM
Interest rate:	Fixed rate; the nominal rate and the method of payment of interest shall be negotiated between the Company and the sponsors (main underwriter) with reference to the prevailing market rate and the market inquiry price.
Use of proceeds:	All the proceeds from the Domestic Corporate Bonds Issue shall be used by the Company to meet medium-long-term development capital needs and improve capital structure
Issue method:	Price inquiry to institutional investors or book building; single issue or issue in installments, which shall be determined by the Board according to the market conditions and capital demand of the Company as authorised by the Shareholders at the EGM.
Placing arrangements:	The Domestic Corporate Bonds will not be placed to the Shareholders of the Company

Listing: Application for listing of and dealing in the Domestic Corporate Bonds shall be filed with the Shanghai Stock Exchange following the completion of the Domestic Corporate Bonds Issue

Guarantee: In the event that the Company expects to fail to repay any amounts of principal or interest of the Domestic Corporate Bonds on schedule or when such amounts fall due, the Company shall take a series of measures to guarantee the repayment, including but not limited to: (i) not to declare any profit distribution to the Shareholders; (ii) to postpone the implementation of capital expenditure projects such as material investment, merger or acquisition; (iii) to reduce or discontinue the payment of salaries and bonuses of Directors and members of senior management; and (iv) not to approve any transfer or secondment of the primarily responsible staff

Term of validity of resolution: The Shareholders' resolutions in respect of the Domestic Corporate Bonds Issue, if passed, shall be valid for 24 months from the date of approval by the Shareholders at the EGM

(g) the Board be and is hereby authorized (and the Board shall further authorize a committee comprising two or more executive Directors), to deal with (including, but not limited to) the following matters in relation to the Domestic Corporate Bonds Issue according to the applicable laws and regulations and the market conditions prevailing at the time of issue:

- 1) to formulate, to the extent permitted by laws and regulations and according to the Company's specific circumstances and the market conditions, the specific terms and arrangements of the Domestic Corporate Bonds Issue and make any changes and adjustments to such terms and arrangements, including but not limited to, total amount, maturity, coupon rate or the calculation method, timing of issue, offer tranche (if any), redemption and repurchase mechanism (if any), duration and method of repayment of the principal and the interests placing arrangement, place of listing and any other matters in relation to the Domestic Corporate Bonds Issue;
- 2) to appoint relevant professional parties involved in the Domestic Corporate Bonds Issue and to prepare and submit the relevant application documents to the relevant regulatory authorities;
- 3) to appoint the bonds trustee manager, sign and execute the entrusted bonds management agreement and other necessary documents and formulate the rules on the meetings of the holders of the Domestic Corporate Bonds;
- 4) to sign, revise, finalize and execute all the documents, agreements, contracts and other statutory documents relating to the Domestic Corporate Bonds Issue and its Listing, including but not limited to the prospectus, the sponsor agreement, the underwriting agreement, the entrusted

bonds management agreement, the listing agreement and various announcements, and make appropriate information disclosure pursuant to the applicable laws and regulations and relevant regulatory rules;

- 5) to deal with all the approval, registration, filing, examination and consent procedures relating to the Domestic Corporate Bonds Issue, to handle all the matter relating to the listing of the Domestic Corporate Bonds after the Domestic Corporate Bonds Issue and to take necessary, appropriate and proper actions relating to the Domestic Corporate Bonds Issue and its Listing as are deemed to be;
- 6) to apply to the relevant regulatory authorities for their approval on the Domestic Corporate Bonds Issue and to make adjustments to the specific terms and arrangements of the Domestic Corporate Bonds Issues according to the opinions of the relevant regulatory authorities or in the event of any changes in the relevant authorities' policies regarding the issue and Listing of Domestic Corporate Bonds or in the market conditions;
- 7) to deal with the repayment of principal and interest in relation to the Domestic Corporate Bonds Issues;
- 8) to determine as to whether to continue the Domestic Corporate Bonds Issue according to the actual circumstances in the event of any material changes in the market conditions or policies and regulations; and
- 9) to deal with any other matters relating to the Domestic Corporate Bonds Issue.

The Board shall, under the condition of obtaining the above authorization from the Shareholders at the EGM, delegate such authorization to the committee of bonds issue, which is composed of the executive directors of the Company, unless otherwise provided by relevant laws and regulations, relevant provisions of government regulatory departments or articles of association of the Company, or adopted by way of resolutions on a board meeting convened by all the directors of the Company, to implement the above authorized issues with the signature of any member of the committee of bonds issue.

The above mentioned authorization, if granted, shall be valid from the date of approval of the Domestic Corporate Bonds Issue by the Shareholders at the EGM to the date on which the above issues authorized to the Board to deal with are completed.”

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

Hainan, the PRC  
19 September 2011

*Notes:*

- (A) A circular containing, among other things, details of the Acquisition Agreement, the Land Use Right Transfer Agreement, the proposed amendments to the articles of association of the Company and the proposed issue of domestic corporate bonds will be despatched on or before 19 September 2011.
- (B) The H share register of the Company will be closed from 24 September 2011 (Saturday) to 24 October 2011 (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 23 September 2011 (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 23 September 2011 (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

- (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. on or before 4 October 2011 (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 Office Building 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. 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.
- (E) For holders of H shares of the Company, the revised form of proxy (the "**Revised Proxy Form**"), and if the Revised Proxy Form 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.

- (F) 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 Revised 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.
- (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 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.
- (H) Details of the proposed amendments to the existing articles of association of the Company are set out in the announcement of the Company headed “Proposed Amendments to the Articles of Association “dated 26 August 2011.
- (I) 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.
- (J) **The Revised Proxy Form shall replace and supersede the complete proxy form which was previously distributed with the EGM Notice dated 9 September 2011 (the “Previous Proxy Form”) and that the Previous Proxy Form is invalid. Shareholders who have signed and returned the Previous Proxy Form should sign and return the Revised Proxy Form in accordance with instructions of this revised notice of EGM.**

## **BOOK CLOSURE NOTICE**

The H share register of the Company will be closed from 24 September 2011 (Saturday) to 24 October 2011 (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 24 October 2011 (Monday), 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 23 September 2011 (Friday).

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