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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 24 OCTOBER 2011**

The Board is pleased to announce that all the Resolutions set out in the EGM Notice were duly passed at the EGM held on 24 October 2011.

Reference is made to the circular of Hainan Meilan International Airport Company Limited (the “**Company**”) dated 19 September 2011 (the “**Circular**”) and the revised notice of extraordinary general meeting of the Company dated 19 September 2011 (the “**EGM Notice**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those stated in the Circular.

POLL RESULTS OF THE EGM

The EGM was duly 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**”) and the ordinary resolutions and the special resolutions (the “**Resolutions**”) set out in the EGM Notice were duly passed by way of poll.

* For identification purposes only

The poll results are as follows:

Ordinary Resolutions	Number of votes	
	For	Against
To consider, confirm, ratify and approve the assets transfer agreement dated 26 August 2011 entered into between the Company and Haikou Meilan Airport Co., Ltd. (“ Parent Company ”) 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.	58,140,820 H shares; 3,512,500 Domestic shares Total: 61,653,320 shares (100%)	Nil
To consider, confirm, ratify and approve the land use right transfer agreement dated 26 August 2011 entered into between the Company and Parent Company and the discloseable and connected transaction (as defined in the Listing Rules) contemplated thereunder.	58,140,820 H shares; 3,512,500 Domestic shares Total: 61,653,320 shares (100%)	Nil
To consider, confirm, ratify and approve the interim report of the Company for the six months ended 30 June 2011.	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
To consider and approve the interim profit distribution of the Company for the six months ended 30 June 2011.	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil

Special Resolutions		Number of votes (%)	
		For	Against
To consider and approve the amendments to the existing articles of association of the Company.		58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
To consider and approve 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:		58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
Aggregate principal amount:	Not more than RMB900 million (subject to the approved limit of domestic issue)	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil

Special Resolutions		Number of votes (%)	
		For	Against
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
Placing arrangements:	The Domestic Corporate Bonds will not be placed to the Shareholders of the Company	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil

Special Resolutions		Number of votes (%)	
		For	Against
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil
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	58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)	Nil

Special Resolutions	Number of votes (%)	
	For	Against
<p>To consider and approve the authorization to the Board (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:</p> <p>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;</p> <p>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;</p> <p>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;</p>	<p>58,140,820 H shares; 246,300,000 Domestic shares Total: 304,440,820 shares (100%)</p>	<p>Nil</p>

Special Resolutions	Number of votes (%)	
	For	Against
<p>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;</p> <p>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;</p> <p>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;</p> <p>7) to deal with the repayment of principal and interest in relation to the Domestic Corporate Bonds Issues;</p> <p>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</p>		

Special Resolutions	Number of votes (%)	
	For	Against
<p>9) to deal with any other matters relating to the Domestic Corporate Bonds Issue.</p> <p>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.</p> <p>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.</p>		

As at the date of the EGM, there were 226,913,000 H shares (being the total number of issued H shares) and 246,300,000 domestic shares (being the total number of issued domestic shares) entitling the holders to attend and vote for or against the Resolutions at the EGM. There were no shares entitling the holders to attend and vote only against any of the above Resolutions and no Shareholder was required to abstain from voting at the EGM for the Resolutions, other than the ordinary resolutions to confirm, ratify and approve the Acquisition Agreement and the Land Use Right Transfer Agreement and the transactions contemplated thereunder.

Parent Company and Hainan Airlines Company Limited, are interested in the transactions contemplated under the Acquisition Agreement and the Land Use Right Transfer Agreement, abstained from voting at the EGM for the ordinary resolutions to confirm, ratify and approve the Acquisition Agreement and the Land Use Right Transfer Agreement and the transactions contemplated thereunder pursuant to the Listing Rules. Other than Parent Company and Hainan Airlines Company Limited, no Shareholder was required to abstain from voting at the EGM for the aforesaid resolutions.

As more than half of the votes attaching to shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of each of the ordinary resolutions, all ordinary resolutions were duly passed. As more than two-thirds of the votes attaching to shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of each of the special resolutions, all special resolutions were duly passed.

GENERAL

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, acted as the scrutineer for the vote-taking at the EGM and performed calculations to obtain the above poll voting results based on the completed and signed poll voting forms collected by the Company.

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

Haikou, the PRC
24 October 2011

As at the date of this announcement, 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.