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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)

### ANNOUNCEMENT POLL RESULTS FOR THE ANNUAL GENERAL MEETING HELD ON 29 MAY 2012 AND RE-ELECTION OF DIRECTORS AND SUPERVISOR

Reference is made to the circulars of Hainan Meilan International Airport Company Limited (the “**Company**”) dated 11 April 2012 and 10 May 2012 (the “**Circulars**”). Terms used herein shall have the same meanings as defined in the Circulars, unless the context requires otherwise.

#### RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 29 May 2012, all the proposed resolutions as set out in the notices of the AGM dated 11 April 2012 and 10 May 2012 (the “**Resolutions**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results in respect of all the Resolutions are as follows:

By way of ordinary resolutions:		For	Against	Abstention
1.	To consider and approve the working report of the board of directors of the Company for the year ended 31 December 2011;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil

\* for identification purposes only

<b>By way of ordinary resolutions:</b>		<b>For</b>	<b>Against</b>	<b>Abstention</b>
2.	To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2011;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil
3.	To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2011;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil
4.	To consider and approve that the Company does not make final dividend distribution for the year ended 31 December 2011;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil
5.	To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the Company's auditors, who will hold office until the conclusion of the next annual general meeting, and to authorise the chairman of the board of directors of the Company to determine their remunerations;	138,333,120 H Shares 246,300,000 Domestic Shares Total: 384,633,120 Shares (99.9948%)	20,000 H Shares Nil Domestic Shares Total: 20,000 Shares (0.0052%)	Nil
6.	To consider and approve the annual remuneration proposal for the Company's Directors and supervisors for the year 2012;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil
7.	to consider and approve the re-election of Mr. Hu Wentai as a non-executive director of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil

<b>By way of ordinary resolutions:</b>		<b>For</b>	<b>Against</b>	<b>Abstention</b>
8.	To consider and, if thought fit, to approve the re-election of Mr. Liang Jun as an executive director of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil
9.	To consider and, if thought fit, to approve the re-election of Mr. Dong Guiguo as a supervisor of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;	138,304,120 H Shares 246,300,000 Domestic Shares Total: 384,604,120 Shares (99.9800%)	77,000 H Shares Nil Domestic Shares Total: 77,000 Shares (0.0200%)	Nil
10.	To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.	94,354,000 H Shares 246,300,000 Domestic Shares Total: 340,654,000 Shares (88.5549%)	44,027,120 H Shares Nil Domestic Shares Total: 44,027,120 Shares (11.4451%)	Nil
<b>By way of extraordinary resolutions:</b>				
11.	To consider and approve the resolution of amending the respective provisions of the Articles of Association;	138,381,120 H Shares 246,300,000 Domestic Shares Total: 384,681,120 Shares (100%)	Nil	Nil
12.	To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.	94,354,000 H Shares 246,300,000 Domestic Shares Total: 340,654,000 Shares (88.5549%)	44,027,120 H Shares Nil Domestic Shares Total: 44,027,120 Shares (11.4451%)	Nil

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued H shares of the Company was 226,913,000 shares and the total number of issued domestic shares of the Company was 246,300,000 shares. The total number of shares held by the Shareholders entitled to attend and vote for or against all the Resolutions was 473,213,000 shares. There was no Shareholder who was entitled to attend the AGM but was only entitled to vote against the Resolutions.

No proposal was put forward at the AGM by any Shareholders holding 5 per cent or more of the shares carrying the right to vote at the AGM. As more than half of the votes attaching to shares held by the Shareholders present and voting in person or by proxy at the AGM 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 AGM were cast in favour of the special resolutions, the special resolutions were duly passed.

## **RE-ELECTION OF DIRECTORS**

The Board is pleased to announce that each of Mr. Liang Jun and Mr. Hu Wentai has been duly re-elected as executive Director and non-executive Director, respectively, at the AGM with effect from the conclusion of the AGM.

Mr. Liang Jun, aged 49, has a master degree in business administration. From October 1991 to January 1999, Mr. Liang served as the general manager of Hainan Airlines Co., Ltd. Sanya Branch, Ningbo Base and acted as its chief representative in Shanghai. He was appointed as the chairman of HNA Hotel Management Group in February 1999, executive vice president of HNA Group Co., Ltd. in March 2001. From August 2003 to March 2006, he served as the chief executive officer, vice president and president of HNA Hotel Holdings Ltd. Mr. Liang became the president and general manager of HNA International Hotel Ltd. in April 2006, and also the president and chief executive officer of HNA Food Holdings Ltd., general manager of Hainan Airlines Food Company Limited, and became the vice president of HNA Hotels & Resorts Ltd. and HNA Hotel Holdings Ltd. in March 2007. Mr. Liang has extensive experience in corporate management. He has served as the chairman and legal representative of Sanya Phoenix International Airport Co., Ltd. since 31 January 2012. He has been the vice chairman and president of HNA Airport Group Company Limited since 20 February 2012. Mr. Liang was appointed as the executive director of the Company on 25 May 2009 and appointed as the chairman of the Company on 21 March 2011. He has also served as a member of the nomination committee and the strategic committee of the Board of the Company.

Mr. Hu Wentai, aged 56, 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 International Airport Company Limited, the non-executive Director, chief operating officer and the vice general manager of the Company, the chairman of Haikou New City Area Construction Development Company Limited, the vice general manager of Beijing HNA Realty Group Company Limited.

As at the date of this announcement, each of Mr. Liang Jun and Mr. Hu Wentai did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong).

The Company has entered into a service contract with each of Mr. Liang Jun and Mr. Hu Wentai for a term of three years commencing from the date on which approval by the Shareholders at the AGM is obtained. The remuneration of Mr. Liang Jun and Mr. Hu Wentai will be determined with reference to

the remuneration plan for directors and supervisors of the Company as approved by the Shareholders at relevant annual general meetings. Mr. Liang Jun and Mr. Hu Wentai may also receive discretionary bonuses as may be decided by the remuneration committee at their discretion, having regard to the performances of Mr. Liang Jun and Mr. Hu Wentai.

Mr. Liang Jun and Mr. Hu Wentai have not entered into or proposed to enter into any other service agreements with the Company or any member of the Group. Save as disclosed above, as at the date of this announcement, Mr. Liang Jun and Mr. Hu Wentai did not hold any directorships in other listed public companies in the last three years, nor did they have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other matters concerning Mr. Liang Jun or Mr. Hu Wentai that need to be brought to the attention of the Shareholders.

## **RE-ELECTION OF SUPERVISOR**

The Board is pleased to announce that Mr. Dong Guiguo has been duly re-elected as supervisor of the Company at the AGM with effect from the conclusion of the AGM.

Mr. Dong Guiguo, aged 49, was appointed as a supervisor of the Company on 25 May 2009 and has served as the chairman of the supervisory committee of the Company. Mr. Dong graduated from Civil Aviation University of China majoring in aircraft engine. He has pursued further studies in China Europe International Business School. He is an aviation engineer and accountant. Mr. Dong has worked at civil aviation maintenance base in Beijing, Beijing Aircraft Maintenance Engineering Co., Ltd., HNA Group Purchase Management Department, HNA Group Airport Management Department and HNA Airport Group Co., Ltd.. Since October 2000, he has respectively served as standing deputy manager of the aviation material and equipment procurement center of the procurement department of HNA Group, deputy general manager of airport management department of HNA Group, general manager of Haikou Meilan International Airport Co., Ltd., executive chairman's assistant, general manager of the finance department and general manager of the project management department of HNA Airport Group Company Limited and vice chairman, vice president and chief financial officer of HNA Airport Group Company. Mr. Dong was appointed as a Director of the Company from March 2006 to October 2008 and become the Financial Officer of the Company in December 2006. He was appointed as the Chief Financial Director of the Company in April 2007. In December 2008, he was resigned and quitted the Company. Currently, Mr. Dong is the vice president of HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司) and the chairman of HNA Airport Group Company Limited. He has extensive work experience in civil aviation and finance.

As at the date of this announcement, Mr. Dong Guiguo did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong).

The remuneration of Mr. Dong Guiguo will be determined with reference to the remuneration plan for directors and supervisors of the Company as approved by the Shareholders at relevant annual general meetings. Mr. Dong Guiguo may also receive discretionary bonuses as may be decided by the remuneration committee at their discretion, having regard to the performances of Mr. Dong Guiguo.

Mr. Dong Guiguo has not entered into or proposed to enter into any other service agreements with the Company or any member of the Group. Save as disclosed above, as at the date of this announcement, Mr. Dong Guiguo did not hold any directorships in other listed public companies in the last three years, nor did he have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other matters concerning Mr. Dong Guiguo that need to be brought to the attention of the Shareholders.

By Order of the Board  
**Hainan Meilan International Airport Company Limited**  
**Liang Jun**  
*Chairman*

Hong Kong, 29 May 2012

*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. Chan Nap Kee Joseph 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.*