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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
PROPOSED RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTOR**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

At the board meeting of the Company held on 5 July 2012, the Board agreed to submit a proposal for amendments to the Articles of Association for approval by way of special resolution at the EGM.

PROPOSED RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTOR

At the board meeting of the Company held on 5 July 2012, the Board approved the resignation of Mr. Dong Zhanbin as the president of the Company and the proposed appointment of Mr. Liu Lu as the president of the Company, and also proposed to seek the approval of the Shareholders at the EGM on the appointment of Mr. Liu Lu as an executive Director. Mr. Dong Zhanbin also tendered his resignation from the position as an executive Director with effect from the conclusion of the EGM.

CIRCULAR

A circular containing, among others, details of the proposed amendments to the Articles of Association, biographical details of Mr. Liu Lu, together with a notice of the EGM, will be despatched to the Shareholders as soon as possible.

The board (the “**Board**”) of directors (the “**Directors**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will convene an extraordinary general meeting (the “**EGM**”) on 20 August 2012 to seek the approval of the shareholders (the “**Shareholders**”) of the Company on the following matters and a circular convening the EGM will be despatched to the Shareholders as soon as possible.

* For identification purpose only

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announces that a special resolution will be proposed at the EGM to be held on 20 August 2012 to amend the articles of association (the “**Articles of Association**”) of the Company regarding the composition of the Board in order to reflect the changes in relevant matters of the Company.

The Board proposes that Article 93 of the Articles of Association, which provides that “the Board of the Company is composed of eleven directors, including one chairman and one vice-chairman. The Board should have over half (consists of half) of outside directors (those directors who have no operational responsibilities within the Company), and should have over one third of independent non-executive directors (those directors who are independent from the shareholders of the company and have no operational responsibilities within the company)” shall be amended to read as “the Board of the Company is composed of eleven directors, including one chairman and two vice-chairmen. The Board should have over half (consists of half) of outside directors (those directors who have no operational responsibilities within the company), and should have over one third of independent non-executive directors (those directors who are independent from the shareholders of the company and have no operational responsibilities within the company)”.

It is proposed that the Shareholders shall authorize the Board to do all such things as necessary in respect of the amendments to the Articles of Association pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.

The Board confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders by way of special resolution at the coming EGM.

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Dong Zhanbin has tendered his resignation from the positions as an executive Director and the president of the Company. The Board has approved the resignation of Mr. Dong Zhanbin as the president of the Company with effect from the conclusion of the board meeting of the Company held on 5 July 2012. The resignation of Mr. Dong Zhanbin as an executive Director will take effect from the conclusion of the EGM. The Board was advised by Mr. Dong Zhanbin that his resignation was because of work re-location.

Mr. Dong Zhanbin has confirmed that he has no disagreement with the Board and that there are no other matters that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board has confirmed that there is no other matter relating to Mr. Dong Zhanbin’s resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Dong Zhanbin for his valuable contribution to the Company during his tenure of office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. Liu Lu as an executive Director with effect from the passing of the resolution approving the appointment thereof at the EGM. The Board also approved the appointment of Mr. Liu Lu as the president of the Company with effect from the conclusion of the board meeting of the Company held on 5 July 2012.

Mr. Liu Lu, aged 42, has a master degree in business administration Beijing University of Aeronautics and Astronautics. From July 1990 to April 1993, Mr. Liu Lu worked for the finance department of Anhui Hydro Construction and Engineering Co., Ltd (安徽省水利建築安裝公司). From June 1994 to July 1998, he worked for the finance department of HNA Airlines Company Limited (海南航空股份有限公司). From October 1998 to March 2003, he served as the chief financial officer and vice general manager of Hainan Meilan Airport Company Limited (海南美蘭機場股份有限公司), Haikou Meilan Airport Company Limited (海口美蘭機場有限責任公司), and Chang'an Airline Company Limited (長安航空有限責任公司), respectively. From March 2003 to January 2004, he served as the chief financial officer, finance department manager and the president of Hainan Airport Company Limited (海南機場股份有限公司). He had been the chief financial officer and general manager of Yangtze River Express Company Limited (揚子江快運航空有限公司), the chairman of Shanghai Yangtze River Logistics Management Consulting Company Limited (上海揚子江物流管理諮詢有限公司) and the chief financial officer and general manager of Guohua Life Insurance Company Limited (國華人壽有限公司) from January 2004 to October 2006. He had served as the chief financial officer, executive vice president, and executive president of Gansu Airport Group Company Limited (甘肅機場集團有限公司) from October 2006 to February 2008. He had served as the chief financial officer, president, executive director and chairman of HNA Airport Group Company Limited (海航機場集團有限公司) from February 2008 to January 2012. Mr. Liu Lu is also the chairman of Haikou Meilan International Airport Company Limited (海口美蘭國際機場有限責任公司) since November 2011.

Save as disclosed above, Mr. Liu Lu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreements with the Company or any member of the group; (iv) does not hold any other positions with the Company and its subsidiaries; and (v) has not held any directorship in any public listed companies in the last three years from the date of the announcement.

Subject to the approval of the resolution at the EGM, it is proposed that Mr. Liu Lu enter into a service agreement with the Company, which is for a term of three years commencing on the date of the passing of the resolution at the EGM. Pursuant to the terms of the proposed service agreement, Mr. Liu Lu's emolument will be determined with reference to the remuneration policies as approved at the EGM, among which the emolument of Mr. Liu Lu for the year of 2012 will be RMB70,000 (after-tax) per annum.

Save as disclosed above, there is no information relating to Mr. Liu Lu that is requires to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor is there any matter about him that needs to be brought to the attention of the Shareholders.

CIRCULAR

A circular containing, among others, details of the proposed amendments to the Articles of Association, biographical details of Mr. Liu Lu, together with a notice of the EGM, will be despatched as soon as possible.

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

Hainan, the PRC
5 July 2012

As at the date of this announcement, the Board comprises of (i) three executive directors, namely Mr. Liang Jun, Mr. Dong Zhanbin and Ms. Xing Xihong; (ii) four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an.