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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 20 August 2012 (Monday) in the meeting room of the Company on 3rd Floor, Office Building of Meilan 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:

**BY WAY OF ORDINARY RESOLUTION**

1. To consider and, if thought fit, to approve the appointment of Mr. Liu Lu as an executive director of the Company, to authorize the board of directors of the Company to determine his remuneration and to authorize the chairman of the board of directors or any executive director of the Company to execute a service agreement or such other documents or supplemental agreements or deeds on behalf of the Company.

\* *For identification purposes only*

## BY WAY OF SPECIAL RESOLUTION

2. To consider and, if thought fit, to approve the amendment to the articles of association of the Company in the following manner:

The existing Article 93 of the articles of association of 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)”.

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

Hainan, the PRC  
6 July 2012

*Notes:*

- (A) A circular containing, among others, details of the proposed amendments to the articles of association of the Company, biographical details of Mr. Liu Lu will be despatched to the Shareholders as soon as possible.
- (B) The H share register of the Company will be closed from Saturday, 21 July 2012 to Monday, 20 August 2012 (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 Monday, 20 August 2012, 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 Queens Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 20 July 2012.
- (C) 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 on Saturday, 21 July 2012 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (D) 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 Tuesday, 31 July 2012. 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 Meilan Airport Haikou City

Hainan Province

PRC

Tel: (86-898) 6576 2009

Fax: (86-898) 6576 2010

- (E) 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.
- (F) 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.
- (G) 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 (E) and (F) 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 (D) 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.
- (H) 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.
- (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) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.

## **BOOK CLOSURE NOTICE**

The H share register of the Company will be closed from 21 July 2012 (Saturday) to 20 August 2012 (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 20 August 2012 (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 20 July 2012 (Friday).

*As at the date of this notice, the board of directors of the Company 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.*