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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 EXTRAORDINARY GENERAL MEETING  
HELD ON 20 AUGUST 2012  
AND  
ELECTION OF EXECUTIVE DIRECTOR**

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

**RESULTS OF THE EGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the extraordinary general meeting (the “**EGM**”) of the Company held on 20 August 2012, all the proposed resolutions as set out in the notice of the EGM dated 6 July 2012 (the “**Resolutions**”) were

\* *For identification purposes only*

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:

	Resolutions	Number of Votes		
		For	Against	Abstention
	<b>By way of ordinary resolution</b>			
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.	140,860,120 H shares  246,300,000 Domestic shares  Total: 387,160,120 shares (100%)	Nil	Nil
	<b>By way of special resolution</b>			
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)”.	140,860,120 H shares  246,300,000 Domestic shares  Total: 387,160,120 shares (100%)	Nil	Nil

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

As at the date of the EGM, 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 were no shares entitling the Shareholder to attend and vote only against at the EGM any of the above Resolutions.

No proposal was put forward at the EGM by any Shareholders holding 5% or more of the shares carrying the right to vote at the EGM.

As more than 50% of the votes attaching to the shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of the above ordinary resolution, such resolution was duly passed as the ordinary resolution.

As more than two-thirds of the votes attaching to the shares held by the Shareholders present and voting in person or by proxy at the EGM were cast in favour of the above special resolution, such resolution was duly passed as the special resolution.

## **ELECTION OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Liu Lu was duly elected as an executive Director at the EGM with effect from the conclusion of the EGM.

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 herein, 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 this announcement.

Mr. Liu Lu will 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 required to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules, nor is there any matter about him that needs 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, 20 August 2012

*As at the date of this announcement, the Board comprises of (i) three executive directors, namely Mr. Liang Jun, Mr. Liu Lu 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.*