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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)**

**CHANGE OF CHAIRMAN, PRESIDENT AND AUTHORIZED REPRESENTATIVE  
AND  
CHANGE OF EXECUTIVE DIRECTORS**

**CHANGE OF CHAIRMAN, PRESIDENT AND AUTHORIZED REPRESENTATIVE**

The Board announces that due to work re-allocation, with effect from 12 December 2012, Mr. Liu Lu, an executive Director, has resigned as the chairman, president and authorized representative of the Company, and Mr. Liang Jun, an executive director and vice chairman of the Company, has been appointed as the chairman, president and authorized representative of the Company.

**CHANGE OF EXECUTIVE DIRECTORS**

The Board also announces that due to work re-allocation, Mr. Liu Lu and Ms. Xing Xihong have tendered their resignations as executive directors of the Company which will be effective upon the conclusion of the EGM. The Board has proposed to seek the approval of the Shareholders at the EGM on the appointment of Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors of the Company in place of Mr. Liu Lu and Ms. Xing Xihong.

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**”) to seek the approval of the shareholders (the “**Shareholders**”) of the Company on the appointment of Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors of the Company. A circular convening the EGM will be despatched to the Shareholders on or before 4 January 2013.

\* For identification purpose only

## **CHANGE OF CHAIRMAN, PRESIDENT AND AUTHORIZED REPRESENTATIVE**

The Board announces that with effect from 12 December 2012, Mr. Liu Lu, an executive Director, has resigned as the chairman, president and authorized representative of the Company. The Board was advised by Mr. Liu Lu that his resignation was due to work re-allocation.

Mr. Liu Lu 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 or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board has confirmed that there is no other matter relating to Mr. Liu Lu’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. Liu Lu for his valuable contribution to the Company during her tenure of office.

The Board also announces that Mr. Liang Jun, an executive Director, has been appointed as the chairman, president and authorized representative of the Company with effect from 12 December 2012 for a term same as the term of his tenure of office as a Director. Please refer to the announcement of the Company dated 29 May 2012 for the particulars of Mr. Liang Jun.

## **CHANGE OF EXECUTIVE DIRECTORS**

The Board also announces that Mr. Liu Lu and Ms. Xing Xihong tendered their resignations as executive directors of the Company which will be effective upon the conclusion of the EGM. The Board was advised by Mr. Liu Lu and Ms. Xing Xihong that their resignation were because of work re-allocation.

Mr. Liu Lu and Ms. Xing Xihong have confirmed that they have 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. The Board has confirmed that there is no other matter relating to the resignation of Mr. Liu Lu and Ms. Xing Xihong that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Liu Lu and Ms. Xing Xihong for their valuable contribution to the Company during their tenure of offices.

The Board also proposed to appoint Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors of the Company with effect from the passing of the resolutions approving the appointment thereof at the EGM. The particulars of Mr. Yang Xiaobin and Mr. Yang Xuqiang are as follows:

Mr. Yang Xiaobin (楊小濱), aged 43, received a bachelor’s degree in law from Jiangsu University in 2009. He has rich experience in civil aviation management. From October 1992 to February 1994, he worked at Guoying Qingan Aerospace Equipment Company (國營慶安宇航設備公司). From December 2000 to October 2002, he was the executive vice president secretary of the office department and the deputy manager of the security supervision department of Haikou Meilan Airport Co., Ltd. (海口美蘭機場有限責任公司). From June 2003 to September 2004, he is the security supervision chief of the security supervision department of the Company. From September 2004 to May 2007, he was the

division chief of the safe services and quality supervision in the operation standard office of the Company. From July 2007 to December 2008, he was the vice general manager of the command center of the Company. From December 2008 to August 2009, he was the general manager of the operation management department of HNA Airport Group Co., Ltd. (海航機場集團有限公司). From September 2009 to September 2011, he was the chairman of the board of directors of Yichang Sanxia Airport Co., Ltd. (宜昌三峽機場有限責任公司). He has been the vice president of the Company since September 2011.

Mr. Yang Xuqiang (楊許強), aged 45, received a master degree in business administration from Capital University of Economics and Business (首都經貿大學) in 2000. He has extensive experience in civil aviation and business management. From January 1988 to October 1992, he was the chief of freight division of transportation department of Civil Aviation Haikou Station (民航海口站). From October 1992 to March 1999, he was the deputy chief of freight division of transportation service department, the deputy chief of ticket office and the chief of the finance department of Civil Aviation Hainan Province Bureau (民航海南省局). From March 1999 to February 2004, he was the chief of the ticket office and the chief of the business scheduling department of the Terminal Management Company, a branch of Haikou Meilan Airport Co., Ltd. (海口美蘭機場有限責任公司分公司候機樓管理公司), the project planning chief of the financial planning department and the vice general manager of the resource development department of Haikou Meilan Airport Co., Ltd. (海口美蘭機場有限責任公司). From February 2004 to April 2004, he was the vice general manager of the business development of the Company. From April 2004 to May 2008, he was the vice general manager of the airport business management department and general manager of the operation management department of HNA Airport Group Co., Ltd. (海航機場集團有限公司). From May 2008 to December 2008, he was the general manager of the Hainan Luckyway Charter Co., Ltd. (海南幸運國旅包機有限公司). From December 2008 to May 2011, he was the general manager of the command center of the Company. From May 2011 to May 2012, he was the general manager of the Xinhua Airport Terminal Services Co., Ltd. (新華空港機場服務有限公司). He has been the vice president of the Company since May 2012.

Subject to the approval of the resolutions at the EGM, it is proposed that each of Mr. Yang Xiaobin and Mr. Yang Xuqiang 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 resolutions at the EGM. Pursuant to the terms of their proposed service agreements, each of Mr. Yang Xiaobin and Mr. Yang Xuqiang's emolument will be RMB70,000 (after tax) per annum and RMB70,000 (after tax) per annum, respectively, determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed herein, each of Mr. Yang Xiaobin and Mr. Yang Xuqiang (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.

Save as disclosed above, there is no information relating to Mr. Yang Xiaobin and Mr. Yang Xuqiang that is required 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, nor is there any matter about them that needs to be brought to the attention of the Shareholders.

## **CIRCULAR**

A circular containing, among others, details of the appointment of Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors of the Company, together with a notice of the EGM, will be despatched on or before 4 January 2013.

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

Hong Kong, 12 December 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.*