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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 4 March 2013 (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 RESOLUTIONS

1. To consider and, if thought fit, to approve the appointment of Mr. Yang Xiaobin 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.
2. To consider and, if thought fit, to approve the appointment of Mr. Yang Xuqiang 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.

3. To consider and, if thought fit, to approve the investment and construction agreement (the “**Investment and Construction Agreement**”) dated 12 December 2012 entered into between the Company and Parent Company and the major and connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) contemplated thereunder.

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

Hong Kong, 16 January 2013

Notes:

- (A) A circular containing, among others, details of the appointment of Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors of the Company and the Investment and Construction Agreement will be despatched to the shareholders of the Company as soon as possible.
- (B) The H share register of the Company will be closed from 1 February 2013 (Friday) to 4 March 2013 (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 4 March 2013 (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 Queens Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 31 January 2013 (Thursday).
- (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 1 February 2013 (Friday) 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 12 February 2013 (Tuesday). 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 Listing Rules, 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 1 February 2013 (Friday) to 4 March 2013 (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 4 March 2013 (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 31 January 2013 (Thursday).

Hainan, the PRC, 3 January 2013

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.

* *For identification purposes only*