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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 liabilities)*

**(Stock Code: 357)**

**PROPOSED RE-ELECTION OF DIRECTORS  
PROPOSED PAYMENT OF INTERIM DIVIDENDS  
PROPOSED AMENDMENTS TO SENIOR MANAGEMENT  
COMPENSATION SCHEME**

At the Extraordinary General Meeting held on 28, October 2013 (the “**EGM**”):

(A) the following existing directors (the “**Existing Directors**”) will offer themselves for re-election as directors of the fifth session of the board of directors of the Company (the “**Board**”):

- (i) Mr. Yan Xiang and Mr. Chan Nap Kee, Joseph will offer themselves for re-election as non-executive directors;
- (ii) Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an will offer themselves for re-election as independent non-executive directors;

(B) the Company will consider and approve, if thought fit, the payment of an interim dividend of RMB0.098 per share (before tax) on or before Friday, 27 December 2013 to shareholders of the Company (the “**Shareholders**”) whose names appear on the Company's Register of Members on Tuesday, 5 November 2013;

(C) the Company will consider and approve, if thought fit, the amendments to the senior management compensation scheme with effect from the year of 2013 to stop withholding 2% of the net profit of the Group for the preceding year for granting performance bonuses and stock appreciate rights to senior management;

A circular containing, among other things, further information regarding the proposed re-election of the above mentioned Existing Directors, the proposed payment of interim dividends to the Shareholders for the six months ended 30 June 2013, and the proposed amendments to senior management compensation scheme, together with the notice of the EGM, will be despatched to the Shareholders as soon as possible.

\* For identification purposes only

## **PROPOSED RE-ELECTION OF DIRECTORS**

According to the relevant laws and regulations and the articles of association of the Company (the “**Articles of Association**”), the appointment of directors is subject to the approval of the Shareholders. The Board hereby submits the proposal as ordinary resolutions at the EGM to approve the following appointments, respectively:

1. Mr. Yan Xiang and Mr. Chan Nap Kee as non-executive directors;
2. Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da’an as independent non-executive directors;

The above proposed appointments of directors are subject to the approval of the Shareholders by way of ordinary resolution(s) at the EGM. The Company will as soon as practicable issue a circular and a notice of the EGM proposing and putting forward the above mentioned proposals.

## **BACKGROUND OF THE PROPOSED CANDIDATES STANDING FOR RE-ELECTION**

Background of Mr. Yan Xiang, Mr. Chan Nap Kee, Joseph, Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F. Meng and Mr. Feng Da’an are as follows:

### **Yan Xiang**

Mr. Yan Xiang, aged 49, was re-appointed as non-executive director of the Company in October 2010. Mr. Yan graduated from Peking University, where he received a bachelor’s degree in Economics and a master’s degree in Economics. From January 1988 to August 1991, he had been a teaching assistant and lecturer in Economics at Peking University. After August 1991, he was a research fellow with the Research Center of the People’s Government of Hainan Province, the general manager of Hainan Securities Exchange Center and the president of Hainan Securities Company Limited. He had been a director of Zhongfu Industrial Co., Ltd. and an independent director of China United Travel Company Limited. Mr. Yan is the Chairman of the China Region of the Oriental Patron Financial Group and the President of the Oriental Patron Resources Investment Limited. Mr. Yan had been the executor director of Hainan Development Promotion Association, committee member of Experts Committee in Research of National Debts and Futures and committee member of Credit Assessment Experts Committee of China Credit Securities Assessment Limited.

Save as disclosed above, Mr. Yan has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Yan has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Yan does not have any interest 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) and does not hold any shares of the Company.

Upon approval of Mr. Yan's appointment by the Shareholders, Mr. Yan will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders at the EGM is obtained.

Pursuant to the Articles of Association, Mr. Yan will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Yan will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Yan's proposed appointment as a director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

### **Chan Nap Kee, Joseph**

Mr. Chan Nap Kee, Joseph, aged 52, was reappointed as non-executive director of the Company in October 2010. Mr. Chan acquired his master's degree from the University of Strathclyde in the major of International Marketing and a diploma from Peking University in China Investment and Trade Study. He holds licenses of Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) respectively. Mr. Chan has nearly 25 years management experience in banking, investment banking and asset investment. Mr. Chan was the deputy general manager of Credit Agricole Bank from 1986 to 1994, where he was also in charge of China business. From 1992 to 1994, he was also the co-head of Credit Agricole Asset Management South East Asia Limited. From 1994 to now, Mr. Chan has been a founding partner of Oriental Patron Financial Group. He is also an executive director of Oriental Patron Asia Ltd. and Oriental Patron Securities Limited. Mr. Chan was appointed as an executive director of Kaisun Energy Group Limited (Stock Code: 8203, a company listed in the GEM board of the Stock Exchange) in September 2008 and is the Chairman of that group. Mr. Chan was appointed as a non-executive director of North Asia Strategic Holdings Limited on 19 February 2013.

Save as disclosed above, Mr. Chan has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Chan has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Chan does not have any interest 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) and does not hold any shares of the Company.

Upon approval of Mr. Chan's appointment by the Shareholders, Mr. Chan will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders at the EGM is obtained.

Pursuant to the Articles of Association, Mr. Chan will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Chan will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Chan's proposed appointment as a director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Xu Bailing**

Mr. Xu Bailing, aged 79, was re-appointed as an independent non-executive director of the Company in October 2010. He has also served as the chairman of the audit committee and the nomination committee and a member of the strategic committee of the Board. Mr. Xu was the representative of the Fourth and Fifth National People's Congress and a member of the Ninth Chinese People's Political Consultative Conference. Mr. Xu had worked for the Civil Aviation Beijing Administrative Bureau since 1954, holding various positions such as pilot, supervisor and captain and was appointed Deputy Head and Head of Department in January 1977 and June 1979 respectively. Mr. Xu was then appointed as the vice director of CAAC in December 1986 and then as the general manager of Air China in March 1988. He was appointed as a consultant of CAAC in August 1993.

Save as disclosed above, Mr. Xu has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Xu has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Xu does not have any interest 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) and does not hold any shares of the Company.

Upon approval of Mr. Xu's appointment by the Shareholders, Mr. Xu will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders at the EGM is obtained.

Pursuant to the Articles of Association, Mr. Xu will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Xu will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Xu's proposed appointment as a director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Fung Ching Simon**

Mr. Fung Ching, Simon, aged 44, was re-appointed as an independent non-executive directors of the Company in October 2010. He has also served as the chairman of the strategic committee and a member of the audit committee and remuneration committee of the Board. Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked in PricewaterhouseCoopers between 1994 and 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (寶業集團股份有限公司) (stock code: 02355.HK) between 2004 and 2010. Mr. Fung joined Greentown China Holdings Limited (綠城中國控股有限公司) (stock code: 3900.HK) in August 2010 and served as the chief financial officer and company secretary. Mr. Fung has over 8 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for a PRC company listed in Hong Kong, and has 10 years of experience in auditing, accounting and business advisory with a "Big-4" international accounting firm. Mr. Fung is currently a non-executive director of Baoye Group Company Limited.

Save as disclosed above, Mr. Fung has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Fung has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Fung does not have any interest 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) and does not hold any shares of the Company.

Upon approval of Mr. Fung's appointment by the Shareholders, Mr. Fung will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders at the EGM is obtained.

Pursuant to the Articles of Association, Mr. Fung will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Fung will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Fung's proposed appointment as a director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **George F. Meng**

Mr. George F. Meng, aged 69, was re-appointed as an independent non-executive director of the Company in October 2010. He has also served as a member of the audit committee of the Board. Mr. Meng graduated from Civil Aviation University of China in 1966, where he studied radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University for further study of English language. From 1984 to 1991, he once studied FAA Aircraft Dispatcher Training Course sponsored by Aviation Training Services, Long Island, New York, Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. During the years of 1966 to 1988, Mr. Meng served various positions including Radio Station Master of Communication Department of CAAC Chengdu Administration, Dean of the Technical English Department of Civil Aviation University of China, and Deputy Director of CAAC Training Center. After 1991, he was a director and the general manager of China Resource Ltd., USA. From 2000 to now, Mr. Meng is the president of Soaring Eagle Industrial LLC., USA. Since September 2010, he has been the principal of Northern New Jersey Huaxia Chinese School (non-profit organization). He has served as the general manager (United States) of Hua Ling Consultant Inc. in Toronto, Canada since January 2012.

Save as disclosed above, Mr. Meng has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Meng has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Meng does not have any interest 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) and does not hold any shares of the Company.



Upon approval of Mr. Meng's appointment by the Shareholders, Mr. Meng will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders at the EGM is obtained.

Pursuant to the Articles of Association, Mr. Meng will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Meng will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Meng's proposed appointment as a director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Feng Da'an**

Mr. Feng Da'an, aged 66, was appointed as an independent non-executive director of the Company on 26 July 2010. He has also served as the chairman of the remuneration committee and a member of the nomination committee and strategic committee of the Board. Mr. Feng graduated from the Industrial and Civil Construction Specialty of Lanzhou University of Technology in December 1981. From January 1982 to October 1990, he served various positions as ordinary official, department chief, specialized sub-branch president and vice president of China Construction Bank, Gansu Branch. In October 1990, he began serving as a vice president of China Construction Bank, Hainan Branch. In July 1995, he began serving as a deputy director of the Securities Administration Office of Hainan Province. He served as deputy director general and director general of the Local Taxation Bureau of Hainan Province from August 1998 to December 2007, and retired in December 2007. At present, Mr. Feng serves as independent director of three listed companies, namely Beijing Hualian Hypermarket Co., Ltd. (A share code: 600361), Sundiro Holding Co., Ltd. (A share code: 000571) and Hainan Dadonghai Tourism Centre (Holdings) Co., Ltd. (A share code: 000613).

Save as disclosed above, Mr. Feng has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Feng has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Feng does not have any interest 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) and does not hold any shares of the Company.

Upon approval of Mr. Feng's appointment by the Shareholders, Mr. Feng will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders at the EGM is obtained.

Pursuant to the Articles of Association, Mr. Feng will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Feng will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Feng's proposed appointment as a director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **PAYMENT OF INTERIM DIVIDENDS**

The Board hereby submits the proposal for the EGM to consider and approve, if thought fit, as an ordinary resolution, the payment of an interim dividend of RMB0.098 per share (before tax) on or before Friday, 27 December 2013 to shareholders of the Company whose names appear on the Company's Register of Members on Tuesday, 5 November 2013 and the authorisation to the directors to take necessary actions required under the applicable laws and regulations in connection thereto.

### **AMENDMENTS TO SENIOR MANAGEMENT COMPENSATION SCHEME**

The Board hereby submits the proposal for the EGM to consider and approve, if thought fit, as an ordinary resolution, the amendments to the senior management compensation scheme with effect from the year of 2013 to stop withholding 2% of the net profit of the Group for the preceding year for granting performance bonuses and stock appreciate rights to senior management.

### **THE EGM**

Resolutions will be proposed at the EGM for the purpose of approving, among other things, (i) the re-election of the Existing Directors as directors of the fifth session of the Board; (ii) the payment of an interim dividend to the Shareholders for the six months ended 30 June 2013; and (iii) the amendments to the senior management compensation scheme of the Company.



A circular containing, among other things, further information regarding (i) the proposed re-election of the Existing Directors; (ii) the proposed payment of interim dividends to the Shareholders for the six months ended 30 June 2013; and (iii) the proposed amendments to senior management compensation scheme of the Company, together with the notice of the EGM, will be despatched to the Shareholders as soon as possible.

By the order of the Board  
**Hainan Meilan International Airport Company Limited**  
**Xing Zhoujin**  
*Company Secretary*

Haikou, The PRC  
29 August 2013

*As at the date of this announcement, there are eleven directors on the Board. They are: Mr. Liang Jun, Mr. Wang Zhen, Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors; Mr. Hu Wentai, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang as non-executive directors; and Mr. Xu Bailing, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Feng Da'an as independent non-executive directors.*