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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 30 September 2014 (Tuesday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as special resolutions. Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 15 August 2014 (the “**Circular**”), unless the context otherwise requires:

SPECIAL RESOLUTIONS

1. CONNECTED TRANSACTION *(Note 1)*

“**THAT:**

- (a) the Subscription Agreement entered into between the Company and the Parent Company in relation to the subscription of a total of 66,615,016 new Domestic Shares by the Parent Company pursuant to which the Parent Company has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 66,615,016 Domestic Shares at RMB5.69 (equivalent to approximately HK\$7.17) per Subscription Share, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the EGM for the purpose of identification;

* *For identification purposes only*

- (b) the Board be and is hereby granted a specific mandate to allot and issue the Subscription Shares at the subscription price of RMB5.69 (equivalent to approximately HK\$7.17) per Subscription Share upon completion of the Subscription Agreement to the Parent Company pursuant to the Subscription Agreement;
- (c) the proposed amendments to the Articles to be made in order to reflect the corresponding increase in the registered capital of the Company following completion of the Subscription Agreement (details of which were set out in section headed “PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION” in the Letter from the Board in the Circular) be and are hereby approved; and
- (d) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Subscription Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

2. MAJOR TRANSACTION *(Note 2)*

“THAT:

- (a) the SPA entered into among the Company, Xinhua Lianhang, Haidao Development and HNA Engineering pursuant to which (i) the Company had conditionally agreed to acquire and Xinhua Lianhang had conditionally agreed to sell the Wuhan Linkong Sale Shares, representing 80% equity interest in Wuhan Linkong at a consideration of RMB379,039,440 (equivalent to approximately HK\$477,319,531.5), which will be satisfied in full by cash and (ii) the Company had conditionally agreed to acquire and Haidao Development and HNA Engineering had conditionally agreed to sell the Haidao Commercial Sale Shares, representing 100% equity interest in Haidao Commercial at an aggregate consideration of RMB1,273,518,200 (equivalent to approximately HK\$1,603,725,223.5), which will be satisfied in full partly by setting off the Loan Advances and partly by the allotment and issue of the 187,039,141 Domestic Shares at RMB5.69 (equivalent to approximately HK\$7.17) per Consideration Share, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the SPA be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised to make changes or amendments to the SPA as it may in its absolute discretion think fit, a copy of which is produced to the meeting marked “B” and signed by the Chairman of the EGM for the purpose of identification;

- (b) the Board be and is hereby granted a specific mandate to allot and issue the Consideration Shares at the issue price of RMB5.69 (equivalent to approximately HK\$7.17) per Consideration Share upon completion of the SPA to Haidao Development pursuant to the SPA;
- (c) the proposed amendments to the Articles to be made in order to reflect the corresponding increase in the registered capital of the Company following completion of the SPA (details of which were set out in section headed “PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION” in the Letter from the Board in the Circular) be and are hereby approved; and
- (d) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the SPA and the transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

For the purpose of this notice, the exchange rate of HK\$1.00 = RMB0.7941 have been used for currency translation, where applicable. Such exchange rates are for illustrative purposes and do not constitute representations that any amount in HK\$ or RMB has been, could have been or may be converted at such a rate.

By order of the Board
Hainan Meilan International Airport Company Limited*
Wang Zhen
Chairman

Haikou, Hainan Province, the PRC
15 August 2014

As at the date of this notice, the Board comprises of (i) four executive Directors, namely Mr. Wang Zhen, Mr. Liang Jun, Mr. Yang Xiaobin and Mr. Zhang Peihua; (ii) three non-executive Directors, namely Mr. Hu Wentai, 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.

Notes:

- (1) As disclosed in the Circular, the Parent Company and its associates will abstain from voting on this resolution in relation to the Subscription Agreement and the transactions contemplated thereunder at the EGM. Save as disclosed above, no other Shareholder will be required to abstain from voting on this resolution. The Subscription Agreement and the transactions contemplated thereunder are also subject to the approval by the holders of H Shares by way of special resolutions at the separate class meeting of the H Shares Shareholders to be held on 30 September 2014 at 11:00 a.m. (or immediately after the conclusion or adjournment of the EGM) and holders of Domestic Shares at the separate class meeting of the Domestic Shares Shareholders to be held on 30 September 2014 at 11:30 a.m. (or immediately after the conclusion or adjournment of the H Shareholders Class Meeting).
- (2) As disclosed in the Circular, HNA Group and its associates will abstain from voting on this resolution in relation to the SPA and the transactions contemplated thereunder at the EGM. Save as disclosed above, no other Shareholder will be required to abstain from voting on this resolution. The SPA and the transactions contemplated thereunder are also subject to the approval by the holders of H Shares by way of special resolutions at the separate class meeting of the H Shares Shareholders to be held on 30 September 2014 at 11:00 a.m. (or immediately after the conclusion or adjournment of the EGM) and the holders of Domestic Shares at the separate class meeting of the Domestic Shares Shareholders to be held on 30 September 2014 at 11:30 a.m. (or immediately after the conclusion or adjournment of the H Shareholders Class Meeting).
- (3) The Company's register of members will be closed from 30 August 2014 (Saturday) to 30 September 2014 (Tuesday), during which no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 29 August 2014 (Friday) in order to complete the transfer registration procedures in accordance with the articles of association of the Company.
- (4) 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 at the close of business on 29 August 2014 (Friday) are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (5) 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 9 September 2014 (Tuesday). Holders of H Shares and Domestic Shares 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

- (6) 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.
- (7) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, 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 authorised 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.
- (8) 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 (or any adjournment thereof). Notes (6) and (7) 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 (5) 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.
- (9) 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 authorised 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 authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.
- (10) 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.
- (11) 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.