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# 海南美蘭國際空港股份有限公司
# 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 THE H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that an H shareholders class meeting (the "**H Shareholders Class Meeting**") of Hainan Meilan International Airport Company Limited (the "**Company**") will be held at 10:00 am on Friday, 18 September 2020 at 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. Unless the context otherwise requires, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 20 August 2020 (the "**Circular**").

### BY WAY OF SPECIAL RESOLUTIONS

1. To consider and approve the 2020 Parent Company Domestic Shares Subscription Agreement dated 24 July 2020 entered into between the Company and the Parent Company in relation to the subscription of not more than 140,741,000 new Domestic Shares as consideration for the transfer of the Phase I Runway Assets by the Parent Company to the Company and to authorise the Board and the persons delegated by the Board to deal with all the matters in relation to the issuance of the Subscription Shares with full authority for an initial term of twelve (12) months following the passing of the relevant resolution(s) at the EGM and the Class Meetings. Such matters include but are not limited to:

   (1) within the issuance proposal of the Subscription Shares to be considered and approved at the EGM and the Class Meetings, make amendments to and improvement in the issuance proposal subject to the provisions of laws and regulations in the PRC and overseas, review opinions of relevant securities regulatory authorities and the actual needs of the Company (other than those matters that must be re-voted by the general meeting and class meeting pursuant to the relevant laws and regulations and the Articles of Association);

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(2) determine the final price and number of issuance of the Subscription Shares, and negotiate with the Parent Company to amend, supplement, enter into and execute all agreements and any supplementary agreements or other documents (if any) in relation to the issuance of the Subscription Shares;

(3) decide with discretion the timing for issuance of the Subscription Shares;

(4) carry out review, registration, filing, approval and consent procedures with the relevant PRC and overseas regulatory departments or authorities and the Stock Exchange in connection with the issuance of the Subscription Shares;

(5) decide the engagement of relevant intermediaries and related issues;

(6) approve and authorise the Company to carry out registration procedures for Domestic Shares in relation to the issuance of the Subscription Shares with China Securities Depository and Clearing Corporation Limited;

(7) make consequential amendments to the Articles of Association as it thinks fit according to the actual status of issuance of the Subscription Shares and/or the requirements of regulatory authorities within and outside the PRC (if any), and carry out corresponding procedures for approval and industrial and commercial registration of change in connection to the increase in registered capital, and take other actions as necessary;

(8) adjust or waive in time any one of the conditions precedent for the 2020 Parent Company Domestic Shares Subscription Agreement becoming effective based on the actual conditions; and

(9) take all necessary actions to deal with the matters in relation to the issuance of the Subscription Shares.

2. To consider and approve the following resolutions on the Specific Mandate for the New H Shares Issue and listing of New H Shares on the Stock Exchange (relevant details of the resolutions are set out in the Circular):

"**THAT**:

The New H Shares Issue and the following items of the New H Shares Issue be and are hereby approved:

2.1. Class of Shares to be issued;

2.2. Time of issuance;

2.3. Size of issuance;

2.4. Ranking of New H Shares;

2.5. Listing;

2.6. Method of issuance;

2.7. Target placee(s);

2.8. Pricing mechanism;

2.9. Method of subscription;

2.10. Accumulated profits;

2.11. Use of proceeds;

2.12. Validity period of the resolutions;

2.13. Other authorisation to the Board and the persons delegated by the Board to deal with all the matters in relation to the New H Share Issue with full authority for an initial term of twelve (12) months following the passing of the relevant resolution(s) at the EGM and the Class Meetings. Such matters include but are not limited to:

(1) execute and submit all the relevant applications, reports and other documents to the relevant PRC and overseas regulatory departments or authorities and deal with all the relevant approvals, registration, filing, sanction and permission;

(2) determine the terms of the proposed New H Shares Issue, including the determination of the actual size, issue price (including the price range and final price), timing, method and target placee(s) of the proposed New H Shares Issue, the execution, implementation, modification and termination of any agreement, contract or other documents in relation to the exercise of the Specific Mandate to issue the New H Shares, making adjustment to the use of proceeds of the proposed New H Shares Issue, and any other relevant matter;

(3) negotiate and enter into subscription agreement(s) with the placee(s) and/or the placing agreement(s) with the placing agent(s) in relation to the proposed New H Shares Issue, and approving any revision or amendments to such agreement(s);

(4) deal with all the matters in relation to obtaining all the approvals and permissions from the relevant authorities including but not limited to CSRC, the Stock Exchange and/or any other relevant PRC and overseas authorities in relation to the proposed New H Shares Issue;

(5) depending on the requirements at the time of the issuance, engage and appoint financial advisor, the placing agent(s), PRC and overseas legal advisers and other relevant agencies in relation to the proposed New H Shares Issue and enter into engagement or appointment letters and other relevant legal documents;

(6) make appropriate amendments to the terms of the proposed New H Shares Issue in light of the specific circumstances and pursuant to the approval(s) by the relevant regulatory authorities;

(7) execute, implement, amend and complete any document and do any act as necessary and appropriate in relation to the proposed New H Shares Issue;

(8) approve the publication of relevant announcement(s), circular(s) and notice(s) in relation to the proposed New H Shares Issue on the websites of the Stock Exchange and the Company, respectively, and the submission of relevant forms, files or other documents to the Stock Exchange;

(9) obtain the approval from the Stock Exchange for listing of and permission to deal in all of the New H Shares to be issued and allotted pursuant to the New H Shares Issue on the Main Board of the Stock Exchange;

(10) adjust or waive in time any one of the conditions precedent for the proposed New H shares Issue based on the actual conditions; and

(11) take all necessary actions to deal with the matters in relation to the proposed New H Shares Issue."

3. To consider and approve the authorisation of the consequential amendments to the Articles of Association as the Board thinks fit to reflect the latest registered capital structure of the Company as a result of each of the issuance of the Subscription Shares and the New H Shares; and

4. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding three (3) per cent or more of the shares carrying the right to vote at such meeting.

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

Haikou, the PRC
20 August 2020

*As at the date of this notice, the Board comprises (i) five executive directors, namely Mr. Wang Zhen, Mr. Wang Hong, Mr. Wang Hexin, Mr. Yu Yan and Mr. Xing Zhoujin; (ii) two non-executive directors, namely Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. He Linji.*

*Notes:*

(A) The Company's register of members will be closed from Saturday, 29 August 2020 to Friday, 18 September 2020 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the H Shareholders Class Meeting, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 28 August 2020.

(B) 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 Friday, 28 August 2020 are entitled to attend and vote at the H Shareholders Class Meeting after complying with the necessary registration procedures.

(C) Each holder of H Shares who has the right to attend and vote at the H Shareholders Class Meeting (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 H Shareholders Class Meeting. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.

(D) 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 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

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power of attorney or other authority, must be delivered to the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the H Shareholders Class Meeting or any adjournment thereof in order for such documents to be valid.

(E) If a proxy attends the H Shareholders Class Meeting 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 H Shareholders Class Meeting, 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 H Shareholders Class Meeting, 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.

(F) The H Shareholders Class Meeting is expected to last not more than one day. Shareholders or proxies attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.

(G) 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 H Shareholders Class Meeting will demand a poll in relation to all the proposed resolutions at the H Shareholders Class Meeting.