
NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of Hainan Meilan International Airport Company Limited (the “Company”) will be held on 30 May 2008 (Friday), 10:00 a.m. at the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People’s Republic of China (the “PRC”) to consider and, if thought fit, to pass the following resolutions:

By way of ordinary resolutions:

1. To consider and approve the working report of the Board of Directors of the Company for the year ended 31 December 2007;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2007;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31 December 2007;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2007;
5. To consider and approve the re-appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and ZhongZhun CPAs (registered accountants in the PRC (excluding Hong Kong)) as the Company’s international and domestic auditors for the year ending 31 December 2008 respectively, to hold office until the conclusion of the next annual general meeting, and to determine their remunerations;
6. To consider and approve the annual remuneration proposal for the Company’s Directors and Supervisors for the year ending 31 December 2008;

* For identification purposes only

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7. To consider and approve the resolution of setting up the Board Nomination Committee of the Company;
8. To consider and approve the resolution of setting up the Board Strategic Committee of the Company;
9. To consider and approve the re-appointment of Ms. Zeng Xuemei as supervisor of the Company;
10. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By way of extraordinary resolutions:

11. To consider and approve the resolution of amending the respective provisions of the Articles of Association;
12. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By order of the Board

Bai Yan

Company Secretary

Hainan Province, the PRC

14 April 2008

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Notes:

- (A) Holders of the Company's overseas listed shares ("H shares") whose names appear on the Company's H Share register which is maintained by Computershare Hong Kong Investor Services Limited at the close of business on 30 April 2008 (Wednesday) are entitled to attend and vote at the Annual General Meeting (or any adjournment thereof).
- (B) Holders of H Shares of the company who intend to attend the Annual General Meeting, must complete and return the reply slips for attending the Annual General Meeting to the Secretary Office to the Board of Directors of the Company no later than 9 May 2008 (Friday).

Shareholders 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:

Meilan Airport Complex
Haikou City
Hainan Province
PRC
Tel: (86-898) 6576 2009
Fax: (86-898) 6576 2010

- (C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting 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 Annual General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. 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. For holders of H Shares, the power of attorney or other documents of authorisation and the proxy form must be delivered to the Company no less than 24 hours before the time appointed for the holding of the Annual General Meeting in order for such documents to be valid.
- (D) The H Share register of the Company will be closed from 1 May 2008 (Thursday) to 30 May 2008 (Friday) (both days inclusive), during which time no transfer of H Shares will be registered. Transferees of H Shares who wish to attend and vote in the Annual General Meeting must deliver all share transfer documents including (the duly stamped instruments of transfer and the relevant share certificate(s)), to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, by no later than 4:30 p.m. on 30 April 2008 (Wednesday) for completion of the registration of the relevant transfer.

The address of Computershare Hong Kong Investor Services Limited is as follows:

Rooms 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

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- (E) The 2007 final dividend will be distributed on or before 27 June 2008 (Friday) to those shareholders whose names are registered in the Company's Register of members on 1 May 2008 (Thursday).
- (F) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.
- (G) In the year 2008, the company will still hire the PricewaterhouseCoopers (certified public accountants) and Zhongzhun Certified Public Accountant (China (not including Hong Kong) Registered Accountants) as the international and domestic auditors of the Company respectively in 2008 financial year until the end of the next Annual General Meeting of shareholders. To take Zhongzhun Certified Public Accountant as internal auditor, the remuneration is RMB250,000 per year; the remuneration for the PricewaterhouseCoopers as international auditors identified by the ways the interim financial audit report in the year 2008 takes, if it takes audit ways, the remuneration will be RMB2,000,000 per year; if it takes examine ways, the remuneration will be RMB1,550,000 per year.
- (H) For the year 2007, the allowance paid to the Chairman of the board, Executive Directors, supervisors and the company secretary was: the allowance paid to the Chairman of the board and Executive Directors was RMB70,000 per person; the allowance paid to the Non-executive Director was RMB50,000 per person; the allowance paid to the Independent Non-executive Directors was RMB100,000 per person; the allowance paid to the supervisors was RMB20,000 per person; the allowance paid to the company secretary was RMB30,000 per person.
- (I) The Nomination Committee is comprised of two independent non-executive directors, Mr. Xu Bailing and Mr. Xie Zhuang, and one executive director, Mr. Dong Zhanbin with Mr. Xu Bailing, an independent non-executive director acting as chairman.

The responsibilities of the Nomination Committee are:

1. to make recommendations to the Board of Directors in respect of the size and composition of the Board of Directors in accordance with the business activities, assets size and shareholding structure;
 2. to make recommendations to the Board of Directors in respect of studying the selection criteria and procedures of directors, supervisors, chief executive officer and other senior management staff in accordance with the laws and regulations;
 3. to openly identify eligible candidates for the positions of directors, supervisors, chief executive officer and other senior management staff;
 4. to review the candidates for the positions of directors, supervisors, chief executive officer and other senior management staff and to make recommendations;
 5. to deal with other matters authorized by the Board of Directors.
- (J) The Strategic Committee is comprised of three independent non-executive directors, Mr. Fung Ching, Simon, Mr. Xu Bailing and Mr. Xie Zhuang, and two executive directors, Mr. Dong Zhanbin and Mr. Dong Guiguang with Mr. Fung Ching, Simon, an independent non-executive director acting as chairman. The principal responsibilities of the Strategic Committee are:
1. to study the long-term development strategic plan of the Company and to make recommendations;

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2. to study the significant investment financing proposal which is subject to the approval of the Board of Directors as provided in the “Articles of Association” and to make recommendations;
3. to study the operation of significant funding and asset operating project which is subject to the approval of the Board of Directors as provided in the “Articles of Association” and to make recommendations;
4. to study those significant events that will affect the development of the Company and to make recommendations;
5. to review the implementation of the above matters;
6. to deal with other matters authorized by the Board of Directors.

(K) The brief biographies of the directors of the Company is set out as follows:

Ms. Zeng Xuemei, aged 38, was re-appointed as a Supervisor of the Company in July 2005. Ms. Zeng graduated from Qiong Zhou University in 1991. From May 1994 to December 2000, she acted as the secretary in the human resources training centre, aviation department and senior officer of staff duty office of Hainan Airlines Company Limited. Ms. Zeng worked in the administrative office of HNA Group from May 2000 to September 2000. She then worked in the administrative office of Haikou Meilan Airport Company Limited from September 2000 to December 2000. Ms. Zeng is currently the administrative officer of the Company, responsible for filing and database management.

(L) Delete the existing articles of 3, 8 and 107 of the Articles of Association of the Company and replaced by the followings:

Article 3

Company address:	Meilan Airport Complex, Haikou City, Hainan Province, PRC
Postal Code:	571126
Telephone number:	(86-898) 65762009
Facsimile number:	(86-898) 65762010

Article 8

The Company can invest in other companies with limited liability or joint-stock companies with limited liability and its obligations are limited to the amount of capital contributed to the investee company.

Subject to the approval of the enterprise review and approval authority authorized by State Council, the Company can operate the aforesaid holding company under sub-section 2 of Article 12 of Company Law according to the needs of its operating management.

The holding subsidiaries of the Company are Haikou Meilan Airport Advertising Co., Ltd., Hainan Meilan International Airport Traveling Co., Ltd., and Hainan Meilan Duty Free Shop Limited in which the Company holds 95%, 95% and 95% of their equity interests respectively.

Article 107

The Company shall have one (1) general manager and several assistant general managers, engaged and disengaged by the Board of Directors, for a term of three years and are eligible for renewal.

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BOOK CLOSURE NOTICE

The H share register of the Company will be closed from 1 May 2008 (Thursday) to 30 May 2008 (Friday) (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 Annual General Meeting (or any adjournment thereof) on 30 May 2008, 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 30 April 2008 (Wednesday).

In order to qualify for the proposed final dividend, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 30 April 2008.