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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 Annual General Meeting**

**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 at 10:00 a.m. on 25 May 2009 (Monday) 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 2008;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2008;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2008;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2008;
5. To consider and approve the re-appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and Zon Zun Certified Public Accountants Office Limited (registered accountants in the PRC (excluding Hong Kong)) respectively as the Company’s international and domestic auditors for the financial year of 2009, who will hold office until the conclusion of the next annual general meeting, and to determine their remunerations;

\* *For identification purpose only*

6. To consider and approve the annual remuneration proposal for the Company's Directors, Supervisors and Company Secretary for the year 2009;
7. To consider and approve the appointment of Mr. Liang Jun as an executive director of the Company;
8. To consider and approve the appointment of Mr. Dong Guiguo as a supervisor of the Company; and
9. 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:**

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 order of the Board  
Bai Yan  
*Company Secretary*

Hainan Province, the PRC  
8 April 2009

*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 24 April 2009 (Friday) are entitled to attend and vote at the Annual General Meeting after completion of the registration in relation to the attendance of such meeting.
- (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 4 May 2009 (Monday). 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  
Postal code: 571126

- (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 25 April 2009 (Saturday) to 25 May 2009 (Monday) (both days inclusive), during which period no transfer of H Shares will be registered. Transferees of H Shares who wish to attend the Annual General Meeting must deliver all share transfer documents and the relevant share certificate(s) to Computershare Hong Kong Investor Services Limited, by no later than 4:30 p.m. on 24 April 2009 (Friday) for completion of the registration of the relevant transfer in accordance with the articles of association of the Company.

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

- (E) The 2008 final dividend will be distributed on or before 27 July 2009 (Monday) to those shareholders whose names are registered in the Company's Register of members on 25 April 2009 (Saturday).
- (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 2009, the Company will still engage the PricewaterhouseCoopers (certified public accountants in Hong Kong) and Zon Zun Certified Public Accountants Office Limited (registered accountants in the PRC (excluding Hong Kong)) as the international and domestic auditors of the Company respectively in 2009 financial year until the end of the next Annual General Meeting. The Company's interim financial report for 2009 intends to be examined, by which the remuneration for the PricewaterhouseCoopers as international auditors will be RMB1,550,000 per year and the remuneration for Zon Zun Certified Public Accountants Office Limited as domestic auditors will be RMB250,000 per year.
- (H) For the year 2009, the allowance standard (after tax) for directors, supervisors and the company secretary was as follows: the allowance paid to the Chairman of the board and Executive Directors was RMB70,000 per person; the allowance paid to the Non-executive Directors 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 brief biography of the director of the Company who is proposed for appointment is set out as follows:

Mr. Liang Jun, aged 47, has a master degree. From October 1991 to January 1999, Mr. Liang served as the general manager of Hainan Airlines Co., Ltd Sanya Branch, Ningbo Base and acted as its chief representative in Shanghai. He was appointed as the chairman of HNA Hotel Management Group in February 1999, executive vice president of HNA Group Co., Ltd in March 2001. From August 2003 to March 2006, he served as the chief executive officer, vice president and president of HNA Hotel Holdings Ltd. Mr. Liang became the president and general manager of HNA International Hotel Ltd in April 2006, and also the president and chief executive officer of HNA Food Holdings Ltd, general manager of Hainan Airlines Food Company Limited, and became the vice president of HNA Hotels & Resorts Ltd and HNA Hotel Holdings Ltd in March 2007. Mr. Liang has extensive experience in corporate management.

Save as disclosed above, Mr. Liang Jun does not have any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does he have any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), nor does he hold any directorships in any listed public companies in the last three years. There is no information which is disclosable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There are no other matters that need to be brought to the attention of the shareholders of the Company.

The term of service for Mr. Liang Jun will be for three years commencing from the date on which approval by the shareholders of the Company at the Annual General Meeting is obtained. The amount of the emoluments of Mr. Liang Jun as a director is RMB70,000 each year. The Company will determine the bonus for the relevant directors according to status of the Company's operation, provided that such bonus shall not exceed the limitation of 2% of the Company's net profits for each year audited by an international accounting firm.

- (J) The brief biography of the supervisor of the Company who is proposed for appointment is set out as follows:

Mr. Dong Guiguo, aged 46, joined the Company in March 2006 and was appointed as a director of the Company and as Chief Financial Officer of the Company in December 2006. He was appointed as the Chief Financial Director of the Company in April 2007 and resigned from his positions as executive director and Chief Financial Director of the Company on 15 December 2008. Mr. Dong graduated from Civil Aviation University of China majoring in aircraft engine. He has pursued further studies in China Europe International Business School. He is an aviation engineer and accountant. Mr. Dong has worked at civil aviation maintenance base in Beijing, Beijing Aircraft Maintenance Engineering Co., Ltd., HNA Group Purchase Management Department, HNA Group Airport Management Department, HNA Airport Group Co., Ltd.. Since October 2000, he has respectively served as standing deputy manager of the aviation material and equipment procurement center of the procurement department of HNA Group, deputy general manager of airport management department of HNA Group, general manager of Haikou Meilan International Airport Co., Ltd., executive chairman's assistant, general manager of the finance department and general manager of the project management department of HNA Airport Group Company Limited. Currently, Mr. Dong is the vice president and Chief Financial Director of HNA Airport Group Company Limited.

Save as disclosed above, Mr. Dong Guiguo does not have any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does he have any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is disclosable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There are no other matters that need to be brought to the attention of the shareholders of the Company.

The term of service for Mr. Dong Guiguo will be for three years commencing from the date on which approval by the shareholders of the Company at the Annual General Meeting is obtained. The amount of the emoluments of Mr. Dong Guiguo as a supervisor is RMB20,000 each year. The Company will determine the bonus for the relevant supervisors according to status of the Company's operation, provided that such bonus shall not exceed the limitation of 2% of the Company's net profits for each year audited by an international accounting firm.

## BOOK CLOSURE NOTICE

The H share register of the Company will be closed from 25 April 2009 (Saturday) to 25 May 2009 (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 Annual General Meeting (or any adjournment thereof) on 25 May 2009, share transfer documents should be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 24 April 2009 (Friday).

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 Share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 24 April 2009.

*As at the date of this announcement, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Zhao Yahui, Mr. Dong Zhanbin and Mr. Bai Yan, and four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Joseph Chan and Mr. Yan Xiang, and four independent non-executive directors, namely Mr. Xu Bailing, Mr. Xie Zhuang, Mr. Fung Ching Simon and Mr. George F Meng.*