

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

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 31 May 2010 (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 2009;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2009;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31 December 2009;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2009;
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 2010, 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 2010;
7. 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:

8. 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
Xing Zhoujin
Company Secretary

Hainan Province, the PRC
9 April 2010

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 2010 (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 10 May 2010 (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

- (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 2010 (Saturday) to 31 May 2010 (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 30 April 2010 (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 2009 final dividend will be distributed on or before 2 August 2010 (Monday) to those shareholders whose names are registered in the Company's Register of members on 1 May 2010 (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 2010, 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 2010 financial year until the end of the next Annual General Meeting. The Company's interim financial report for 2010 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 RMB280,000 per year.
- (H) For the year 2010, 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.

BOOK CLOSURE NOTICE

The H share register of the Company will be closed from 1 May 2010 (Saturday) to 31 May 2010 (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 31 May 2010, share transfer documents should be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 30 April 2010 (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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 30 April 2010.

As at the date of this announcement, there are eleven directors on the Board. They are: Mr. Zhao Yahui, Mr. Liang Jun, Ms. Xing Xihong as executive directors; Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Joseph Chan, Mr. Yan Xiang as non-executive directors; and Mr. Xu Bailing, Mr. Xie Zhuang, Mr. Fung Ching Simon and Mr. George F Meng as independent non-executive directors.