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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 liabilities)*  
**(Stock Code: 357)**

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on 17 May 2011 (Tuesday) in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, 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:

**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 2010;
2. To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2010;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2010;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2010;
5. To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the Company's auditors, who will hold office until the conclusion of the next annual general meeting, and to authorise the chairman of the board of directors of the Company 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 2011;
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 SPECIAL RESOLUTIONS

8. **"THAT** the proposal by the board of directors of the Company (the "Board") to amend the articles of association of the Company in the manner as set out in the circular of the Company dated 1 April 2011 to the shareholders of the Company, of which this notice forms part, be and is hereby approved, and the Board be and is hereby authorised to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed."
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 the order of the Board  
**Hainan Meilan International Airport Company Limited\***  
**Liang Jun**  
*Chairman*

Hainan, the PRC  
1 April 2011

*As at the date of this notice, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Liang Jun, Mr. Dong Zhanbin and Ms. Xing Xihong, and four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang, and four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an.*

Notes:

- (A) **The H share register of the Company will be closed from Saturday, 16 April 2011 to Tuesday, 17 May 2011 (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 AGM (or any adjournment thereof) on 17 May 2011, 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 15 April 2011 (Friday).**
- (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 Saturday, 16 April 2011 are entitled to attend and vote at the AGM after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic shares of the Company, who intend to attend the AGM, must complete and return the reply slips for attending the AGM to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the AGM, i.e. no later than Tuesday, 26 April 2011. Holders of H shares and domestic shares of the Company 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

- (D) Each holder of H shares who has the right to attend and vote at the AGM (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 AGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, 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 authorized 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 AGM or any adjournment thereof in order for such documents to be valid.
- (F) 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 AGM. Notes (D) and (E) 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 (C) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his authorized representative, which specifies the date of its issuance. If the legal representative of the holder of legal person share(s) attends the AGM, 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 AGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of the legal person shares and duly signed by its legal representative.
- (H) The AGM is expected to last not more than one day. Shareholders or proxies attending the AGM are responsible for their own transportation and accommodation expenses.
- (I) The 2010 final dividend will be distributed on or before Friday, 15 July 2011 to those shareholders whose names are registered in the Company's register of members on Saturday, 16 April 2011.

- (J) In the year 2011, subject to the approval of the Shareholders, the Company will engage PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the auditors of the Company in 2011 financial year until the end of the next annual general meeting. It is currently intended that the Company's interim financial report for 2011 shall be examined by PricewaterhouseCoopers Zhong Tian CPAs Company Limited, and in which case, its remuneration as auditors will be RMB1,550,000 per year.
- (K) For the year 2011, the allowance standard (after tax) for directors, supervisors and the company secretary of the Company will be as follows: the allowance paid to the chairman of the board and executive directors will be RMB70,000 per person; the allowance paid to the non-executive directors will be RMB50,000 per person; the allowance paid to the independent non-executive directors will RMB100,000 per person; the allowance paid to the supervisors was RMB20,000 per person; the allowance paid to the company secretary will be RMB30,000 per person.