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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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an 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 27 May 2013 (Monday) in 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:

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 2012;
2. To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2012;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2012;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2012 (the “**2012 Final Dividend**”);
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;
6. To consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year 2013;

* *for identification purposes only*

7. To consider and approve the election of Mr. Wang Zhen (王真) as an executive director of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
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 WAY OF SPECIAL RESOLUTIONS

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
10 April 2013

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. Yang Xiaobin and Mr. Yang Xuqiang, 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 Company's Register of Members will be closed from Friday, 26 April 2013 to Monday, 27 May 2013, during which no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General 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, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 25 April 2013.**

The Company's Register of Members will be closed from Tuesday, 4 June 2013 to Friday, 7 June 2013, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2012 Final Dividend, shareholders must deliver their instruments of transfer, 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, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 3 June 2013. The Company will pay the final dividend on or before 26 July 2013 upon the approval of the annual general meeting.

- (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, 26 April 2013 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.

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 Tuesday, 4 June 2013 are entitled to receive the 2012 Final Dividend after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic 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 not later than 20 days before the date of the Annual General Meeting, i.e. no later than Tuesday, 7 May 2013. 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:

Office Building of Meilan Airport

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 Annual General 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 Annual General Meeting. 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 Annual General Meeting 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 Annual General Meeting. 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 Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Annual General Meeting 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 Annual General 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 Annual General Meeting, 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 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.
- (I) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.
- (J) For the year 2013, the allowance standard (after tax) for directors and supervisors 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 be RMB100,000 per person; the allowance paid to supervisors of the Company will be RMB20,000 per person. Since 2013, directors and supervisors nominated by related party shareholders shall no longer be entitled to duty allowance.