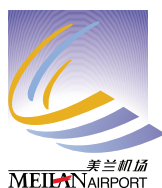


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## 海南美蘭國際機場股份有限公司

### **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 20 May 2014 (Tuesday) 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 work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2013;
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2013;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2013;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2013 (the “**2013 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 of the Company, and to authorise the chairman of the Board to determine their remunerations;

\* *For identification purposes only*

6. To consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year 2014;
7. To consider and approve the appointment of Mr. Zhang Peihua (張佩華) as an executive director of the Company, to authorise the Board to determine his remuneration and to authorise the chairman of the Board 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; and
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. **“THAT:**
  - (a) the Company be and is hereby authorised, to launch asset-backed securities up to RMB1.4 billion (the **“Asset-backed Securities”**) using the airport revenue right (收益權) receivable by the Company from domestic and oversea airplane companies and other enterprises arising from the construction and operation of the Meilan Airport for a period from three months before the establishment of the Asset-backed Securities Plan to five years after the establishment of the Asset-backed Securities
  - (b)
    - i. to make appropriate adjustments to the assets-backed Plan subject to the market condition, policies and the approval of the state government and industry governmental institutions, such as State Council, the China Securities Regulatory Commission (**CSRC**) or the Banking Regulatory Committee, changes of administrative policies and requirements made by regulatory departments, provided that offer size, use of proceeds and the content of difference made-up guarantee remains unchanged.
    - ii. to establish management systems in relation to collection, transfer and allocation of funds raised under the assets-backed Plan, and to execute and amend all necessary documents in relation to the assets-backed Plan in accordance with requirements of the State laws and regulations and Regulatory departments; and
    - iii. to handle other matters in relation to the asset-backed scheme.”

10. **“THAT:**

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements or purchase options, subject to the following conditions:
  - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
    - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this Resolution; and
    - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this Resolution, in each case as of the date of this Resolution; and
  - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board be authorised to:
  - (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
    - (i) determine the class and number of shares to be issued;
    - (ii) determine the issue price of the new shares;
    - (iii) determine the opening and closing dates of the new issue;
    - (iv) determine the use of proceeds of the new issue;

- (v) determine the class and number of new shares (if any) to be issued to the existing shareholders;
  - (vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
  - (vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;
- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this Resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities, and take any other required actions and complete any other procedures as required.

For the purposes of this Resolution:

“**Domestic Shares**” means domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;

“**H Shares**” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (b) the expiration of the 12-month period following the passing of this Resolution; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”

11. 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  
4 April 2014

*As at the date of this notice, there are eleven directors on the Board. The Board comprises of four executive directors, namely Mr. Liang Jun, Mr. Wang Zhen, Mr. Yang Xiaobin and Mr. Yang Xuqiang, and three non-executive directors, namely Mr. Hu Wentai, 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 Thursday, 17 April 2014 to Tuesday, 20 May 2014, 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 Wednesday, 16 April 2014.

The Company's register of members will be closed from Tuesday, 27 May 2014 to Sunday, 1 June 2014, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2013 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, 26 May 2014. The Company will pay the final dividend on or before Friday, 18 July 2014 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 Thursday, 17 April 2014 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, 27 May 2014 are entitled to receive the 2013 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 not later than 20 days before the date of the Annual General Meeting, i.e. no later than Wednesday, 30 April 2014. 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 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 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, 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 2014, the allowance standard (after tax) for directors and supervisors of the Company will be as follows: the allowance paid to the 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 controlling shareholders shall no longer be entitled to duty allowance.