



# 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)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 16 DECEMBER 2008 (TUESDAY)

I/we (Note 1) \_\_\_\_\_  
of (Note 1) \_\_\_\_\_ being the registered holder(s)  
of (Note 2) \_\_\_\_\_ H shares/domestic shares of RMB1.00 each in the share capital of Hainan Meilan International Airport Company Limited  
(the "Company"), hereby appoint the chairman of the extraordinary general meeting (the "EGM") or (Note 3) \_\_\_\_\_ of  
\_\_\_\_\_ as my/our proxy/proxies (Please  
delete where appropriate) for \_\_\_\_\_ H shares/domestic shares which I/we hold in the share capital of the Company to attend and vote at the  
EGM of the Company to be held at 9:00 a.m. on 16 December 2008 (Tuesday) in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the  
People's Republic of China or at any adjournment thereof. The proxy/proxies is/are authorized to vote for me/us and in my/our name(s) as directed below in respect of the following resolutions. In  
absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

The Proxy shall vote for me/us according to the following directions: (Note 4)

Ordinary Resolutions	For	Against
To consider and approve the Hainan Airlines terminal lease agreement dated October 16, 2008 entered into between the Company and Hainan Airlines Company Limited ("Hainan Airlines") and the non-exempt continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "Listing Rules") contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2011;		
To consider and approve the Southern Airlines Terminal Lease agreement dated October 16, 2008 entered into between the Company and China Southern Airlines Company Limited and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder and applicable Annual Caps for each of the three financial years ending 31 December 2011;		
To consider and approve the adjustment of the original annual caps to RMB99,130,000, RMB109,043,000 and RMB119,948,000 for the three years ending 31 December 2010 for the airport ground services agreement between the Company and Hainan Airlines dated 1 October 2007;		
To consider and approve the adjustment of the original annual caps to RMB5,000,000 and RMB5,500,000 for the two years ending 31 December 2009 for the cargo mail and luggage service agreement between the Company and Hainan Airlines dated 8 October 2007;		
To consider and approve the appointment of Mr. Zhao Yahui as an executive director of the Company for a term of three years with effect from the date of the EGM.		
To consider and approve the appointment of Mr. Hu Wentai as a non-executive director of the Company for a term of three years with effect from the date of the EGM.		
<b>Special Resolution</b>		
To consider and approve the following amendments to articles 80, 93 and 94 of the articles of association of the Company:		
Article 80 "The shareholders' meeting shall be convened by the board, and presided over by the chairman of the board. If the chairman of the board is unable or fails to perform such duty, the vice-chairman of the board shall perform such duty. If the vice chairman is unable or fails to perform such duty, the meeting shall be presided over by a director designated by more than half of the directors. In the circumstance of the failure to designate a director to preside over the meeting, the shareholders attending the meeting may elect the chairman to preside over the meeting. If due to any reason, the shareholders are unable to elect the chairman of the meeting, the shareholder (including his proxies) who attends the meeting and holds the largest voting power shall act as the chairman of the meeting. If the board is unable or fails to perform its duty of convening the shareholders' meeting, the board of supervisors shall convene and preside over such meetings promptly. If the board of supervisors is not able to convene and preside over such meetings, the shareholder(s) alone or in aggregate holding 1/10 or more for 90 days consecutively of the shares may convene and preside over such meetings on their own initiative."		
Article 93 "The board of the company shall comprise eleven directors, including one chairman and one vice-chairman. The board shall comprise 1/2 or more external directors, who do not hold any position within the company, and 1/3 or more independent non-executive directors, who are independent from the shareholders of the company and do not hold any position within the company."		
Article 94 "The chairman and vice-chairman shall be elected or dismissed by more than half of all directors. The chairman and vice-chairman shall serve for a term of three years and may be reelected. The chairman, vice-chairman and directors may concurrently serve as the general manager, deputy general manager or other senior management (except for supervisor)."		

Date: \_\_\_\_\_ 2008

Signature(s): \_\_\_\_\_

#### Notes:

1. Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in BLOCK LETTERS.
2. Please insert the number and category of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the EGM is appointed, strike out "the chairman of the extraordinary general meeting (the "EGM") and insert the name and address of the proxy/proxies desired in the spaces provided.
4. **IMPORTANT:** If you wish to vote for the resolution, place a "✓" in the box marked "For". If you wish to vote against the resolution, place a "✓" in the box marked "Against". Failure to complete the box will entitle your proxy/proxies to cast your vote(s) at their discretion.
5. Each holder of H shares who has the right to attend and vote at the EGM (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 EGM. 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 appointor or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, 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 authorised attorney.
6. For holders of H shares of the Company, 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 certified copy of that power of attorney or other authority (such certification to be made by a notary public), 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 EGM or any adjournment thereof in order for such documents to be valid.
7. Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the EGM. Note 5 also applies 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 at Meilan Airport Complex, Haikou City, Hainan Province, the PRC, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
8. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the EGM if you so wish.
10. In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
11. Each alteration made to this form of proxy must be initialled by the person who signs it.
12. Shareholder who intends to attend the EGM must complete the reply slip for attending the EGM and deliver it to the office of the Secretary Office to the board of directors of the Company not later than 20 days before the date of the EGM, i.e. on or before 25 November 2008 (Tuesday). This reply slip may be delivered 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

\* For identification purpose only