



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 EXTRAORDINARY GENERAL MEETING
(APPOINTMENT OF DIRECTOR)
BOOK CLOSURE NOTICE**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 9:00 a.m. on 12 October 2009 (Monday) in the meeting room of the Company on the 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”), to consider and, if thought fit, approve the ordinary resolution that “**Ms. Xing Xihong be and is appointed as an executive director of the Company for a term of three years with effect from the date of the EGM.**” The requisite particulars of Ms. Xing are set out below in Note (G).

By Order of the Board
Hainan Meilan International Airport Company Limited*
Zhao Yahui
Chairman and Executive Director

Hainan Province, the PRC
25 August 2009

Note: As at the date of this announcement, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Zhao Yahui, Mr. Liang Jun, and Mr. Bai Yan, and four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Joseph Chan and Mr. Yan Xiang, and four independent non-executive directors, namely Mr. Xu Bailing, Mr. Xie Zhuang, Mr. Fung Ching Simon and Mr. George F Meng.

* *for identification purpose only*

Notes:

- (A) The H share register of the Company will be closed from 12 September 2009 (Saturday) to 12 October 2009 (Monday) (both days inclusive), during which no transfer of H shares will be effected. Holders of the H shares of the Company whose names appear on the Company's register of members at the close of business on 11 September 2009 (Friday) are entitled to attend and vote at the EGM (or any adjournment thereof).

In order to be entitled to attend and vote at the EGM (or any adjournment thereof), share transfer documents should be lodged with the Company's H share registrar not later than 4:30 p.m. on 11 September 2009 (Friday).

The address of the Company's H share registrar is as follows:

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (B) Holders of H shares and domestic shares of the Company, who intend to attend the EGM, must complete and return the reply slips for attending the EGM to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the EGM. i.e. no later than 22 September 2009 (Tuesday).

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

- (C) 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.
- (D) 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 share registrar, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

- (E) 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 (C) 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, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the EGM in order for such documents to be valid.
- (F) If a proxy attends the EGM 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 shares attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person shares appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of legal person shares and duly signed by its legal representative.
- (G) The requisite particulars of Ms. Xing who is proposed for appointment as the Company's executive director are set out as follows: Ms. Xing Xihong, aged 40, was appointed as the chief financial officer of the Company in October 2008. During the term of office in Hainan Airport Co., Ltd., Ms. Xing Xihong held the positions of accountant in Finance and Accounting Department and vice general manager of Finance and Securities Department. In October 1997, she became the deputy director of Integrated Finance Division under Finance and Accounting Department of Haikou Meilan International Airport Company Limited. From March 1999 to February 2004, Ms. Xing successively held the positions of project director and vice general manager in Finance and Accounting Department of Haikou Meilan International Airport Company Limited. In February 2004, she joined the Company, serving as the assistant to chief financial officer, executive deputy general manager and general manager.

Save as disclosed above, Ms. Xing Xihong does not have any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does she have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), nor does she hold any directorships in any listed public companies in the last three years. There is no information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There is no other matter that needs to be brought to the attention of the shareholders of the Company.

The term of service for Ms. Xing Xihong will be for three years commencing from the date on which approval by the shareholders of the Company at the EGM is obtained. The amount of the emoluments of Ms. Xing Xihong as a director is RMB70,000 for each year. The Company will determine the bonus for the relevant directors accordingly to status of the Company's operation, provided that such bonus shall not exceed the limitation of 2% of the Company's net profits for each year audited by an international accounting firm.

- (H) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

BOOK CLOSURE NOTICE

The H share register of the Company will be closed from 12 September 2009 (Saturday) to 12 October 2009 (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 EGM (or any adjournment thereof), 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 not later than 4:30 p.m. on 11 September 2009 (Friday).