



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 31 MAY 2010

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 11:30 a.m. on 31 May 2010 (Monday) in the meeting room of the Company on 3rd Floor, Office Building
of Haikou Meilan International Airport, 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)

By way of ordinary resolutions	For	Against
1. To consider and approve the Kingward Agreement dated March 25, 2010 entered into between the Company and Kingward Investment Limited;		
2. To consider and approve the HNA Group Agreement dated March 25, 2010 entered into between the Company and HNA Group Company Limited;		
By way of extraordinary resolutions		
3. To consider and approve the issue of 200,000,000 A Shares of RMB1.00 each to the natural persons, corporations and other institutions in the PRC which have maintained A Shareholders' accounts with the Shanghai Stock Exchange or Shenzhen Stock Exchange subject to the approval of CSRC and other relevant authorities;		
4. To consider and approve the use of proceeds upon the issue of A Shares;		
5(a). To consider and approve the amendments to the Articles of Association of the Company;		
5(b). To consider and approve the rules of Shareholders' general meetings (draft);		
5(c). To consider and approve the rules of Board meetings (draft);		
5(d). To consider and approve the rules of Supervisory Committee meetings (draft);		
5(e). To consider and approve the connected transaction decision-making system (draft);		
5(f). To consider and approve the system for setting aside funds raised for special purposes;		
5(g). To authorize the Board to make all necessary amendments to the Articles of Association of the Company subject to obtaining of approval, endorsement or registration with the relevant authorities; and		
6. To consider and approve the authorization of the Board to deal with the A Share Issue; and		
7. To consider and approve the payment of special dividend of RMB0.35 (approximately HK\$0.3955) per share to the Shareholders of the Company.		

Date: _____ 2010

Signature(s): _____

* For identification purpose only

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 10 May 2010 (Monday). 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:

Office Building of Meilan Airport

Haikou City

Hainan Province

PRC

Tel: (86-898) 6576 2009

Fax: (86-898) 6576 2010