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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hainan Meilan International Airport Company Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or other transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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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 EXTRAORDINARY GENERAL MEETING 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 10:00 a.m. on 15 October 2010 (Friday) 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:

- (1) to consider and approve the declaration by the Board of Directors of the Company (the “**Board**”) of an interim dividend of RMB 0.12 yuan (before tax) per share for the six months ended 30 June 2010, payable to the shareholders whose names appear on the Company’s register of members as at close of business on

\* For identification purpose only

Thursday, 16 September 2010 and to authorize the directors of the Company to take any necessary actions required under the applicable laws and regulations in connection hereto;

- (2) since the term of service of Mr. Xu Bailing as an independent non-executive director of the Company expired on 2 August 2010, to consider and approve the re-election of Mr. Xu Bailing as an independent non-executive director of the Company for a term of three years with effect from the date of the EGM. The requisite particulars of Mr. Xu Bailing that are required to be disclosed pursuant to Rules 13.51(2) and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) are set out below in Note (H); and
- (3) since the term of service of Mr. Fung Ching, Simon as an independent non-executive director of the Company will expire on 14 October 2010, to consider and approve the re-election of Mr. Fung Ching, Simon as independent non-executive director of the Company for a term of three years with effect from the date of the EGM. The requisite particulars of Mr. Fung Ching, Simon that are required to be disclosed pursuant to Rules 13.51(2) and 13.74 of the Listing Rules are set out below in Note (H).

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

Haikou, the PRC  
25 August 2010

*As at the date of this circular, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Zhao Yahui, Mr. Liang Jun and Ms. Xing Xihong, 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 H share register of the Company will be closed from 16 September 2010 (Thursday) to 15 October 2010 (Friday) (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 15 September 2010 (Wednesday) 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 15 September 2010 (Wednesday).

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 24 September 2010 (Friday).

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

- (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 2010 interim dividend will be distributed on or before 17 December 2010 (Friday) to those shareholders whose names are registered in the Company's Register of members on 16 September 2010 (Thursday).
- (H) The requisite particulars of Mr. Xu Bailing and Mr. Fung Ching, Simon are set out as follows:

Mr. Xu Bailing, aged 78, was appointed as an independent non-executive director of the Company in June 2001, reappointed as an independent non-executive directors of the Company in June 2004 and re-appointed as an independent non-executive director of the Company in August 2007. Mr. Xu was the representative of the Fourth and Fifth National People's Congress and a member of the Ninth Chinese People's Political Consultative Conference. Mr. Xu had worked for the Civil Aviation Beijing Administrative Bureau since 1954, holding various positions such as pilot, supervisor and captain and was appointed Deputy Head and Head of Department. Mr. Xu was then appointed as the vice director of Civil Aviation Administration of China ("CAAC") in December 1986 and then as the president of Air China in March 1988. He was appointed as a consultant of CAAC in August 1993.

Mr. Fung Ching, Simon, aged 41, was appointed as an independent non-executive director of the Company in October 2004 and was re-appointed as an independent non-executive director of the Company in October 2007. Mr. Fung is the chief financial officer and company secretary of Greentown China Holdings Limited, an H-share company listed on the Main Board of the Hong Kong Stock Exchange Company Limited (stock code: 03900). Mr. Fung is also a non-executive director of Baoye Group Company Limited, an H-share company listed on the Main Board of the Hong Kong Stock Exchange Company Limited (stock code: 02355). Prior to joining Baoye Group Company Limited, Mr. Fung had over 10 years of experience in auditing, accounting and business advisory with one of the “Big-4” international accounting firms. Mr. Fung graduated from the Queensland University of Technology, Australia and obtained a bachelor’s degree in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the CPA Australia.

The term of service for Mr. Xu Bailing and Mr. Fung Ching, Simon will be for three years commencing from the date on which approval by the shareholders of the Company at the EGM is obtained. The amounts of the emoluments for each of Mr. Xu Bailing and Mr. Fung Ching, Simon will be RMB100,000 for each year, respectively. 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.

Save as disclosed above, neither of Mr. Xu Bailing and Mr. Fung Ching, Simon has any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no other 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.

- (I) 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 16 September 2010 (Thursday) to 15 October 2010 (Friday) (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 shares share registrar not later than 4:30 p.m. on 15 September 2010 (Wednesday).

In order to qualify for entitlement to the proposed interim dividend, all share transfer documents accompanied by the relevant H share certificates should be lodged with 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 later than 4:30 p.m. on 15 September 2010 (Wednesday).