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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.

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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)

**PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on 21 March 2011 in the Meeting Room of the Company on the 3rd Floor, Office Building of Haikou Meilan International Airport, Haikou City, Hainan Province, the PRC is set out on pages 10 to 12 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

* For identification purposes only

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Board”	board of Directors
“Company”	Hainan Meilan International Airport Company Limited* (海南美蘭國際機場股份有限公司), a joint stock company incorporated in the PRC with limited liability
“Directors”	directors of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held at 10:00 a.m. on 21 March 2011 for the approval of the proposed appointment of Mr. Dong Zhanbin as an executive Director and president of the Company, the proposed re-election of Mr. Chan Nap Kee, Joseph as a non-executive Director, the proposed re-election of Mr. Yan Xiang as a non-executive Director and the proposed re-election of Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD



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)

Executive Directors:

Liang Jun
Xing Xihong, *Chief Financial Officer*

Non-executive Director:

Hu Wentai, *Vice-chairman*
Zhang Han'an
Chan Nap Kee, Joseph
Yan Xiang

Independent Non-executive Directors:

Xu Bailing
Fung Ching Simon
George F. Meng
Feng Da'an

Registered Office:

Meilan Airport Office Building
Haikou City
Hainan Province, the PRC

*Principal Place of Business
in Hong Kong:*

28/F, Bank of East Asia
Harbour View Centre
56 Gloucester Road
Hong Kong

1 February 2011

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed appointment and re-election of Directors and to give notice of EGM to be held to consider and, if thought fit, to approve the proposed appointment of Mr. Dong Zhanbin as an executive Director and president of the Company, the proposed re-election of Mr. Chan Nap Kee, Joseph as a non-executive Director, the proposed re-election of Mr. Yan Xiang as a non-executive Director and the proposed re-election of Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board.

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LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board proposes:

- (i) to appoint Mr. Dong Zhanbin as an executive Director and president of the Company for a term of three years with effect from 25 January 2011 as Mr. Zhao Yahui has resigned as an executive Director and chairman of the Board with effect from 25 January 2011 and Mr. Liang Jun has resigned as the president of the Company with effect from 25 January 2011, respectively, due to adjustment of work;
- (ii) to re-elect Mr. Chan Nap Kee, Joseph as a non-executive Director for a term of three years with effect from 15 October 2010 as his term of service as a non-executive Director expired on 14 October 2010;
- (iii) to re-elect Mr. Yan Xiang as a non-executive Director for a term of three years with effect from 15 October 2010 as his term of service as a non-executive Director expired on 14 October 2010; and
- (iv) to re-elect Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board for a term of three years with effect from 15 October 2010 as his term of service as an independent non-executive Director expired on 14 October 2010.

Information of Mr. Dong Zhanbin, Mr. Chan Nap Kee, Joseph, Mr. Yan Xiang and Mr. George F. Meng are set out in the appendix to this circular.

C. EGM

Set out on pages 10 to 12 of this circular is a notice convening the EGM to be held at 10:00 a.m. on 21 March 2011 in the Meeting Room of the Company on the 3rd Floor, Office Building of Haikou Meilan International Airport, Haikou City, Hainan Province, the PRC, at which ordinary resolutions would be proposed for Shareholders to consider and, if thought fit, to approve (i) the appointment of Mr. Dong Zhanbin as an executive Director and president of the Company; (ii) the re-election of Mr. Chan Nap Kee, Joseph as a non-executive Director; (iii) the re-election of Mr. Yan Xiang as a non-executive Director; and (iv) the re-election of Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the EGM.

A form of proxy for use at the EGM is accompanied with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any

LETTER FROM THE BOARD

event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so desire.

The reply slip for the EGM is also enclosed with this circular. You are reminded to complete and sign the reply slip and return the signed reply slip to the office of the Secretary Office to the board of directors of the Company at Office Building of Haikou Meilan International Airport, Haikou City, Hainan Province, the PRC no later than 28 February 2011 (Monday) in accordance with the instructions printed thereon.

D. BOOK CLOSURE

The H share register of the Company will be closed from 18 February 2011 (Friday) to 21 March 2011 (Monday) (both days inclusive), during which period no transfer of H shares will be effected. Any holders of H shares of the Company, whose names appear on the Company's register of members at close of business on 17 February 2011 (Thursday), are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting.

In order to be entitled to attend and vote at the EGM (or any adjournment thereof) on 21 March 2011, share transfer documents 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 17 February 2011 (Thursday).

E. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) are of the view that (i) the appointment of Mr. Dong Zhanbin as an executive Director and president of the Company; (ii) the re-election of Mr. Chan Nap Kee, Joseph as a non-executive Director; (iii) the re-election of Mr. Yan Xiang as a non-executive Director; and (iv) the re-election of Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM for approving (i) the appointment of Mr. Dong Zhanbin as an executive Director and president of the Company; (ii) the re-election of Mr. Chan Nap Kee, Joseph as a non-executive Director; (iii) the re-election of Mr. Yan Xiang as a non-executive Director; and (iv) the re-election of Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board.

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F. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
By the order of the Board
Hainan Meilan International Airport Company Limited*
Hu Wentai
Vice-chairman

Hainan, PRC, 1 February 2011

The following is the information, as at the date of this circular, on the Director proposed to be appointed and the Directors proposed to be re-elected at the EGM and required to be disclosed pursuant to the Listing Rules.

Mr. Dong Zhanbin, aged 59, is currently the chairman and an executive director of Sanya Phoenix International Airport Co. Limited. Mr. Dong graduated from Party Cadet College of Guangxi Autonomous Region in 1986 with a major in politics. Mr. Dong has over 37 years of experience in the management and administration of civil aviation industry. From 1970 to May 1994, Mr. Dong served as the associate director of Control Center of Civil Aviation Administration of China (“CAAC”) Guangzhou Administration, the head of CAAC Zhanjiang Terminal, the deputy head of CAAC Nanning Terminal, the chief of Flight Operation Division and the head of Air Traffic Control Center of CAAC Guangxi Administration, and was then promoted to be deputy director of CAAC Hainan Administration in 1994. Since August 1998, Mr. Dong has held a number of senior management positions in HNA Group, including the vice general manager of Haikou Meilan International Airport Company Limited, the vice executive president of HNA Airport Group Company Limited, and the general manager, the vice chairman and the chairman of Yichang Three Gorges Airport Co., Ltd. and general manager of Hainan Meilan International Airport Company Limited, from which he gained ample experience in airport operation and management.

The term of service for Mr. Dong will be for three years commencing from 25 January 2011 subject to the approval and ratification by the Shareholders at the EGM. The amounts of the emoluments of Mr. Dong will be RMB70,000 for each year during his term of office. The Company will determine the bonus for the Directors according to the 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.

Mr. Dong has not held any directorship in other listed companies in the past three years.

As at the date of this circular, Mr. Dong has no relationship with any Directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company.

As at the date of this circular, Mr. Dong does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Dong’s appointment as executive Director and president that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chan Nap Kee, Joseph, aged 50, was appointed non-executive Director in October 2007. Mr. Chan received a master degree in international marketing from the University of Strathclyde and a diploma in China investment and trade study from the Peking University. He is licensed for Type 1 (dealing in securities), Type 4 (advising on

securities), Type 6 (advising on corporate finance) and Type 9 (asset management) activities regulated under the SFO. Mr. Chan has about 25 years of practical experience in commercial banking, investment banking and asset management. He was the deputy manager of Credit Agricole Bank from 1986 to 1994, where he was in charge of China business. From 1992 to 1994, he was co-head of Credit Agricole Asset Management South East Asia Limited. From 1994 to the present, Mr. Chan has been a founding partner of Oriental Patron Financial Group Limited, a substantial shareholder of the Company, and executive director of Oriental Patron Asia Limited and Oriental Patron Securities Limited, respectively. In September 2008, he was appointed executive director of Kaisun Energy Group Limited (listed on the Growth Enterprise Market of the Stock Exchange; stock code: 8203) and is also the chairman of Kaisun Energy Group Limited and its subsidiaries at present.

The term of service for Mr. Chan will be for three years commencing from 15 October 2010 subject to the approval and ratification by the Shareholders at the EGM. The amounts of the emoluments of Mr. Chan will be RMB50,000 for each year during his term of office. The Company will determine the bonus for the Directors according to the 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, Mr. Chan has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Chan has no relationship with any Directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company.

As at the date of this circular, Mr. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yan Xiang, aged 47, was appointed non-executive Director in October 2007. He is currently an independent director of China United Travel Company Limited, a company listed on the Shanghai Stock Exchange. Mr. Yan graduated from the Peking University with a bachelor degree in economics and master degree in economics. From January 1988 to August 1991, he had been a teaching assistant and a lecturer in the Faculty of Economics of the Peking University. Since August 1991, he had been a research fellow at the Research Centre of the People's Government of Hainan Province; general manager of Hainan Securities Exchange Centre; president of Hainan Securities Company Limited and director of Zhongfu Industrial Co., Ltd.. Mr. Yan is currently the chairman of China of Oriental Patron Financial Group Limited and president of Oriental Patron Resources Investment Limited, both of which are the substantial shareholders of the Company. He had been a councilor of the Hainan Development Council, member of the Treasury Bond and Futures Expert Committee and a member of the Credit Rating Expert Board of China Chengxin Credit Management Co., Ltd.

The term of service for Mr. Yan will be for three years commencing from 15 October 2010 subject to the approval and ratification by the Shareholders at the EGM. The amounts of the emoluments of Mr. Yan will be RMB 50,000 for each year during his term of office. The Company will determine the bonus for the Directors according to the 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, Mr. Yan has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Yan has no relationship with any Directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company.

As at the date of this circular, Mr. Yan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. George F. Meng, aged 66, was appointed independent non-executive Director in October 2007. He graduated from China Civil Aviation Institute in 1966, where he studied radio communications and English language, and furthered his studies in English language in Tianjin Foreign Studies University in 1972. From 1984 to 1991, Mr. Meng studied FAA aircraft dispatcher training course sponsored by Aviation Training Services, Long Island, New York; advanced training in aviation course with Ansett Airlines of Australia; and an MBA course in Oklahoma City University in the United States. Between 1966 and 1988, Mr. Meng took several positions, including radio station master of Communication Department of CAAC Chengdu Administration, dean of the Technical English Department of China Civil Aviation Institute; and deputy director of CAAC Training Centre. He became director and general manager of China Resource Ltd., USA in 1991, and has been president of Soaring Eagle Industrial LLC., USA since 2000. Mr. Meng has been the headmaster of Huaxia Chinese School (Northern Branch), a non-profit-making organisation, since September 2010.

The term of service for Mr. Meng will be for three years commencing from 15 October 2010 subject to the approval and ratification by the Shareholders at the EGM. The amounts of the emoluments of Mr. Meng will be RMB 100,000 for each year during his term of office. The Company will determine the bonus for the Directors according to the 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.

Mr. Meng has not held any directorship in other listed companies in the past three years.

As at the date of this circular, Mr. Meng has no relationship with any Directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company.

As at the date of this circular, Mr. Meng does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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

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 21 March 2011 (Monday) in the Meeting Room of the Company on the 3rd Floor, Office Building of Haikou Meilan International 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 **AS ORDINARY RESOLUTIONS**:

RESOLUTION NO.1

“**THAT** the appointment of Mr. Dong Zhanbin as an executive Director and president of the Company for a term of three years with effect from 25 January 2011 be and is hereby approved, ratified and confirmed.”

RESOLUTION NO.2

“**THAT** the re-election of Mr. Chan Nap Kee, Joseph as a non-executive Director for a term of three years with effect from 15 October 2010 be and is hereby approved, ratified and confirmed.”

RESOLUTION NO.3

“**THAT** the re-election of Mr. Yan Xiang as a non-executive Director for a term of three years with effect from 15 October 2010 be and is hereby approved, ratified and confirmed.”

* *For identification purpose only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

RESOLUTION NO.4

“**THAT** the re-election of Mr. George F. Meng as an independent non-executive Director and member of the audit committee of the Board for a term of three years with effect from 15 October 2010 be and is hereby approved, ratified and confirmed.”

By the order of the Board
Hainan Meilan International Airport Company Limited*
Xing Zhoujin
Company Secretary

Hainan, the PRC
1 February 2011

As at the date of this notice, there are ten directors on the Board. The Board comprises of two executive directors, namely 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 18 February 2011 (Friday) to 21 March 2011 (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) on 21 March 2011, share transfer documents 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 17 February 2011 (Thursday).

- (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 17 February 2011 (Thursday) are entitled to attend and vote at the meeting after complying with the necessary registration procedures.
- (C) 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 28 February 2011 (Monday).

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 Haikou Meilan International Airport
Haikou City
Hainan Province
PRC

Tel: (86-898) 6576 2009
Fax: (86-898) 6576 2010

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (D) 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.
- (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 of directors 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 EGM 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 EGM. 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 of directors of the Company, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (G) 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 share(s) 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 share(s) 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 the legal person shares and duly signed by its legal representative.
- (H) For the requisite particulars of Mr. Dong Zhanbin, Mr. Chan Nap Kee, Joseph, Mr. Yan Xiang and Mr. George F. Meng, please refer to the appendix to the circular of the Company dated 1 February 2011.
- (I) The EGM is expected to last not more than half a day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.