
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED CHANGE IN AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Tuesday, 17 May 2011 in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, 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:

“Annual General Meeting”	the Annual General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 17 May 2011 in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the 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
“CSRC”	China Securities Regulatory Commission
“Directors”	directors of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOF”	Ministry of Finance of the PRC
“PRC” or “Mainland”	The People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“PwC China”	PricewaterhouseCoopers Zhong Tian CPAs Company Limited
“PwC Hong Kong”	PricewaterhouseCoopers, certified public accountants in Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zon Zun”	Zon Zun Certified Public Accountants Office Limited, registered accountants in the PRC (excluding Hong Kong)

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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, Chairman
Dong Zhanbin, President
Xing Xihong, Chief Financial Officer

Registered Office:

Meilan Airport Office Building
Haikou City
Hainan Province, the PRC

Non-executive Directors:

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

*Principal Place of Business
in Hong Kong:*

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

Independent Non-executive Directors:

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

1 April 2011

To the Shareholders

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED CHANGE IN AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed amendments to the Articles of Association, the proposed change in auditors of the Company and to give you notice of the Annual General Meeting to consider and, if thought fit, to approve the resolutions at the Annual General Meeting.

* For identification purposes only

LETTER FROM THE BOARD

B. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the Annual General Meeting to approve the proposed amendments to the Articles of Association in order to (a) clarify the scope of the term “other senior management personnel” in the Articles of Association; (b) provide that if the quorum of the Board falls below the required number as a result of resignation of a Director, the Director resigning from the Board shall continue to perform the duty of a director prior to the engagement of the new director; and (c) make corresponding changes in light of the recent acceptance of Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange.

It is proposed that the Shareholders shall authorise the Board to do all such things as necessary in respect of the amendments to the Articles of Association pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.

Our legal advisers have confirmed that the proposed amendments to the Articles of Association is in compliance with the requirements of the Listing Rules and the laws of the PRC. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. The full text of the proposed amendments to the Articles of Association is set out in the appendix to this circular.

C. PROPOSED CHANGE IN AUDITORS OF THE COMPANY

The Board has resolved not to re-appoint PwC Hong Kong and Zon Zun as the Company’s auditors on the expiry of their respective term of office, in light of the recent acceptance of Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange.

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” and the related amendments to the Listing Rules (the “**Amended Listing Rules**”) that took effect on 15 December 2010, Mainland incorporated companies listed in Hong Kong are allowed to prepare financial statements, for the purpose of fulfilling the periodic financial reporting requirements of the Amended Listing Rules, in accordance with the China Accounting Standards for Business Enterprises (“**CAS**”) and to arrange for such financial statements to be audited by a limited number of Mainland audit firms which are approved by the MOF and the CSRC for such purpose, using the China Standards on Auditing (“**CSA**”) issued by the Chinese Institute of Certified Public Accountants.

Prior to the implementation of the Amended Listing Rules, the Mainland incorporated companies listed in Hong Kong are required to prepare financial statements in accordance with Hong Kong Financial Reporting Standards or International Financial Reporting

LETTER FROM THE BOARD

Standards and have them audited by certified public accountants who are qualified under the Hong Kong Professional Accountants Ordinance for the purpose of fulfilling the periodic financial reporting requirements of the Listing Rules.

PwC Hong Kong and Zon Zun are, respectively, the international and mainland auditors of the Company. With the implementation of the Amended Listing Rules on 15 December 2010, in order to improve the efficiency and reduce the cost of fulfilling the Company's financial reporting obligations, the Company will prepare only one set of financial statements under CAS and arrange for such financial statements to be audited by a Mainland audit firm endorsed by MOF and CSRC, using CSA for the purpose of fulfilling its statutory obligation and the periodic financial reporting requirements of the Amended Listing Rules. Accordingly, the Board proposes to cease to re-appoint PwC Hong Kong and Zon Zun as the auditors of the Company and appoint PwC China, a Mainland audit firm approved by MOF and CSRC for the purpose of the Amended Listing Rules as the Company's auditors auditing the Company's financial statements for 2011 prepared in accordance with CAS and undertaking the role of international auditor in compliance with the Listing Rules. Such proposals are subject to the approval by Shareholders at the Annual General Meeting.

PwC Hong Kong has confirmed that there were no circumstances connected with its retirement as the Company's international auditor that should be brought to the attention of the members of the Company. The Board and the audit committee of the Company further confirmed that there was no disagreement or unresolved matters between the Company and PwC Hong Kong regarding the change of auditor.

D. ANNUAL GENERAL MEETING

Set out on pages 10 to 12 of this circular is a notice convening the Annual General Meeting to be held at 10:00 a.m. on 17 May 2011 in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, Haikou City, Hainan Province, the PRC.

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

A form of proxy for use at the Annual General Meeting is accompanied with this circular. Whether or not you are able to attend the Annual General 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 Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so desire.

The reply slip for the Annual General Meeting 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 Meilan Airport Complex, Haikou City, Hainan Province, the PRC no later than Tuesday, 26 April 2011 (Tuesday) in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

E. BOOK CLOSURE

The H share register of the Company will be closed from Saturday, 16 April 2011 to Tuesday, 17 May 2011 (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 Saturday, 16 April 2011, are entitled to attend and vote at the Annual General Meeting after completing the registration procedures for attending the meeting.

In order to be entitled to attend and vote at the Annual General Meeting (or any adjournment thereof) on 17 May 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 Friday, 15 April 2011.

F. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting.

G. 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*
Liang Jun
Chairman

Hainan PRC, 1 April 2011

In order to (a) clarify the scope of the term “other senior management personnel” in the Articles of Association; (b) provide that if the quorum of the Board falls below the required number as a result of resignation of a Director, the Director resigning from the Board shall continue to perform the duty of a director prior to the engagement of the new director; and (c) make corresponding changes in light of the recent acceptance of Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange, the Board proposes make the following amendments to the Articles of Association:

- (1) The existing Article 7 of the Articles of Association provides that:

“7. The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager, and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association.

The shareholders may bring legal actions against the Company according to the Articles of Association; the Company may bring legal actions against the shareholders according to the Articles of Association; the shareholders may bring legal actions against the shareholders; the shareholders may bring legal actions against the directors, supervisors, general manager and other senior management personnel according to the Articles of Association.

Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.”

It is proposed that the existing Article 7 be deleted in its entirety and be substituted by the following new Article 7:

“7. The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager (from hereinafter also includes president, chief executive, etc.), and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association.

The shareholders may bring legal actions against the Company according to the Articles of Association; the Company may bring legal actions against the shareholders according to the Articles of Association; the shareholders may bring legal actions against the shareholders; the shareholders may bring legal actions against the directors, supervisors, general manager and other senior management personnel according to the Articles of Association.

Other senior management personnel of the Articles of Association refer to the assistant general manager, secretary of the board of directors and chief financial officer of the Company.

Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.”

- (2) The existing Article 94 of the Articles of Association provides that:

“94. Directors are elected in shareholders’ general meetings. The term of service is three years. After completion of a term, a director can stand for re-election.

Any notice of intention to propose a person for election as a director and any notice by such person of his willingness to be elected shall be given no earlier than the day after the despatch of the notice of the meeting appointed for such shareholders’ meeting and no later than seven (7) days prior to the date of such meeting.

Chairman and vice chairman are elected and dismissed by more than half of all of the directors. The term of service is three years. They can stand for re-election after their term is completed.

The shareholders’ general meeting, in accordance with the premises of adhering to the relevant laws and administrative regulations, may dismiss any director whose term is not completed by ordinary resolution (any request for contract indemnity is not affected).

Directors are not required to hold any shares of the Company.

Chairman, vice chairman and directors may also serve as general manager, assistant general manager or other senior management personnel of the Company (with the exception of supervisor).”

It is proposed that the existing Article 94 be deleted in its entirety and be substituted by the following new Article 94:

“94. Directors are elected in shareholders’ general meetings. The term of service is three years. After completion of a term, a director can stand for re-election.

Any notice of intention to propose a person for election as a director and any notice by such person of his willingness to be elected shall be given no earlier than the day after the despatch of the notice of the meeting appointed for such shareholders’ meeting and no later than seven (7) days prior to the date of such meeting.

Chairman and vice chairman are elected and dismissed by more than half of all of the directors. The term of service is three years. They can stand for re-election after their term is completed.

The shareholders’ general meeting, in accordance with the premises of adhering to the relevant laws and administrative regulations, may dismiss any director whose term is not completed by ordinary resolution (any request for contract indemnity is not affected).

Directors may tender resignation prior to the expiry of term of office. Directors shall submit a written resignation to the board of directors.

If the quorum of the board of the directors falls below the required number as a result of resignation of director, the former director shall perform the duties as director in accordance with the laws, administrative regulations, department rules and the Articles of Association prior to the engagement of new director.

Under the situation mentioned in the above paragraph, resignation of director shall take effect upon the engagement of the new director. Save as provided above, resignation of director shall take effect upon the submission of written resignation to the board of directors.

Directors are not required to hold any shares of the Company.

Chairman, vice chairman and directors may also serve as general manager, assistant general manager or other senior management personnel of the Company (with the exception of supervisor).”

- (3) The existing Article 142 of the Articles of Association provides that:

“142. The financial statements of the Company shall, in addition to being prepared in accordance with China’s accounting standards and regulations, be prepared in accordance with either international accounting standard or that of the place where overseas shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in a note to the financial statement. When the Company distributes profits after tax, the lower of the profits after tax as shown in the financial statements (i) prepared according to China accounting standard, or (ii) prepared according to international or that of the place where overseas shares are listed shall be adopted.”

It is proposed that the existing Article 142 be deleted in its entirety and be substituted by the following new Article 142:

“142. The financial statements of the Company shall be prepared either in accordance with China’s accounting standards and regulations or in accordance with international accounting standards or those of the place where overseas shares are listed.”

- (4) The existing Article 143 of the Articles of Association provides that:

“143. Interim reports or financial information published or disclosed by the Company shall be prepared in accordance with China’s accounting standards and regulations, and also with either international standard or that of the place of listing overseas.”

It is proposed that the existing Article 143 be deleted in its entirety and be substituted by the following new Article 143:

“143. Interim reports or financial information published or disclosed by the Company shall be prepared either in accordance with China’s accounting standards and regulations or in accordance with either international standards or those of the place of listing overseas.”

NOTICE OF THE ANNUAL 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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Hainan Meilan International Airport Company Limited (the “Company”) will be held at 10:00 a.m. on 17 May 2011 (Tuesday) in the meeting room of the Company on 3rd Floor, Meilan Airport Complex, 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:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the working report of the board of directors of the Company for the year ended 31 December 2010;
2. To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2010;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2010;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2010;
5. To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the Company's auditors, who will hold office until the conclusion of the next annual general meeting, and to authorise the chairman of the board of directors of the Company to determine their remunerations;
6. To consider and approve the annual remuneration proposal for the Company's directors, supervisors and company secretary for the year 2011;
7. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

* For identification purposes only

NOTICE OF THE ANNUAL GENERAL MEETING

BY WAY OF SPECIAL RESOLUTIONS

8. “**THAT** the proposal by the board of directors of the Company (the “Board”) to amend the articles of association of the Company in the manner as set out in the circular of the Company dated 1 April 2011 to the shareholders of the Company, of which this notice forms part, be and is hereby approved, and the Board be and is hereby authorised to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”
9. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By the order of the Board
Hainan Meilan International Airport Company Limited*
Liang Jun
Chairman

Hainan, the PRC
1 April 2011

As at the date of this notice, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Liang Jun, Mr. Dong Zhanbin 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 Saturday, 16 April 2011 to Tuesday, 17 May 2011 (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 AGM (or any adjournment thereof) on 17 May 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 15 April 2011 (Friday).**
- (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 Saturday, 16 April 2011 are entitled to attend and vote at the AGM after complying with the necessary registration procedures.
- (C) Holders of H shares and domestic shares of the Company, who intend to attend the AGM, must complete and return the reply slips for attending the AGM to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the AGM, i.e. no later than Tuesday, 26 April 2011. Holders of H shares and domestic shares of the Company can deliver the reply slips by hand, by post or by facsimile.

NOTICE OF THE ANNUAL GENERAL MEETING

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

- (D) Each holder of H shares who has the right to attend and vote at the AGM (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 AGM. 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 AGM 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 AGM. 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 AGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM 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 AGM, 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 AGM, 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) The AGM is expected to last not more than one day. Shareholders or proxies attending the AGM are responsible for their own transportation and accommodation expenses.
- (I) The 2010 final dividend will be distributed on or before Friday, 15 July 2011 to those shareholders whose names are registered in the Company's register of members on Saturday, 16 April 2011.
- (J) In the year 2011, subject to the approval of the Shareholders, the Company will engage PricewaterhouseCoopers Zhong Tian CPAs Company Limited as the auditors of the Company in 2011 financial year until the end of the next annual general meeting. It is currently intended that the Company's interim financial report for 2011 shall be examined by PricewaterhouseCoopers Zhong Tian CPAs Company Limited, and in which case, its remuneration as auditors will be RMB1,550,000 per year.
- (K) For the year 2011, the allowance standard (after tax) for directors, supervisors and the company secretary of the Company will be as follows: the allowance paid to the chairman of the board and executive directors will be RMB70,000 per person; the allowance paid to the non-executive directors will be RMB50,000 per person; the allowance paid to the independent non-executive directors will RMB100,000 per person; the allowance paid to the supervisors was RMB20,000 per person; the allowance paid to the company secretary will be RMB30,000 per person.