



## 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 24 OCTOBER 2011

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 9:00 a.m. on 24 October 2011 (Monday) in the meeting room of the Company on 3rd Floor, Meilan Airport Office Building, 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)

Ordinary Resolutions		For	Against
To consider, confirm, ratify and approve the assets transfer agreement dated 26 August 2011 entered into between the Company and Haikou Meilan Airport Co., Ltd. ("Parent Company") and the major and connected transaction (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) contemplated thereunder.			
To consider, confirm, ratify and approve the land use right transfer agreement dated 26 August 2011 entered into between the Company and Parent Company and the discloseable and connected transaction (as defined in the Listing Rules) contemplated thereunder.			
To consider, confirm, ratify and approve the interim report of the Company for the six months ended 30 June 2011.			
To consider and approve the interim profit distribution of the Company for the six months ended 30 June 2011.			
Special Resolutions		For	Against
To consider and approve the amendments to the existing articles of association of the Company.			
To consider and approve the issue of domestic corporate bonds to be issued by the Company with an aggregate principal amount of not more than RMB900 million ("Domestic Corporate Bonds Issue"), on the conditions set forth below:			
Aggregate principal amount:	Not more than RMB900 million (subject to the approved limit of domestic issue)		
Maturity:	5 years to 7 years (single maturity period or mixed maturity periods); the varieties of maturity and the issue size for each variety shall be subject to final determination by the Board according to relevant rules and regulations and market conditions as authorised by the Shareholders at the EGM)		
Use of proceeds:	All the proceeds from the Domestic Corporate Bonds Issue shall be used by the Company to meet medium-long-term development capital needs and improve capital structure		
Listing:	Application for listing of and dealing in the Domestic Corporate Bonds shall be filed with the Shanghai Stock Exchange following the completion of the Domestic Corporate Bonds Issue		
Guarantee:	In the event that the Company expects to fail to repay any amounts of principal or interest of the Domestic Corporate Bonds on schedule or when such amounts fall due, the Company shall take a series of measures to guarantee the repayment, including but not limited to: (i) not to declare any profit distribution to the Shareholders; (ii) to postpone the implementation of capital expenditure projects such as material investment, merger or acquisition; (iii) to reduce or discontinue the payment of salaries and bonuses of Directors and members of senior management; and (iv) not to approve any transfer or secondment of the primarily responsible staff		
Term of validity of resolution:	The Shareholders' resolutions in respect of the Domestic Corporate Bonds Issue, if passed, shall be valid for 24 months from the date of approval by the Shareholders at the EGM		
To consider and approve the authorization to the Board (and the Board shall further authorize a committee comprising two or more executive Directors), to deal with (including, but not limited to) the relevant matters in relation to the Domestic Corporate Bonds Issue according to the applicable laws and regulations and the market conditions prevailing at the time of issue:			
1) to formulate, to the extent permitted by laws and regulations and according to the Company's specific circumstances and the market conditions, the specific terms and arrangements of the Domestic Corporate Bonds Issue and make any changes and adjustments to such terms and arrangements, including but not limited to, total amount, maturity, coupon rate or the calculation method, timing of issue, offer tranche (if any), redemption and repurchase mechanism (if any), duration and method of repayment of the principal and the interests placing arrangement, place of listing and any other matters in relation to the Domestic Corporate Bonds Issue;			

<p>2) to appoint relevant professional parties involved in the Domestic Corporate Bonds Issue and to prepare and submit the relevant application documents to the relevant regulatory authorities;</p> <p>3) to appoint the bonds trustee manager, sign and execute the entrusted bonds management agreement and other necessary documents and formulate the rules on the meetings of the holders of the Domestic Corporate Bonds;</p> <p>4) to sign, revise, finalize and execute all the documents, agreements, contracts and other statutory documents relating to the Domestic Corporate Bonds Issue and its Listing, including but not limited to the prospectus, the sponsor agreement, the underwriting agreement, the entrusted bonds management agreement, the listing agreement and various announcements, and make appropriate information disclosure pursuant to the applicable laws and regulations and relevant regulatory rules;</p> <p>5) to deal with all the approval, registration, filing, examination and consent procedures relating to the Domestic Corporate Bonds Issue, to handle all the matter relating to the listing of the Domestic Corporate Bonds after the Domestic Corporate Bonds Issue and to take necessary, appropriate and proper actions relating to the Domestic Corporate Bonds Issue and its Listing as are deemed to be;</p> <p>6) to apply to the relevant regulatory authorities for their approval on the Domestic Corporate Bonds Issue and to make adjustments to the specific terms and arrangements of the Domestic Corporate Bonds Issues according to the opinions of the relevant regulatory authorities or in the event of any changes in the relevant authorities' policies regarding the issue and Listing of Domestic Corporate Bonds or in the market conditions;</p> <p>7) to deal with the repayment of principal and interest in relation to the Domestic Corporate Bonds Issues;</p> <p>8) to determine as to whether to continue the Domestic Corporate Bonds Issue according to the actual circumstances in the event of any material changes in the market conditions or policies and regulations; and</p> <p>9) to deal with any other matters relating to the Domestic Corporate Bonds Issue.</p> <p>The Board shall, under the condition of obtaining the above authorization from the Shareholders at the EGM, delegate such authorization to the committee of bonds issue, which is composed of the executive directors of the Company, unless otherwise provided by relevant laws and regulations, relevant provisions of government regulatory departments or articles of association of the Company, or adopted by way of resolutions on a board meeting convened by all the directors of the Company, to implement the above authorized issues with the signature of any member of the committee of bonds issue.</p> <p>The above mentioned authorization, if granted, shall be valid from the date of approval of the Domestic Corporate Bonds Issue by the Shareholders at the EGM to the date on which the above issues authorized to the Board to deal with are completed.</p>	
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Date: \_\_\_\_\_ 2011

Signature(s): \_\_\_\_\_

**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 authorized in writing. If the instrument appointing a proxy 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 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 4 October 2011 (Tuesday). 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:

Meilan Airport Office Building  
Haikou City  
Hainan Province  
PRC  
Tel: (86-898) 6576 2009  
Fax: (86-898) 6576 2010

\* For identification purpose only