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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 RE-ELECTION OF EXECUTIVE DIRECTOR
AND SUPERVISOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

The Board recently received supplemental proposals from Haikou Meilan International Airport Company Limited, the controlling shareholder of the Company, to nominate candidates of director and supervisor. In accordance with the relevant laws and regulations and the Articles of Association of the Company, the Board hereby submits the above mentioned supplemental proposals to the Annual General Meeting for consideration and approval as ordinary resolutions, details of which are set forth in this circular.

This supplemental circular should be read together with the circular of the Company dated 10 April 2012 (the "First Circular"). A notice convening the Annual General Meeting to be held in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China on 29 May 2012 (Tuesday) at 10:00 a.m. is set out in the First Circular. A supplemental notice notifying the Annual General Meeting to be held as originally scheduled and containing additional proposed resolutions is set out on pages 7 to 8 of this supplemental circular. A second proxy form (the "Second Proxy Form") containing the originally proposed resolutions and additional proposed resolutions of appointment of director and supervisor is also enclosed herewith.

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the Second Proxy Form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

* *For identification purposes only*

10 May 2012

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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, 29 May 2012 in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, 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
“associate(s)”	has the meaning ascribed under the Listing Rules
“Board”	the board of Directors of the Company
“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
“controlling shareholder”	has the meaning ascribed under the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 May 2012, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company including A Share(s) and H Share(s)
“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, Chairman
Dong Zhanbin, President
Xing Xihong

Non-executive Directors:

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:

Office Building of Meilan Airport
Haikou City
Hainan Province,
the PRC

Principal Place of Business

in Hong Kong:
16/F Luk Kwok Centre
72 Gloucester Road
Wanchai
Hong Kong

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR
AND SUPERVISOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Board recently received supplemental proposals from Haikou Meilan International Airport Company Limited, the controlling shareholder of the Company, to nominate candidates of director and supervisor. In accordance with the relevant laws and regulations and the Articles of Association of the

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LETTER FROM THE BOARD

Company, the Board hereby submits the above mentioned supplemental proposals to the Annual General Meeting for consideration and approval as ordinary resolutions, details of which are set forth in this circular.

This supplemental circular should be read together with the First Circular of the Company dated 10 April 2012. The purpose of this supplemental circular is to provide you with information in connection with the proposed re-election of director and supervisor of the Company and the supplemental notice of Annual General Meeting.

PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR AND SUPERVISOR

The Company has recently received from Haikou Meilan International Airport Company Limited, the controlling shareholder of the Company, a proposal in relation to the reelection of Mr. Liang Jun and Mr. Dong Guiguo as a director and a supervisor of the Company, respectively.

According to the relevant laws and regulations and the Articles of Association, the appointment of directors and supervisors is subject to the approval of the Shareholders. The Board hereby submits the proposal as additional ordinary resolutions at the Annual General Meeting to approve the following appointments, respectively:

- (1) Mr. Liang Jun, as an executive director of the Company; and
- (2) Mr. Dong Guiguo, as a supervisor of the Company.

The above proposed appointments of director and supervisor are subject to the approval of the Shareholders by way of ordinary resolution(s) at the Annual General Meeting.

BACKGROUND OF THE PROPOSED CANDIDATES STANDING FOR ELECTION

Background of Mr. Liang Jun and Mr. Dong Guiguo are as follows:

Liang Jun

Mr. Liang Jun, aged 49, has a master degree in business administration. From October 1991 to January 1999, Mr. Liang served as the general manager of Hainan Airlines Co., Ltd. Sanya Branch, Ningbo Base and acted as its chief representative in Shanghai. He was appointed as the chairman of HNA Hotel Management Group in February 1999, executive vice president of HNA Group Co., Ltd. in March 2001. From August 2003 to March 2006, he served as the chief executive officer, vice president and president of HNA Hotel Holdings Ltd. Mr. Liang became the president and general manager of HNA International Hotel Ltd. in April 2006, and also the president and chief executive officer of HNA Food Holdings Ltd., general manager of Hainan Airlines Food Company Limited, and became the vice president of HNA Hotels & Resorts Ltd. and HNA Hotel Holdings Ltd. in March 2007. Mr. Liang has extensive experience in corporate management. He has served as the chairman and legal representative of Sanya Phoenix International Airport Co., Ltd. since 31 January 2012. He has been the vice chairman and president of HNA Airport Group Company Limited since 20 February 2012. Mr. Liang was appointed as the executive director of the Company on 25 May 2009 and appointed as the chairman of the Company on 21 March 2011. He has also served as a member of the nomination committee and the strategic committee of the Board of the Company.

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Save as disclosed above, Mr. Liang has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Liang has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this circular, Mr. Liang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO and does not hold any shares of the Company.

Upon approval of Mr. Liang's appointment by the Shareholders, Mr. Liang will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders of the Company at the Annual General Meeting is obtained.

Pursuant to the Articles of Association, Mr. Liang will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Liang will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Liang's proposed appointment as a director of the Company 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.

Dong Guiguo

Mr. Dong Guiguo, aged 49, was appointed as a supervisor of the Company on 25 May 2009 and has served as the chairman of the supervisory committee of the Company. Mr. Dong graduated from Civil Aviation University of China majoring in aircraft engine. He has pursued further studies in China Europe International Business School. He is an aviation engineer and accountant. Mr. Dong has worked at civil aviation maintenance base in Beijing, Beijing Aircraft Maintenance Engineering Co., Ltd., HNA Group Purchase Management Department, HNA Group Airport Management Department and HNA Airport Group Co., Ltd.. Since October 2000, he has respectively served as standing deputy manager of the aviation material and equipment procurement center of the procurement department of HNA Group, deputy general manager of airport management department of HNA Group, general manager of Haikou Meilan International Airport Co., Ltd., executive chairman's assistant, general manager of the finance department and general manager of the project management department of HNA Airport Group Company Limited and vice chairman, vice president and chief financial officer of HNA Airport Group Company. Mr. Dong was appointed as a Director of the Company from March 2006 to October 2008 and become the Financial Officer of the Company in December 2006. He was appointed as the Chief Financial Director of the Company in April 2007. In December 2008, he was resigned and quitted the

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Company. Currently, Mr. Dong is the vice president of HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司) and the chairman of HNA Airport Group Company Limited. He has extensive work experience in civil aviation and finance.

Save as disclosed above, Mr. Dong has not held any directorship in other listed companies in the past three years.

Save as disclosed above, Mr. Dong has not held any concurrent position in the Company or any other member of the Group in the past three years, and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

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

Upon approval of Mr. Dong's appointment by the Shareholders, Mr. Dong will enter into a service contract with the Company for a term of three years commencing from the date on which approval by the Shareholders of the Company at the Annual General Meeting is obtained. Pursuant to the Articles of Association, Mr. Dong will, if approved by the Shareholders, be elected and appointed at the general meeting and may offer himself for subsequent re-election and reappointment.

The remuneration of Mr. Dong will be determined at the general meeting pursuant to the Articles of Association and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed herein, Mr. Dong has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointment of Mr. Dong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

THE ANNUAL GENERAL MEETING

The Annual General Meeting will be held in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China on 29 May 2012 (Tuesday) at 10:00 a.m as scheduled. A supplemental notice notifying the Annual General Meeting to be held as originally scheduled and containing additional proposed resolutions is set out on pages 7 to 8 of this supplemental circular. A Second Proxy Form containing the originally proposed resolutions and additional proposed resolutions of re-election of director and supervisor is also enclosed herewith.

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the Second Proxy Form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant

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meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors consider that the proposed re-election of director and supervisor mentioned above are in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders should vote in favour of the relevant resolutions at the Annual General Meeting.

Yours faithfully,

By the order of the Board

Hainan Meilan International Airport Company Limited*

Liang Jun

Chairman

Hainan PRC, 10 May 2012

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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)

Reference is made to the notice of annual general meeting for 2011 of Hainan Meilan International Airport Company Limited (the “**Company**”) dated 10 April 2012.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the annual general meeting for 2011 of the Company (“**Annual General Meeting**”) will be held in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China on 29 May 2012 (Tuesday) at 10:00 a.m. as scheduled. In addition to the resolutions set out in the notice of Annual General Meeting dated 10 April 2012, the Annual General Meeting will also consider and, at its discretion, adopt the following supplemental proposals submitted by Haikou Meilan International Airport Company Limited (a controlling shareholder of the Company):

AS ORDINARY RESOLUTIONS:

“8. To consider and, if thought fit, to approve the re-election of Mr. Liang Jun as an executive director of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

9. To consider and, if thought fit, to approve the re-election of Mr. Dong Guiguo as a supervisor of the Company, to authorise the board of directors of the Company to determine his remuneration and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.”

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Further, the special resolutions numbered 9 and 10 respectively set out in the notice of Annual General Meeting of the Company dated 10 April 2012 shall be re-numbered and referred to as special resolutions numbered 11 and 12 respectively.

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

Hainan, the PRC
10 May 2012

Notes:

1. Detailed information regarding the supplemental proposals on re-election of director and supervisor is set out in the supplemental circular of the Annual General Meeting of the Company dated 10 May 2012. Other than the above mentioned supplemental proposals, there are no changes to other matters in connection with the Annual General Meeting. For details of the other resolutions to be considered at the Annual General Meeting and other related matters, please refer to the notice of the Annual General Meeting of the Company dated 10 April 2012.
2. Shareholder who intend to appoint a proxy to attend the Annual General Meeting, shall complete and return the enclosed second proxy form, containing the originally proposed resolutions and additional proposed resolutions, to the registrar of H shares of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.
3. Please refer to the notice of the Annual General Meeting of the Company dated 10 April 2012 for details in respect of other resolutions to be passed at the Annual General Meeting, eligibility for attending the Annual General Meeting, registration procedures, closure of register of members, procedures for demanding a poll to vote on resolutions and other relevant matters.

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.