



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)

Second Proxy form for the 2011 Annual General Meeting to be held on 29 May 2012

I/we (Note 1) _____ of _____ (Note 1) being the registered holder(s) of (Note 2) _____ shares of RMB1.00 each in the share capital of Hainan Meilan International Airport Company Limited (the "Company"), hereby appoint the chairman of the Annual General Meeting or (Note 3) _____ of _____ as my/our proxy/proxies for _____ H shares/domestic shares which I/we hold in the Company to attend and vote at the 2011 Annual General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 29 May 2012 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China or at any adjournment thereof. The proxy/proxies is/are authorised to vote for me/us and in my/our name(s) as directed below in respect of the following resolutions and other matters which may be dealt with at the Annual General Meeting. In the 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):

By way of ordinary resolutions:		For	Against	Abstention
1.	To consider and approve the working report of the board of directors of the Company for the year ended 31 December 2011;			
2.	To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2011;			
3.	To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2011;			
4.	To consider and approve that the Company does not make final dividend distribution for the year ended 31 December 2011;			
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 and supervisors for the year 2012;			
7.	to consider and approve the re-election of Mr. Hu Wentai as a non-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;			
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;			
10.	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 way of extraordinary resolutions:				
11.	To consider and approve the resolution of amending the respective provisions of the Articles of Association;			
12.	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.			

Signed this _____ day of _____ 2012 Signature(s): _____

- Notes:
- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in **BLOCK LETTERS**.
 - Please insert the number and class of shares registered in your name(s); if no number is inserted, this second form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
 - If any proxy other than the chairman of the Annual General Meeting is appointed, strike out "the chairman of the Annual General Meeting or" and insert the name(s) and address(es) of the proxy/proxies desired in the spaces provided.
 - IMPORTANT:** If you wish to vote for a resolution, please place a "✓" in the box marked "FOR". If you wish to vote against a resolution, please place a "✓" in the box marked "AGAINST". Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion. The shares abstained will not be counted in the calculation of the required majority. Your proxy will also be entitled to vote at his discretion on any resolution (or any amendment thereto) properly put to the Annual General Meeting other than those set out in the notice convening the Annual General Meeting.
 - In the case of joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. But if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
 - This second form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of legal person, must be either under its seal or signed by a director or attorney duly authorized to sign the same.
 - For holders of H shares of the Company, this second form of proxy together with a notarially certified copy of the power of attorney or other authority, if any, must be lodged at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof in order for such documents to be valid.
 - Shareholders or their proxies attending the Meeting shall produce their identity documents.
 - IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 10 APRIL 2012 SHOULD NOTE THAT:**
 - If no Second Proxy Form is lodged with the Company's H Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 10 April 2012 and the First Proxy Form, including resolutions for the appointment of director and supervisor set out in the supplemental circular and supplement notice of AGM of the Company dated 10 May 2012.
 - If the Second Proxy Form is lodged with the Company's H Share Registrar not less than 24 hours before the time fixed for convening the AGM ("Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - For holders of domestic shares of the Company, this second form of proxy together with a notarially certified copy of the power of attorney or other authority, if any, must be delivered to Secretary Office to the board of directors of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC, not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof in order for such documents to be valid.
 - A proxy need not be a member of the Company but must attend the meeting in person to represent you.
 - Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this second form of proxy, this form of proxy will be deemed to have been revoked.
 - Each alteration made to this second form of proxy must be initialed by the person who signs it.

* For identification purpose only