
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 APPOINTMENT OF EXECUTIVE DIRECTOR
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 Monday, 20 August 2012 in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC is set out on pages 6 to 8 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:

| | |
|---------------------------|---|
| “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 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 |
| “Director(s)” | director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 20 August 2012 in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC |
| “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 |
| “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
Xing Xihong

Non-executive Directors:

Hu Wentai, *Vice-chairman*
Zhang Hanan
Chan Nap Kee, Joseph
Yan Xiang

Independent Non-executive Directors:

Xu Bailing
Fung Ching Simon
George F. Meng
Feng Daan

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

10 July 2012

To the Shareholders

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY 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 and the proposed appointment of executive Director and to give you notice of the EGM to consider and, if thought fit, to approve the resolutions at the EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

B. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announces that a special resolution will be proposed at the EGM to be held on 20 August 2012 to amend the Articles of Association regarding the composition of the Board in order to reflect the changes in relevant matters of the Company.

The Board proposes that Article 93 of the Articles of Association, which provides that “the Board of the Company is composed of eleven directors, including one chairman and one vice-chairman. The Board should have over half (consists of half) of outside directors (those directors who have no operational responsibilities within the Company), and should have over one third of independent non-executive directors (those directors who are independent from the shareholders of the company and have no operational responsibilities within the company)” shall be amended to read as “the Board of the Company is composed of eleven directors, including one chairman and two vice-chairmen. The Board should have over half (consists of half) of outside directors (those directors who have no operational responsibilities within the company), and should have over one third of independent non-executive directors (those directors who are independent from the shareholders of the company and have no operational responsibilities within the company)”.

It is proposed that the Shareholders shall authorize 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.

The Board 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 coming EGM.

C. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. Liu Lu as an executive Director with effect from the passing of the resolution approving the appointment thereof at the EGM. The Board also approved the appointment of Mr. Liu Lu as the president of the Company with effect from the conclusion of the board meeting of the Company held on 5 July 2012.

Mr. Liu Lu, aged 42, has a master degree in business administration Beijing University of Aeronautics and Astronautics. From July 1990 to April 1993, Mr. Liu Lu worked for the finance department of Anhui Hydro Construction and Engineering Co., Ltd (安徽省水利建築安裝公司). From June 1994 to July 1998, he worked for the finance department of HNA Airlines Company Limited (海南航空股份有限公司). From October 1998 to March 2003, he served as the chief financial officer and vice general manager of Hainan Meilan Airport Company Limited (海南美蘭機場股份有限公司), Haikou Meilan Airport Company Limited (海口美蘭機場有限責任公司), and Chang’an Airline Company Limited (長安航空有限責任公司), respectively. From March 2003 to January 2004, he served as the chief financial officer, finance department manager and the president of Hainan Airport Company Limited (海南機場股份有限公司). He had been the chief financial officer and general manager of Yangtze River Express Company Limited (揚子江快運航空有限公司), the chairman of Shanghai Yangtze River Logistics Management Consulting Company Limited (上海揚子江物流管理諮詢有限公

LETTER FROM THE BOARD

司) and the chief financial officer and general manager of Guohua Life Insurance Company Limited (國華人壽有限公司) from January 2004 to October 2006. He had served as the chief financial officer, executive vice president, and executive president of Gansu Airport Group Company Limited (甘肅機場集團有限公司) from October 2006 to February 2008. He had served as the chief financial officer, president, executive director and chairman of HNA Airport Group Company Limited (海航機場集團有限公司) from February 2008 to January 2012. Mr. Liu Lu is also the chairman of Haikou Meilan International Airport Company Limited (海口美蘭國際機場有限責任公司) since November 2011.

Save as disclosed herein, Mr. Liu Lu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not entered into or proposed to enter into any other service agreements with the Company or any member of the group; (iv) does not hold any other positions with the Company and its subsidiaries; and (v) has not held any directorship in any public listed companies in the last three years from the date of this circular.

Subject to the approval of the resolution at the EGM, it is proposed that Mr. Liu Lu enter into a service agreement with the Company, which is for a term of three years commencing on the date of the passing of the resolution at the EGM. Pursuant to the terms of the proposed service agreement, Mr. Liu Lu's emolument will be determined with reference to the remuneration policies as approved at the EGM, among which the emolument of Mr. Liu Lu for the year of 2012 will be RMB70,000 (after-tax) per annum.

Save as disclosed above, there is no information relating to Mr. Liu Lu that is required to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules, nor is there any matter about him that needs to be brought to the attention of the Shareholders.

D. EGM

Set out on pages 6 to 8 of this circular is a notice convening the EGM to be held at 10:00 a.m. on Monday, 20 August 2012 in the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

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 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 Meilan Airport, Haikou City, Hainan Province, the PRC no later than Tuesday, 31 July 2012 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, 21 July 2012 to Monday, 20 August 2012 (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 on Saturday, 21 July 2012, 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 Monday, 20 August 2012, 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, 20 July 2012.

F. RECOMMENDATIONS

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

Yours faithfully,

By the order of the Board

Hainan Meilan International Airport Company Limited*

Liang Jun

Chairman

Hainan, the PRC

10 July 2012

* *For identification purposes only*

NOTICE OF 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 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 20 August 2012 (Monday) 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 (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

BY WAY OF ORDINARY RESOLUTION

1. To consider and, if thought fit, to approve the appointment of Mr. Liu Lu as an executive director of the Company, to authorize the board of directors of the Company to determine his remuneration and to authorize the chairman of the board of directors or any executive director of the Company to execute a service agreement or such other documents or supplemental agreements or deeds on behalf of the Company.

BY WAY OF SPECIAL RESOLUTION

2. To consider and, if thought fit, to approve the amendment to the articles of association of the Company in the following manner:

The existing Article 93 of the articles of association of the Company shall be amended to read as “the Board of the Company is composed of eleven directors, including one chairman and two vice-chairmen. The Board should have over half (consists of half) of outside directors (those directors who have no operational responsibilities within the company), and should have over one third of independent non-executive directors (those directors who are independent from the shareholders of the company and have no operational responsibilities within the company)”.

By the order of the Board

Hainan Meilan International Airport Company Limited*

Liang Jun

Chairman

Hainan, the PRC

6 July 2012

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (A) A circular containing, among others, details of the proposed amendments to the articles of association of the Company, biographical details of Mr. Liu Lu will be despatched to the Shareholders as soon as possible.
- (B) The H share register of the Company will be closed from Saturday, 21 July 2012 to Monday, 20 August 2012 (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 Monday, 20 August 2012, 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 Queens Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 20 July 2012.
- (C) 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 on Saturday, 21 July 2012 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (D) 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 Tuesday, 31 July 2012. 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 Meilan Airport Haikou City
Hainan Province
PRC
Tel: (86-898) 6576 2009
Fax: (86-898) 6576 2010

- (E) 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.
- (F) 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.
- (G) 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 (E) and (F) 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 (D) 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.
- (H) 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.
- (I) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (J) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.

BOOK CLOSURE NOTICE

The H share register of the Company will be closed from 21 July 2012 (Saturday) to 20 August 2012 (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 20 August 2012 (Monday), 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 20 July 2012 (Friday).

As at the date of this notice, the board of directors of the Company comprises of (i) three executive directors, namely Mr. Liang Jun, Mr. Dong Zhanbin and Ms. Xing Xihong; (ii) four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an.