



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 20 AUGUST 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 extraordinary general meeting (the "EGM") 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 EGM of the Company to be held at 10:00 a.m. on Monday, 20 August 2012 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the Peoples 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 and other matters which may be dealt with at the EGM. 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 resolution		For	Against	Abstention
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		For	Against	Abstention
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)".			

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 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 EGM is appointed, strike out "the chairman of the EGM 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 EGM other than those set out in the notice convening the EGM.
- 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 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 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 EGM shall produce their identity documents.
- For holders of domestic shares of the Company, this 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 form of proxy, this form of proxy will be deemed to have been revoked.
- Each alteration made to this form of proxy must be initialed by the person who signs it.

* For identification purpose only