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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

**RE-ELECTION OF DIRECTORS AND SUPERVISOR**  
**PAYMENT OF INTERIM DIVIDENDS**  
**AMENDMENTS TO SENIOR MANAGEMENT COMPENSATION**  
**SCHEME**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 11 of this circular.

A notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 28 October 2013 at 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 12 to 15 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*

12 September 2013

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## DEFINITIONS

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*Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:*

“Board”	board of Directors of the Company
“Company”	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 PRC with limited liability
“controlling shareholder”	has the meaning ascribed under the Listing Rules
“Directors”	directors of the Company
“Extraordinary General Meeting” or “EGM”	the Extraordinary General Meeting of the Company to be held at 10:00 a.m. on Monday, 28 October 2013 at 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 Administration Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“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

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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)**

*Executive Directors:*

Mr. Liang Jun, *Chairman*  
Mr. Wang Zhen, *vice-chairman*  
Mr. Yang Xiaobin  
Mr. Yang Xuqiang

*Non-executive Directors:*

Mr. Hu Wentai, *vice-chairman*  
Mr. Chan Nap Kee, Joseph  
Mr. Yan Xiang

*Independent Non-executive Directors:*

Mr. Xu Bailing  
Mr. Fung Ching, Simon  
Mr. George F. Meng  
Mr. 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,

**RE-ELECTION OF DIRECTORS AND SUPERVISOR  
PAYMENT OF INTERIM DIVIDENDS  
AMENDMENTS TO SENIOR MANAGEMENT COMPENSATION SCHEME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**A. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to the proposed re-election of Directors and supervisor, proposed payment of interim dividends, proposed amendments to senior management compensation scheme and to give notice of the Extraordinary General Meeting to consider and, if thought fit, to approve the resolutions at the Extraordinary General Meeting.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### B. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISOR

On 29 August 2013, the Board proposed to re-elect the following existing Directors (the “Existing Directors”) as Directors of the fifth session of the Board:

- (i) Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang for re-election as non-executive Directors;
- (ii) Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da’an as independent non-executive Directors.

Mr. Xu Bailing and Mr. Fung Ching, Simon have served more than 9 years as independent non-executive directors of the Company. The Board confirms that each of Mr. Xu Bailing and Mr. Fung Ching, Simon still meet the independence requirements set out in Rules 3.13. Mr. Xu Bailing and Mr. Fung Ching, Simon have relevant accounting or industrial experience and have a deep understanding of the Group’s operation. Based on such, the Board believes that Mr. Xu Bailing and Mr. Fung Ching, Simon are independent of the Group and will continue to make contribution to the Company.

The biographical details of such re-electing and proposed Directors as required to be disclosed under the Listing Rules are set out below:

#### **Chan Nap Kee, Joseph**

Mr. Chan Nap Kee, Joseph (陳立基), aged 52, was reappointed as non-executive Director of the Company in October 2010. Mr. Chan acquired his master’s degree from the University of Strathclyde in the major of International Marketing and a diploma from Peking University in China Investment and Trade Study. He holds licenses of Type 1 (dealing in securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Chan has nearly 25 years management experience in banking, investment banking and asset investment. Mr. Chan was the deputy general manager of Credit Agricole Bank from 1986 to 1994, where he was also in charge of China business. From 1992 to 1994, he was also the co-head of Credit Agricole Asset Management South East Asia Limited. From 1994 to now, Mr. Chan has been a founding partner of Oriental Patron Financial Group. He is also an executive director of Oriental Patron Asia Ltd.. Mr. Chan was appointed as an executive director of Kaisun Energy Group Limited (Stock Code: 8203, a company listed in the GEM board of the Stock Exchange) in September 2008 and is the Chairman of that group. Mr. Chan was appointed as a non-executive director of North Asia Strategic Holdings Limited on 19 February 2013.

Subject to the approval of the resolutions at the EGM, it is proposed that Mr. Chan Nap Kee, Joseph 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

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## LETTER FROM THE BOARD

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to the terms of his proposed service agreements, Mr. Chan Nap Kee, Joseph's emolument will be RMB50,000 per annum determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed herein, Mr. Chan Nap Kee, Joseph (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 the circular.

Save as disclosed above, there is no information relating to Mr. Chan Nap Kee, Joseph 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 them that needs to be brought to the attention of the Shareholders.

### **Yan Xiang**

Mr. Yan Xiang (燕翔), aged 49, was re-appointed as non-executive director of the Company in October 2010. Mr. Yan graduated from Peking University, where he received a bachelor's degree in Economics and a master's degree in Economics. From January 1988 to August 1991, he had been a teaching assistant and lecturer in Economics at Peking University. After August 1991, he was a research fellow with the Research Center of the People's Government of Hainan Province, the general manager of Hainan Securities Exchange Center and the president of Hainan Securities Company Limited. He had been a director of Zhongfu Industrial Co., Ltd. and an independent director of China United Travel Company Limited. Mr. Yan is the Chairman of the China Region of the Oriental Patron Financial Group and the President of the Oriental Patron Resources Investment Limited. Mr. Yan had been the executor director of Hainan Development Promotion Association, committee member of Experts Committee in Research of National Debts and Futures and committee member of Credit Assessment Experts Committee of China Credit Securities Assessment Limited.

Subject to the approval of the resolutions at the EGM, it is proposed that Mr. Yan Xiang 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 his proposed service agreements, Mr. Yan Xiang's emolument will be RMB50,000 per annum determined with reference to the remuneration policies of the Company.

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## LETTER FROM THE BOARD

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Save as disclosed herein, Mr. Yan Xiang (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 the circular.

Save as disclosed above, there is no information relating to Mr. Yan Xiang 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 them that needs to be brought to the attention of the Shareholders.

### **Xu Bailing**

Mr. Xu Bailing (徐柏齡), aged 79, was re-appointed as an independent non-executive director of the Company in October 2010. He has also served as the chairman of the audit committee and the nomination committee and a member of the strategic committee of the Board. Mr. Xu was the representative of the Fourth and Fifth National People's Congress and a member of the Ninth Chinese People's Political Consultative Conference. Mr. Xu had worked for the Civil Aviation Beijing Administrative Bureau since 1954, holding various positions such as pilot, supervisor and captain and was appointed Deputy Head and Head of Department in January 1977 and June 1979 respectively. Mr. Xu was then appointed as the vice director of CAAC in December 1986 and then as the general manager of Air China in March 1988. He was appointed as a consultant of CAAC in August 1993.

Subject to the approval of the resolutions at the EGM, it is proposed that Mr. Xu Bailing 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 his proposed service agreements, Mr. Xu Bailing's emolument will be RMB100,000 per annum determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed herein, Mr. Xu Bailing (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 the circular.

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## LETTER FROM THE BOARD

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Save as disclosed above, there is no information relating to Mr. Xu Bailing 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 them that needs to be brought to the attention of the Shareholders.

### **Fung Ching, Simon**

Mr. Fung Ching, Simon (馮征), aged 44, was re-appointed as an independent non-executive Directors of the Company in October 2010. He has also served as the chairman of the strategic committee and a member of the audit committee and remuneration committee of the Board. Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked in PricewaterhouseCoopers between 1994 and 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (stock code: 02355.HK) between 2004 and 2010. Mr. Fung joined Greentown China Holdings Limited (stock code: 3900.HK) in August 2010 and served as the chief financial officer and company secretary. Mr. Fung has over 8 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for a PRC company listed in Hong Kong, and has 10 years of experience in auditing, accounting and business advisory with a "Big4" international accounting firm. Mr. Fung is currently a non-executive director of Baoye Group Company Limited.

Subject to the approval of the resolutions at the EGM, it is proposed that Mr. Fung Ching, Simon 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 his proposed service agreements, Mr. Fung Ching, Simon's emolument will be RMB100,000 per annum determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed herein, Mr. Fung Ching, Simon (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 the circular.



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## LETTER FROM THE BOARD

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Save as disclosed above, there is no information relating to Mr. Fung Ching, Simon 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 them that needs to be brought to the attention of the Shareholders.

### **George F. Meng**

Mr. George F. Meng (孟繁臣), aged 69, was re-appointed as an independent non-executive director of the Company in October 2010. He has also served as a member of the audit committee of the Board. Mr. Meng graduated from Civil Aviation University of China in 1966, where he studied radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University for further study of English language. From 1984 to 1991, he once studied FAA Aircraft Dispatcher Training Course sponsored by Aviation Training Services, Long Island, New York, Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. During the years of 1966 to 1988, Mr. Meng served various positions including Radio Station Master of Communication Department of CAAC Chengdu Administration, Dean of the Technical English Department of Civil Aviation University of China, and Deputy Director of CAAC Training Center. After 1991, he was a director and the general manager of China Resource Ltd., USA. From 2000 to now, Mr. Meng is the president of Soaring Eagle Industrial LLC., USA. Since September 2010, he has been the principal of Northern New Jersey Huaxia Chinese School (non-profit organization). He has served as the general manager (United States) of Hua Ling Consultant Inc. in Toronto, Canada since January 2012.

Subject to the approval of the resolutions at the EGM, it is proposed that Mr. George F. Meng 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 his proposed service agreements, Mr. George F. Meng's emolument will be RMB100,000 per annum determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed herein, Mr. George F. Meng (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 the circular.

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## LETTER FROM THE BOARD

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Save as disclosed above, there is no information relating to Mr. George F. Meng 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 them that needs to be brought to the attention of the Shareholders.

### **Feng Da'an**

Mr. Feng Da'an (馮大安), aged 66, was appointed as an independent non-executive director of the Company on 26 July 2010. He has also served as the chairman of the remuneration committee and a member of the nomination committee and strategic committee of the Board. Mr. Feng graduated from the Industrial and Civil Construction Specialty of Lanzhou University of Technology in December 1981. From January 1982 to October 1990, he served various positions as ordinary official, department chief, specialized sub-branch president and vice president of China Construction Bank, Gansu Branch. In October 1990, he began serving as a vice president of China Construction Bank, Hainan Branch. In July 1995, he began serving as a deputy director of the Securities Administration Office of Hainan Province. He served as deputy director general and director general of the Local Taxation Bureau of Hainan Province from August 1998 to December 2007, and retired in December 2007. At present, Mr. Feng serves as independent director of three listed companies, namely Beijing Hualian Hypermarket Co., Ltd. (A share code: 600361), Sundiro Holding Co., Ltd. (A share code: 000571) and Hainan Dadonghai Tourism Centre (Holdings) Co., Ltd. (A share code: 000613).

Subject to the approval of the resolutions at the EGM, it is proposed that Mr. Feng Da'an 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 his proposed service agreements, Mr. Feng Da'an's emolument will be RMB100,000 per annum determined with reference to the remuneration policies as approved at the EGM.

Save as disclosed herein, Mr. Feng Da'an (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 the circular.

Save as disclosed above, there is no information relating to Mr. Feng Da'an 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 them that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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The Board wished to inform the Shareholders that Mr. Zhang Shusheng has been nominated to be re-elected as supervisor of the Company.

Mr. Zhang Shusheng (張述聖), aged 76, is a senior reporter. He was re-appointed as an Independent Supervisor of the Company in July 2010. He is a graduate of the Department of Chinese, Lan Zhou University majoring in Han Literature. He once worked for Gansu Daily and the People's Daily. In June 1994, he was transferred to China Civil Aviation News working as the chief editor and Party branch secretary and was responsible for the management of China Civil Aviation News. He has been the vice-chairman of Gansu Province Journalist Association, the president of the Association for Resident Correspondent in Gansu Province, the managing director of China Press Cultural Advancement Association and the director of China Civil Aviation Association. He has been working as a consultant of China Civil Aviation News since March 1999.

The term of service for Mr. Zhang Shusheng will be for three years commencing from the date on which approval by the shareholders of the Company at the EGM is obtained. The amounts of the emoluments of Mr. Zhang Shusheng will be RMB20,000 for each year. He will also be entitled to such bonus as decided by the Board. The annual emoluments of Mr. Zhang Shusheng are determined by the shareholders of the Company with reference to his duties and responsibilities in the Company, the Company's performance and the current market situation.

Save as disclosed above, Mr. Zhang Shusheng does not have any relationships with any directors, supervisors, senior management of the Company or substantial shareholders or controlling shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There is no other matter that needs to be brought to the attention of the Shareholders.

### C. PROPOSED PAYMENT OF INTERIM DIVIDENDS

On 29 August 2013, the Board proposed to pay an interim dividend of RMB0.098 per share (before tax) on or before Friday, 27 December 2013 (the “**2013 Interim Dividend**”) to shareholders of the Company whose names appear on the Company's Register of Members on Tuesday, 5 November 2013, and to authorise the Directors to take necessary actions required under the applicable laws and regulations in connection thereto.

### D. AMENDMENTS TO SENIOR MANAGEMENT COMPENSATION SCHEME

On 29 August 2013, the Board proposed to amend the senior management compensation scheme by stopping withholding 2% of the net profit of the Group for the preceding year for granting performance bonuses and stock appreciate rights to senior management (the “**Amendments to Senior Management Compensation Scheme**”). The Amendments to Senior Management Compensation Scheme shall take effect from the beginning of the year 2013.

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## LETTER FROM THE BOARD

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### **E. EXTRAORDINARY GENERAL MEETING**

Set out on pages 12 to 15 of this circular is a notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 28 October 2013 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. At the EGM, among other things, ordinary resolutions will be proposed to consider, and if thought fit, to approve the proposed re-election of Existing Directors and supervisor, the payment of 2013 Interim Dividend and the amendments to senior management compensation scheme.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Extraordinary General Meeting 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 at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than 8 October 2013 (Tuesday) in accordance with the instructions printed thereon.

### **F. BOOK CLOSURE**

The Company's Register of Members will be closed from 27 September 2013 (Friday) to 28 October 2013 (Monday) (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the EGM (or any adjournment thereof) on 28 October 2013 (Monday), shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 26 September 2013 (Thursday).

The Company's Register of Members will be closed from Friday, 1 November 2013 to Tuesday, 5 November 2013, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2013 Interim Dividend, shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's

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## LETTER FROM THE BOARD

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Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 31 October 2013. The Company will pay the 2013 Interim Dividend on 27 December 2013 upon the approval of the Extraordinary General Meeting.

### **G. RECOMMENDATIONS**

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

Yours faithfully,

By Order of the Board

**Hainan Meilan International Airport Company Limited\***

**Liang Jun**

*Chairman*

Hainan PRC, 12 September 2013

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on 28 October 2013 (Monday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

### **BY WAY OF ORDINARY RESOLUTIONS**

1. To consider and approve the re-election of Mr. Chan Nap Kee, Joseph 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;
2. To consider and approve the re-election of Mr. Yan Xiang 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;
3. To consider and approve the re-election of Mr. Xu Bailing as an independent 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;

\* *For identification purposes only*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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4. To consider and approve the re-election of Mr. Fung Ching, Simon as an independent 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;
5. To consider and approve the re-election of Mr. George F. Meng as an independent 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;
6. To consider and approve the re-election of Mr. Mr. Feng Da'an as an independent 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;
7. To consider and approve the re-election of Mr. Zhang Shusheng 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;
8. To consider and approve the interim dividend distribution plan of the Company for the first half year of 2013;
9. To consider and, if thought fit, to approve the amendments to senior management compensation scheme;
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 the order of the Board  
**Hainan Meilan International Airport Company Limited\***  
**Liang Jun**  
*Chairman*

Hainan, the PRC 12 September 2013

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, there are eleven directors on the Board. They are: Mr. Liang Jun, Mr. Wang Zhen, Mr. Yang Xiaobin and Mr. Yang Xuqiang as executive directors; Mr. Hu Wentai, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang as non-executive directors; and Mr. Xu Bailing, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Feng Da'an as independent non-executive directors.*

*Notes:*

- (A) **The Company's Register of Members will be closed from Friday, 27 September 2013 to Monday, 28 October 2013, during which no transfer of shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 26 September 2013.**

**The Company's Register of Members will be closed from Friday, 1 November 2013 to Tuesday, 5 November 2013, during which time no transfer of shares will be registered. In order to qualify for the entitlement of the 2013 Interim Dividend, shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 31 October 2013. The Company will pay the interim dividend on 27 December 2013 upon the approval of the Extraordinary General Meeting.**

- (B) 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 at the close of business on Friday, 27 September 2013 are entitled to attend and vote at the Extraordinary General Meeting after complying with the necessary registration procedures.

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 at the close of business on Friday, 1 November 2013 are entitled to receive the 2013 Interim Dividend after complying with the necessary registration procedures.

- (C) Holders of H shares and domestic shares of the Company, who intend to attend the Extraordinary General Meeting, must complete and return the reply slips for attending the Extraordinary General Meeting to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the Extraordinary General Meeting, i.e. no later than Tuesday, 8 October 2013. 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

- (D) Each holder of H shares who has the right to attend and vote at the Extraordinary General Meeting (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 Extraordinary General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.



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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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- (E) 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 Extraordinary General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) 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 Extraordinary General Meeting. Notes (D) and (E) 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 (C) above, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Extraordinary General Meeting 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 Extraordinary General Meeting, 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 Extraordinary General Meeting, 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.
- (H) The Extraordinary General Meeting is expected to last not more than one day. Shareholders or proxies attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.
- (I) 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 Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Extraordinary General Meeting.