



# 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 2013 Annual General Meeting to be held on 20 May 2014

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) \_\_\_\_\_ as my/our proxy/proxies for \_\_\_\_\_ H shares/domestic shares which I/we hold in the Company to attend and vote at the 2013 Annual General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 20 May 2014 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 (the "Board") for the year ended 31 December 2013;			
2.	To consider and approve the working report of the supervisory committee of the Company for the year ended 31 December 2013;			
3.	To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2013;			
4.	To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2013;			
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 to determine their remunerations;			
6.	To consider and approve the annual remuneration proposal for the Company's directors and supervisors for the year 2014;			
7.	To consider and approve the appointment of Mr. Zhang Peihua as an executive director of the Company, to authorise the Board to determine his remuneration and to authorise the chairman of the Board 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; and			
8.	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 special resolutions:				
9.	<p><b>"THAT:</b></p> <p>(a) the Company be and is hereby authorised, to launch asset-backed securities up to RMB1.4 billion (the "Asset-backed Securities") using the airport revenue right (收益權) receivable by the Company from domestic and overseas airplane companies and other enterprises arising from the construction and operation of the Meilan Airport for a period from three months before the establishment of the Asset-backed Securities Plan to five years after the establishment of the Asset-backed Securities</p> <p>(b) i. to make appropriate adjustments to the assets-backed Plan subject to the market condition, policies and the approval of the state government and industry governmental institutions, such as State Council, the China Securities Regulatory Commission (CSRC) or the Banking Regulatory Committee, changes of administrative policies and requirements made by regulatory departments, provided that offer size, use of proceeds and the content of difference made-up guarantee remains unchanged.</p> <p>ii. to establish management systems in relation to collection, transfer and allocation of funds raised under the assets-backed Plan, and to execute and amend all necessary documents in relation to the assets-backed Plan in accordance with requirements of the State laws and regulations and Regulatory departments; and</p> <p>iii. to handle other matters in relation to the asset-backed scheme."</p>			

\* For identification purposes only

10.	<p><b>“THAT:</b></p> <p>(1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, or make or grant offers, agreements or purchase options, subject to the following conditions:</p> <p>(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;</p> <p>(b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:</p> <p>(i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue at the date of passing this Resolution; and</p> <p>(ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of passing this Resolution, in each case as of the date of this Resolution; and</p> <p>(c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and</p> <p>(2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board be authorised to:</p> <p>(a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):</p> <p>(i) determine the class and number of shares to be issued;</p> <p>(ii) determine the issue price of the new shares;</p> <p>(iii) determine the opening and closing dates of the new issue;</p> <p>(iv) determine the use of proceeds of the new issue;</p> <p>(v) determine the class and number of new shares (if any) to be issued to the existing shareholders;</p> <p>(vi) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and</p> <p>(vii) in the case of an offer or allotment of shares to the shareholders of the Company, exclude shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC (“<b>Hong Kong</b>”) on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;</p> <p>(b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this Resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and</p> <p>(c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities, and take any other required actions and complete any other procedures as required.</p> <p>For the purposes of this Resolution:</p> <p>“<b>Domestic Shares</b>” means domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;</p> <p>“<b>H Shares</b>” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars; and</p> <p>“<b>Relevant Period</b>” means the period from the passing of this Resolution until the earliest of:</p> <p>(a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or</p> <p>(b) the expiration of the 12-month period following the passing of this Resolution; or</p> <p>(c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.”</p>			
11.	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 \_\_\_\_\_ 2014

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 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”. The shares abstained will not be counted in the calculation of the required majority. Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion. 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 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.
- 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 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.