



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 DOMESTIC SHAREHOLDERS CLASS MEETING
 TO BE HELD ON 30 SEPTEMBER 2014
 AND ANY ADJOURNMENT THEREOF**

I/We¹ _____
 of _____
 being the registered holder(s) of² _____ domestic shares (“**Domestic Shares**”) of RMB1.00 each in the share capital of Hainan Meilan International Airport Company Limited (the “**Company**”), HEREBY APPOINT the chairman of the domestic shareholders class meeting of the Company (“**Domestic Shareholders Class Meeting**”) or³ _____
 of _____
 or failing him/her _____
 of _____
 as my/our proxy in respect of⁴ _____ Domestic Shares which I/we hold in the Company to attend and vote for me/us and on my/our behalf at the Domestic Shareholders Class Meeting to be held at 11:30 a.m. on 30 September 2014 (Tuesday) (or immediately after the conclusion or adjournment of the extraordinary general meeting and the class meeting of holders of H shares of the Company) at the meeting room of the Company on 3rd floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Domestic Shareholders Class Meeting dated 15 August 2014 (the “**Notice**”) and at the Domestic Shareholders Class Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Domestic Shareholders Class Meetings in such manner as he thinks fit.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 15 August 2014 unless the context requires otherwise.

SPECIAL RESOLUTIONS		For ⁵	Against ⁵	Abstain ⁵
1.	To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the granting to the Board a specific mandate to allot and issue the Subscription Shares at the subscription price of RMB5.69 (equivalent to approximately HK\$7.17) per Subscription Share upon completion of the Subscription Agreement and to make corresponding changes or amendments to the articles of association of the Company (as more particularly described in resolution numbered 1 in the Notice).			
2.	To approve, ratify and confirm the SPA and the transactions contemplated thereunder, including but not limited to the granting to the Board a specific mandate to allot and issue the Consideration Shares at the issue price of RMB5.69 (equivalent to approximately HK\$7.17) per Consideration Share upon completion of the SPA and to make corresponding changes or amendments to the articles of association of the Company (as more particularly described in resolution numbered 2 in the Notice).			

Signature(s)⁶: _____

Date: _____

* For identification purpose only

Notes:

1. Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in **BLOCK LETTERS**.
2. Please insert the number of domestic shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all such domestic shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the Domestic Shareholders Class Meeting is appointed, strike out “the chairman of the Domestic Shareholders Class Meeting or” and insert the name(s) and address(es) of the proxy/proxies desired in the spaces provided.
4. **Please indicate clearly the number of domestic shares in the Company registered in your name(s) in respect of which the proxy is so appointed.** If no such number is inserted, the proxy is deemed to be appointed in respect of all the domestic shares in the Company registered in your name(s).
5. **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”. If you wish to abstain from voting on any resolution, please place a “✓” in the box marked “ABSTAIN”. Failure to complete a box will entitle your proxy to cast your vote(s) at his discretion. The shares abstained will be counted in the calculation of the required majority.
6. 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.
7. 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.
8. 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 Domestic Shareholders Class Meeting or any adjournment thereof in order for such documents to be valid.
9. Each alteration made to this form of proxy must be initialled by the person who signs it.
10. Shareholder who intends to attend the Domestic Shareholders Class Meeting must complete the reply slip for attending the Domestic Shareholders Class Meeting and deliver it to the Secretary Office to the board of directors of the Company not later than 20 days before the date of the Domestic Shareholders Class Meeting, i.e. on or before 9 September 2014 (Tuesday). This reply slip may be delivered 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