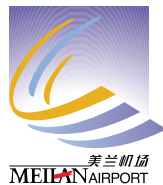

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 APPOINTMENT OF AN EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 16 February 2015 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 5 to 7 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.

31 December 2014

* For identification purposes only

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
Introduction	2
Proposed appointment of an executive director	3
Extraordinary General Meeting	3
Book Closure	4
Recommendations	4
 Notice of the Extraordinary General Meeting	 5

DEFINITIONS

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 16 February 2015 (Monday) 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
“Mr. Zhang”	Mr. Zhang Hao (張昊)
“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

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:

Mr. Wang Zhen, *Chairman*
Mr. Yang Xiaobin, *General Manager*
Mr. Zhang Peihua, *Vice President and Chief Financial Officer*
Mr. Liang Jun

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. Deng Tianlin

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

Reference is made to the announcement of the Company dated 31 December 2014 in relation to the proposed appointment of an executive director.

The purpose of this circular is to provide you with information in relation to the proposed appointment of an executive director 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

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Subject to the approval by the shareholder of the Company, the Board of the Company proposed to appoint Mr. Zhang as an executive director with effect from the date of the EGM of the Company.

In order to allow the shareholders of the Company to make an informed decision in respect of the proposed appointment, the biographical details of Mr. Zhang is set out below pursuant to Rule 13.51 (2) of the Listing Rules.

Mr. Zhang, aged 28, graduated from London School of Economics and Political Science with a bachelor degree in Bsc Business Mathematics and Statistics in June 2008.

Mr. Zhang has extensive experience in the field of business management and capital market. He has been serving as the president assistant of Bohai Leasing Co., Ltd.* (渤海租賃股份有限公司, Shenzhen Stock Exchange stock code: 000415) since June 2013, and the general manager assistant in the securities department of HNA Group Company Limited* (海航集團有限公司) since July 2013. He served as the risk control commissioner and the fund manager assistant of Haitong (Hong Kong) Assets Management Co., Ltd.* (海通(香港)資產管理有限公司) from October 2008 to September 2009, and from September 2009 to December 2010, respectively. He was the private equity investment vice president of Haitong (Hong Kong) Financial Holdings Co., Ltd.* (海通(香港)金融控股有限公司) from December 2010 to April 2011. Mr. Zhang held various positions in the securities department of HNA Group Company Limited* (海航集團有限公司), including the capital operation manager, the fund project senior business manager and the manager of overseas capital operation management center, from April 2011 to December 2011, from December 2011 to April 2012, and from April 2012 to June 2013, respectively.

Mr. Zhang (i) has not held any other directorships in listed public companies in the last three years; (ii) does not have any relationship with any other directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Zhang will be appointed for a term of 3 years commencing from the grant of approval at the EGM of the Company and subject to re-election in accordance with the articles of association of the Company or pursuant to the Listing Rules. The remuneration of Mr. Zhang as director will be determined according to the standards for executive directors of the Company.

C. EXTRAORDINARY GENERAL MEETING

Set out on pages 5 to 7 of this circular is a notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 16 February 2015 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, an ordinary resolution will be proposed to consider, and if thought fit, to approve the proposed appointment of Mr. Zhang.

LETTER FROM THE BOARD

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 27 January 2015 (Tuesday) in accordance with the instructions printed thereon.

D. BOOK CLOSURE

The Company's Register of Members will be closed from 17 January 2015 (Saturday) to 16 February 2015 (Monday) (both days inclusive), during which time no transfer of shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, 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 16 January 2015 (Friday).

E. RECOMMENDATIONS

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the Extraordinary General Meeting is 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*
Xing Zhoujin
Company Secretary

Hainan, the PRC, 31 December 2014

NOTICE OF THE 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 OF THE EXTRAORDINARY GENERAL MEETING

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 16 February 2015 (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 appointment of Mr. Zhang Hao (張昊) as an executive director of the Company, to authorize the Board to determine his remuneration and to authorize 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
2. 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*

Xing Zhoujin

Company Secretary

Hainan, the PRC, 31 December 2014

As at the date of this announcement, the Board comprises of (i) four executive directors, namely Mr. Wang Zhen, Mr. Liang Jun, Mr. Yang Xiaobin and Mr. Zhang Peihua; (ii) three non-executive directors, namely Mr. Hu Wentai, 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. Deng Tianlin.

* For identification purposes only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

- (A) **The Company's Register of Members will be closed from 17 January 2015 (Saturday) to 16 February 2015 (Monday) (both days inclusive), 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 16 January 2015 (Friday).**
- (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 16 January 2015 (Friday) are entitled to attend and vote at the Extraordinary General Meeting 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 27 January 2015 (Tuesday). 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.
- (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.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (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.