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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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**海南美蘭國際空港股份有限公司**  
**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  
THREE NON-EXECUTIVE DIRECTORS  
AND  
NOTICE OF THE EGM**

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A letter from the Board is set out on pages 3 to 8 of this circular.

The notice for convening the EGM to be held at 10:00 a.m. on Thursday, 3 March 2022 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 9 to 11 of 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 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.

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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:*

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	Hainan Meilan International Airport Company Limited (海南美蘭國際空港股份有限公司), a joint stock company incorporated in the PRC with limited liability
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, 3 March 2022 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
“Nomination Committee”	the nomination committee of the Company
“Parent Company”	Haikou Meilan International Airport Co., Ltd. (海口美蘭國際機場有限責任公司), a limited liability company established in the PRC on 25 August 1998 and the controlling shareholder of the Company
“PRC”	the People’s Republic of China and for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Supervisor”

the supervisor of the Company

*Unless otherwise specified in this circular, the English names of the PRC entities are transliteration of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*

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## LETTER FROM THE BOARD

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# 海南美蘭國際空港股份有限公司 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:*

Wang Hong (*Chairman and President,  
Authorized Representative*)

Wang Zhen

Wang Hexin

Xing Zhoujin (*Company Secretary,  
Authorized Representative*)

Yu Yan (*Chief Financial Officer*)

*Non-executive Directors:*

Tu Haidong

Yuan Yubao

*Independent Non-executive Directors:*

Deng Tianlin

Fung Ching, Simon

George F Meng

Ye Zheng

*To the Shareholders,*

Dear Sir/Madam,

### **PROPOSED APPOINTMENT OF THREE NON-EXECUTIVE DIRECTORS AND NOTICE OF THE EGM**

#### **A. INTRODUCTION**

Reference is made to the announcement of the Company dated 14 January 2022. The purpose of this circular is to provide you with information in relation to the proposed appointment of three non-executive Directors, and to give you notice of the EGM to consider and, if thought fit, to approve the resolutions to be proposed at the EGM.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### **B. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

The Board announces that ordinary resolutions will be proposed at the EGM to appoint each of Mr. Li Zhiguo (李志國先生) (“**Mr. Li**”), Mr. Qiu Guoliang (邱國良先生) (“**Mr. Qiu**”) and Mr. Wu Jian (吳健先生) (“**Mr. Wu**”) as a non-executive Director, respectively, with effect from the date of the EGM, subject to the Shareholders’ approval.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Li, Mr. Qiu and Mr. Wu are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

#### **Mr. Li**

The biographical details of Mr. Li are as follows:

Mr. Li, aged 34, obtained a master’s degree from Renmin University of China (中國人民大學) in June 2011, majoring in public policy. He is currently the deputy general manager of the Parent Company. From July 2011 to March 2016, he served successively as the text conference secretary of the office text conference unit, the file seal manager of the file security centre and the director of the text secretary centre of HNA Group Company Limited (海航集團有限公司) (“**HNA Group**”). From March 2016 to July 2016, he served as the deputy director of the office of the board of directors of HNA Tourism Group Co., Ltd. (海航旅遊集團有限公司). From July 2016 to December 2018, he served successively as the office deputy director, the deputy general manager of the social responsibility department, the executive deputy director of the board of directors office and the committee office director of office of Party and Mass affairs of the human resources department, and the office executive deputy director of HNA Group. From December 2018 to June 2020, he served as the office director of HNA Group. Since September 2020, he has been serving as the deputy general manager of the Parent Company.

Save as disclosed above and as at the date of this circular, Mr. Li (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Li as a non-executive Director which is required to be disclosed pursuant to Rule 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.

Subject to the approval by the Shareholders at the EGM, Mr. Li will be appointed as a non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. Mr. Li will not receive any Director’s fee from the Company.

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## LETTER FROM THE BOARD

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### Mr. Qiu

The biographical details of Mr. Qiu are as follows:

Mr. Qiu, aged 46, obtained a bachelor's degree from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in July 1997, majoring in air traffic management and dispatch. He is currently the deputy general manager of the Parent Company. From December 1997 to October 2000, he served successively as the dispatcher of the flight planning office of the production operation centre of the flight affairs department, the dispatcher and the manager assistant of the planning office of the production operation centre of HNA Group. From October 2000 to January 2002, he served as the operation command office director of the production operation and support centre of Chang'an Airlines Co., Ltd. (長安航空有限責任公司) ("**Chang'an Airlines**"). From January 2002 to December 2002, he served as the general manager assistant of the branch flight department of HNA Group. From December 2002 to October 2003, he served as the deputy manager and the director of dispatch control office, the director of the production operation control department and the director of the dispatch centre of the operation control department of Chang'an Airlines. From October 2003 to March 2004, he served successively as the deputy director and deputy manager of the dispatch centre of the operation control department of Hainan Airlines Holding Co., Ltd. (海南航空控股股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600221). From March 2004 to June 2011, he served successively as the head and the manager of the command centre and reform assistant of the management reform office, the assistant chief operating officer and the vice president of the Company. From June 2011 to January 2012, he served as the executive vice president of Sanya Phoenix International Airport Co., Ltd. (三亞鳳凰國際機場有限責任公司). From February 2012 to April 2017, he served successively as the vice president of HNA Airport Group Co., Ltd. (海航機場集團有限公司) ("**HNA Airport Group**"), the general manager of HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司) ("**HNA Infrastructure Industry**"), the vice president of HNA Industry Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司), the vice president of HNA Airport Group, the vice president and general manager of the purchasing management department of Hainan International Tourism Island Development and Construction Group Co., Ltd. (海航國際旅遊島開發建設(集團)有限公司) and the chief security officer of HNA Infrastructure Industry. From April 2017 to August 2018, he served successively as the chairman of Tianjin Northern Petroleum Co. Ltd. (天津北方石油有限公司) and the operating president of Hy Energy Group Co., Ltd. (海越能源集團股份有限公司) ("**Hy Energy Group**") (a company listed on the Shanghai Stock Exchange, stock code: 600387) etc.. From August 2018 to December 2020, he served successively as the chairman, the chief operating officer, and the president of Hy Energy Group. From December 2020 to August 2021, he served as the deputy general manager of Hainan Haidao Commercial Management Co., Ltd. (海南海島商業管理有限公司). Since August 2021, he has been serving as the deputy general manager of the Parent Company.

Mr. Qiu received a warning letter from the Zhejiang Supervision and Administration Bureau under the China Securities Regulatory Commission on 24 June 2020 on the ground that Hy Energy Group had provided guarantees for its controlling shareholders and related parties during his tenure of office as the chairman of Hy Energy Group, and the guarantees thereof had neither fulfilled the approval procedures nor had fulfilled the information disclosure obligations in the form of interim announcements.

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## LETTER FROM THE BOARD

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Save as disclosed above and as at the date of this circular, Mr. Qiu (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Qiu as a non-executive Director which is required to be disclosed pursuant to Rule 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.

Subject to the approval by the Shareholders at the EGM, Mr. Qiu will be appointed as a non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. Mr. Qiu will not receive any Director's fee from the Company.

### **Mr. Wu**

The biographical details of Mr. Wu are as follows:

Mr. Wu, aged 44, obtained a master's degree from Beihang University (北京航空航天大學) in June 2016, majoring in software engineering. He is currently the assistant to the president of HNA Airport Group. From July 1999 to August 2000, he served as the technical engineer of the Parent Company. From April 2001 to July 2008, he served successively as the system maintainer of the customer service department, the development engineer of the application development department, the system engineer of the operation guarantee department, the configuration administrator of the technical support expert group, the service planning administrator of the service planning centre and the service support manager etc. of Hainan HNA Aviation Information System Co., Ltd. (海南海航航空信息系統有限公司) ("**Hainan HNA Information**"). From July 2008 to May 2009, he served successively as the manager of the service support centre of the service operation department and the manager of the service operation department of Hainan HNA Information. From May 2009 to November 2010, he served as the general manager of IT service business department of Hainan HNA Information. From November 2010 to July 2011, he served as the general manager of the information management department of HNA Airport Group. Concurrently, from November 2010 to December 2011, he also served as the assistant to the executive officer of Hainan HNA Information. From July 2011 to February 2012, he served as the deputy leader of the HNA Smart Airport leading group and the standing office director of HNA Airport Group. From February 2012 to July 2012, he served as the general manager of the operation management department of HNA Airport Group. From July 2012 to November 2012, he served as the deputy general manager of the airport business department of HNA Infrastructure Industry. From November 2012 to March 2013, he served as the manager of the intelligent construction centre of airport management business department of HNA Industry Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司). From March 2013 to January 2018, he served as the vice president of the Company. From October 2017 to March 2018, he served as the executive Director of the Company. From September 2017 to April 2018, he served as the vice president of Hainan HNA Airport Management Co., Ltd. (海南海航機場管理有限公司). From April 2018 to July 2020, he served as the vice president and the general manager of the smart airport management department of HNA Airport Group. Since July 2020, he has been serving as the assistant to the president of HNA Airport Group.



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## LETTER FROM THE BOARD

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Save as disclosed above and as at the date of this circular, Mr. Wu (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Wu as a non-executive Director which is required to be disclosed pursuant to Rule 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.

Subject to the approval by the Shareholders at the EGM, Mr. Wu will be appointed as a non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. Mr. Wu will not receive any Director's fee from the Company.

The nomination of each of Mr. Li, Mr. Qiu and Mr. Wu for appointment as a non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nominations, the Nomination Committee has considered their past experience. The Nomination Committee is of the view that Mr. Li, Mr. Qiu and Mr. Wu will bring to the Board their own perspective, skills and experience, as described in their biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Li, Mr. Qiu and Mr. Wu can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, for Mr. Li, the Nomination Committee has considered his experience in enterprise and human resources management, for Mr. Qiu, the Nomination Committee has considered his experience in the aviation business management, and for Mr. Wu, the Nomination Committee has considered his experience in airport operation.

Based on the above, the Board, with the recommendation of the Nomination Committee, has nominated each of Mr. Li, Mr. Qiu and Mr. Wu for appointment as a non-executive Director at the EGM.

### **C. THE EGM**

The EGM will be convened to consider and, if thought fit, approve, among other things, the proposed appointment of three non-executive Directors.

Set out on pages 9 to 11 of this circular is the notice for convening the EGM to be held at 10:00 a.m. on Thursday, 3 March 2022 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM 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 meetings should you so desire.

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## LETTER FROM THE BOARD

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### D. BOOK CLOSURE

The Company's register of members will be closed from Saturday, 12 February 2022 to Thursday, 3 March 2022 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and form of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 11 February 2022.

### E. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the EGM 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 EGM as set out in the notice of EGM.

Yours faithfully,

By order of the Board

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

**Wang Hong**

*Chairman*

Hainan, the PRC  
25 January 2022

\* *For identification purposes only*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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**海南美蘭國際空港股份有限公司**  
**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 “**EGM**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 3 March 2022 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 (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 25 January 2022.

#### BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Li Zhiguo (李志國先生) as a non-executive Director, and to authorize the chairman of the Board or any executive Director 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 appointment of Mr. Qiu Guoliang (邱國良先生) as a non-executive Director, and to authorize the chairman of the Board or any executive Director 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 appointment of Mr. Wu Jian (吳健先生) as a non-executive Director, and to authorize the chairman of the Board or any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and

\* For identification purposes only

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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4. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding three (3) per cent or more of the shares carrying the right to vote at such meeting.

By order of the Board  
**Hainan Meilan International Airport Company Limited\***  
**Wang Hong**  
*Chairman*

Hainan, the PRC  
25 January 2022

*As at the date of this notice, the Board comprises (i) five executive directors, namely Mr. Wang Hong, Mr. Wang Zhen, Mr. Wang Hexin, Mr. Yu Yan and Mr. Xing Zhoujin; (ii) two non-executive directors, namely Mr. Tu Haidong and Mr. Yuan Yubao; and (iii) four independent non-executive directors, namely Mr. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. Ye Zheng.*

*Notes:*

- (A) The Company's register of members will be closed from Saturday, 12 February 2022 to Thursday, 3 March 2022 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and form of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 11 February 2022.
- (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, 11 February 2022 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (C) Each holder of H shares of the Company who has the right to attend and vote at the EGM (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 EGM. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of H shares of the Company (being a body corporate) must be affixed with the corporate seal of such holder of H shares of the Company or duly signed by the chairman of its Board or by its authorised 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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- (E) 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 EGM. Notes (C) and (D) also apply to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport  
Haikou City  
Hainan Province  
the PRC  
Tel: (86-898) 6996 6999  
Fax: (86-898) 6996 8999

- (F) If a proxy attends the EGM on behalf of a Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Share(s) attends the EGM, 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 EGM, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.
- (G) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (H) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.