

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of Hainan Meilan Airport Company Limited (the “Company”) will be held at 10 a.m. on Friday 9 May 2003 at the meeting room of the Company on 3rd Floor, Meilan Airport Complex at No. 6 Haikou City, Hainan Province, the People’s Republic of China (the “PRC”) to consider and, if thought fit, to pass the following resolutions :

By way of ordinary resolutions :

- 1 To consider and approve the working report of the Board of Directors of the Company for the year ended 31 December 2002;
- 2 To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2002;
- 3 To consider and approve the audited financial statements of the Company as at and for the year ended 31 December 2002;
- 4 To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2002, and to authorize the Board of Directors of the Company to distribute such dividend to shareholders;
- 5 To consider and approve the appointment of Ernst & Young (certified public accountants in Hong Kong) and Hainan Congxin (registered accountants in the PRC (excluding Hong Kong)) as the Company’s international and domestic auditors for the financial year 2003, respectively, to hold office until the conclusion of the following annual general meeting, and to determine their remuneration;
- 6 To consider and approve the resignation of Mr. Liu Lu and Mr. Li Xianhua as directors of the Company;
- 7 To consider and approve the appointment of each of Mr. Wang Zhen and Mr. Huang Qiu as a director of the Company (for biographies of the candidates of directors, see Note (F));
- 8 To consider and approve the remuneration of Directors, Supervisors and Secretary of the Board of year 2003;
- 9 To consider and approve proposed application with the relevant PRC authorities for a foreign invested joint stock company status;
- 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.



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By way of special resolutions :

- 11 To consider and, authorise the Board of Directors of the Company to, inter alia:
- (a) Subject to any governmental and/or regulatory approval under the applicable law, issue, allot, and deal with additional H Shares of the Company (not exceeding 20 per cent of the aggregate nominal amount of the H Shares in issue as at the date of passing of the shareholders' special resolution); and
  - (b) if applicable, amend the Company's Articles of Association accordingly, subject to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and the PRC Company Law (as may be respectively amended from time to time) as well as approval from the relevant PRC government authorities;
- 12 To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the share carrying the right to vote at such meeting.

By order of the Board

**Bai Yan**

*Company Secretary*

Hainan Province, the PRC

19 March 2003

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Notes :

(A) Holders of the Company's overseas listed foreign invested shares (in the form of H Shares) whose names appear on the Company's Register of Members which is maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 8 April 2003 are entitled to attend and vote at the Annual General Meeting after completing the registration procedures for attending the meeting.

(B) Holders of H Shares, who intend to attend the Annual General Meeting, must complete and return the written replies for attending the Annual General Meeting to the Office of the Secretary of the Board of Directors of the Company no later than Saturday, 19 April 2003.

Shareholders can deliver the written replies by hand, by post or by facsimile.

Details of the Office of the Secretary to the Board of Directors of the Company are as follows :

Meilan Airport Complex

Haikou City

Hainan Province

PRC

Tel: (86-898) 6575 1159

Fax: (86-898) 6575 1882

(C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Annual General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorization, must be notarially certified. 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. For holders of H Shares, the power of attorney or other documents of authorisation and proxy forms must be delivered to Computershare Hong Kong Investor Service Limited no less than 24 hours before the time appointed for the holding of the Annual General Meeting in order for such documents to be valid.

(D) The Company's Register of Members will be closed from Wednesday, 9 April 2003 to Friday, 9 May 2003 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the Annual General Meeting and qualify for entitlement to the 2002 dividend of RMB0.181 per share referred to above must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:00 p.m. on Tuesday, 8 April 2003 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited's address is as follows :

Shop 1712-1716

17th Floor, Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

(E) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.

(F) Biographies of candidates of directors :

Wang Zhen, aged 40. Mr. Wang graduated from the Mechanics Department of the Civil Aviation University of China with a major in plane engines. He has extensive working experience in civil aviation, and joined Hainan Airlines in 1992 where he held a number of top management positions, including executive vice president. Since August 2002, Mr. Wang become the Director of Operations Controlling Center of the Hainan Airlines.

Huang Qiu, aged 39. Mr. Huang graduated from the Civil Aviation University of China with majoring in finance. He has extensive experience in civil aviation includes positions in the finance division of the Southwest Administration Bureau of CAAC and Sanya Airport, as well as the Chongqing subsidiary company of Southwest Airlines. Mr. Huang joined Hainan Airlines in 1995 and held the positions of project manager, deputy general manager and general manager of the finance department. From October 2001 to February 2003, Mr. Huang acted as Financial Director of the Parent Company.

