

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Annual General Meeting") of Hainan Meilan International Airport Company Limited (the "Company") will be held at 10 May 2005 (Tuesday), 10:00 a.m. at the meeting room of the Company on 3rd Floor, Meilan Airport Complex 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 2004;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2004;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31 December 2004;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2004; and to authorise the Board of Directors of the Company to distribute such dividend to shareholders;
5. To consider and approve the re-appointment of PricewaterhouseCoopers (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 2005, respectively, to hold office until the conclusion of the next annual general meeting, and to determine their remunerations;
6. To consider and approve the remuneration of Directors, Supervisors and the Company's Secretary of year 2005;
7. 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:

8. To consider and, authorise the Board of Directors of the Company to:

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).

9. 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

22 March 2005

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 9 April 2005 (Saturday) are entitled to attend and vote at the Annual General Meeting and qualified for the redemption of 2004 final dividend.
- (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 19 April 2005 (Tuesday).

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 appointer or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other documents of authorisation, 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 authorised 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 Services 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 9 April 2005 (Saturday) to 9 May 2005 (Monday) (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 2004 dividend of RMB 0.074 per share (for Domestic shares, including tax; while for H shares, excluding tax) 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 8 April 2005 (Friday) 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:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (E) The 2004 final dividend will be distributed on or around 28 June 2005 (Tuesday) to those shareholders whose names registered in the Company's Register of Members on around 9 April 2005 (Saturday).
- (F) 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.