

## 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 on 7 June 2007 (Thursday), 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 2006;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2006;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31 December 2006;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2006;
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 year ending 31 December 2007, respectively, to hold office until the conclusion of the next annual general meeting, and to determine their remunerations;
6. To consider and approve the annual remuneration proposal for the Company's Directors and Supervisors for the year ending 31 December 2007;
7. To consider and approve the re-appointment of Mr. Zhang Han'an as non-executive director of the Company;
8. To consider and approve the re-appointment of Mr. Xie Zhuang as independent non-executive director of the Company;
9. To consider and approve the re-appointment of Mr. Zhang Shusheng as supervisor of the Company;
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.

**By way of extraordinary resolutions:**

11. 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 order of the Board

**Bai Yan**

*Company Secretary*

Hainan Province, the PRC  
20 April 2007

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### Notes:

- (A) Holders of the Company's H shares ("H shares") whose names appear on the Company's H Share register which is maintained by Computershare Hong Kong Investor Services Limited at the close of business on 4 May 2007 (Friday) are entitled to attend and vote at the Annual General Meeting (or any adjournment thereof).
- (B) Holders of H Shares and Domestic Shares of the Company ("Domestic Shares"), who intend to attend the Annual General Meeting, must complete and return the reply slips for attending the Annual General Meeting to the Secretary Office to the Board of Directors of the Company no later than 17 May 2007 (Thursday).

Holders of H Shares and Domestic Shares 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:

Meilan Airport Complex  
Haikou City  
Hainan Province  
PRC

Tel: (86-898) 6576 2009

Fax: (86-898) 6576 2010

- (C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting (or at 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 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 the proxy form must be delivered to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at Room 1806, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 24 hours before the time appointed for the holding of the Annual General Meeting (or at any adjournment thereof) in order for such documents to be valid.
- (D) Each holder of Domestic 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 of the Company or not, to attend and vote on his behalf at the Annual General Meeting. Note (C) above also applies to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the Secretary Office to the Board of Directors of the Company, the address of which is set out in Note (B) above, not less than 24 hours before the time appointed for the holding of the Annual General Meeting (or adjournment thereof) in order for such documents to be valid.
- (E) If a proxy attends the Annual General meeting on behalf of a shareholder, he should produce his ID card and the instrument signed by the shareholder appointer or his attorney, which specifies the date of its issuance. If the legal representative of a legal person shareholder attends the Annual General Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a legal person shareholder appoints a representative of the company other than its legal representative to attend the Annual General meeting, such representative should produce his ID card and an authorization instrument affixed with the seal of the legal person shareholder and duly signed by its legal representative.

- (F) The H Share register of the Company will be closed from 7 May 2007 (Monday) to 6 June 2007 (Wednesday) (both days inclusive), during which time no transfer of H Shares will be registered. Transferees of H Shares who wish to attend and vote in the Annual General Meeting must deliver all share transfer documents including (the duly stamped instruments of transfer and the relevant share certificate(s)), to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, by no later than 4:30 p.m. on 4 May 2007 (Friday) for completion of the registration of the relevant transfer.

The address of Computershare Hong Kong Investor Services Limited is as follows:

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

- (G) Set out below is the procedure by which shareholders of the Company and the chairman of any shareholders' meeting of the Company may demand a poll pursuant to the articles of association of the Company:

"At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is required in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or is demanded before or after any vote by show of hands by:

- (i) the chairman of the meeting;
- (ii) at least two shareholders with voting rights or their proxies; or
- (iii) any shareholder or shareholders (including proxies) holding separately or in aggregate 10 percent or more of the shares carrying the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman of the shareholders' meeting that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, that the resolution has been carried."

- (H) The Directors of the Company declared that there will be no final dividend payout for the year ended 31 December 2006.
- (I) 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.

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(J) The brief biographies of the directors of the Company who are proposed for re-appointment at the Annual General Meeting are set out below:

Mr. Zhang Han'an, aged 61, was appointed as a Non-executive Director of the Company in January 2004. Mr. Zhang has over 20 years of experience in military aviation in the PRC. From August 1998 to August 2002, Mr. Zhang acted as the vice general manager and later a general manager for the parent company. He resigned from the office of general manager of the Company and became a Non-executive Director of the Company in January 2004. Mr. Zhang is also the chairman of Hainan Meiya Enterprise Company Limited. Mr Zhang holds 20,000 staff shares in Hainan Airlines Company Limited, an associate and connected party of the Company.

Mr. Xie Zhuang, aged 53, was appointed as an Independent Non-executive Director of the Company in January 2004. Mr. Xie graduated from the Faculty of Law, Xi Nan College of Politics and Law and obtained a bachelor's degree in law. In December 1984, he was the vice presiding judge of the High Court (Civil Division) of Sichuan Province. In November 1986, he was the vice presiding judge of the High Court (Economic Division) of Sichuan Province, as well as the vice director of the Trademark Committee of Sichuan Province's Industrial Property Rights Research Association. In October 1989, Mr. Xie became a postgraduate student of the Faculty of Law, Beijing University and attained a master's degree in law. After graduation, he became the vice presiding judge of the Higher People's Court (Economic Division) of Sichuan Province. In February 1993, he was transferred to the Intermediate People's Court of Haikou City and has successively taken up such posts as Judicial Committee member, the presiding judge of Real Estate Division and the vice presiding judge and presiding judge of First Economic Division. In 1998, he was honored with the title of Level 4 Senior Judge of the PRC.

(K) The brief biography of the supervisor of the Company who is proposed for re-appointment at the Annual General Meeting is set out below:

Mr. Zhang Shusheng, aged 70, is a senior reporter. He was appointed as an Independent Supervisor of the Company in January 2004. He is a graduate of the Faculty of Chinese, Lan Zhou University majoring in Han Literature. He once worked for Gansu Daily and the People's Daily. In June 1994, he was transferred to China Civil Aviation News working as the chief editor and Party branch secretary and was responsible for the management of China Civil Aviation News. He has been the vice-chairman of Gansu Province Journalist Association, the president of the Association for Resident Correspondent in Gansu Province, the managing director of China Press Cultural Advancement Association and the director of China Civil Aviation Association. He has been working as a consultant of China Civil Aviation News since March 1999.