
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 CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 5 January 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 6 to 8 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.

21 November 2014

* For identification purposes only

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Articles”	the articles of association of the Company
“Board”	board of Directors of the Company
“Business License”	the new business license to be issued by the local Administration of Industry and Commerce as per the Proposed Change of Name
“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
“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 Monday, 5 January 2015 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
“PRC”	People’s Republic of China
“Proposed Change of Name”	the proposed change of the Chinese name of the Company from “海南美蘭國際機場股份有限公司” to “海航基礎股份有限公司” and the proposed change of the English name of the Company from “Hainan Meilan International Airport Company Limited” to “HNA Infrastructure Company Limited”
“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 CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

Reference is made to the announcement of the Company dated 18 November 2014 in relation to the proposed change of Chinese name of the Company from “海南美蘭國際機場股份有限公司” to “海航基礎股份有限公司” and the proposed change of the English name of the Company from “Hainan Meilan International Airport Company Limited” to “HNA Infrastructure Company Limited”.

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The purpose of this circular is to provide the Shareholders details of, among other things, the Proposed Change of Name, proposed amendments to the Articles and the notice of EGM.

B. PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 18 November 2014, the Board proposes to change the Chinese name of the Company from “海南美蘭國際機場股份有限公司” to “海航基礎股份有限公司” and to change the English name of the Company from “Hainan Meilan International Airport Company Limited” to “HNA Infrastructure Company Limited”. The Company has obtained the approval from the State Administration of Industry and Commerce regarding the proposed change of Chinese name of the Company on 30 October 2014.

Reasons for the Proposed Change of Name

The Proposed Change of Name is to be in line with the Company’s corporate strategy of expanding its business and promoting further development of the Company. By leveraging on the reputation and market image established by the 海航集團有限公司 (HNA Group Company Limited), which is the fourth largest airways group in the PRC as at the date of this circular, the Company expects to obtain more business and development opportunities in the future.

The Board believes that the new Company name can provide the Company with a more appropriate identity and image that will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Conditions of the Proposed Change of Name

The Proposed Change of Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Name at the EGM; and
- (b) the issuance of the Business License.

Subject to satisfaction of the conditions set out above, the proposed name will take effect from the date of issuance of the Business License. The Company will carry out all necessary filing procedures in Hong Kong upon the Proposed Change of Name becoming effective.

Effects of the Proposed Change of Name

The Proposed Change of Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for exchange of the existing share certificates for new share

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certificates bearing the new name of the Company. Once the Proposed Change of Name becomes effective, any issue of share certificates of the Company will be under the new name of the Company and the shares of the Company will be traded under a new stock short name.

C. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles correspondingly to reflect the Proposed Change of Name as mentioned in section B above. A full version of the Articles is available on the websites of the Stock Exchange at <http://www.hkexnews.hk> and of the Company at <http://www.mlairport.com>.

D. EXTRAORDINARY GENERAL MEETING

Set out on pages 6 to 8 of this circular is a notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 5 January 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, special resolutions will be proposed to consider, and if thought fit, to approve the Proposed Change of Name and corresponding amendments to the Articles.

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 16 December 2014 (Tuesday) in accordance with the instructions printed thereon.

E. BOOK CLOSURE

The Company's Register of Members will be closed from 6 December 2014 (Saturday) to 5 January 2015 (Monday) (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the EGM (or any adjournment thereof) on 5 January 2015 (Monday), 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 5 December 2014 (Friday).

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F. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Extraordinary General Meeting 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 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, 21 November 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 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 5 January 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 SPECIAL RESOLUTIONS

1. To consider and approve the proposed change of the Chinese name of the Company from “海南美蘭國際機場股份有限公司” to “海航基礎股份有限公司” and the proposed change of the English name of the Company from “Hainan Meilan International Airport Company Limited” to “HNA Infrastructure Company Limited” (“**Proposed Change of Name**”);
2. To consider and approve amendments to articles of association of the Company in relation to the Proposed Change of Name; and
3. 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
Hainan Meilan International Airport Company Limited*
Xing Zhoujin
Company Secretary

Hainan, the PRC
21 November 2014

As at the date of this notice, 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.

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

- (A) **The Company's Register of Members will be closed from Saturday, 6 December 2014 to Monday, 5 January 2015 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 Friday, 5 December 2014.**
- (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, 5 December 2014 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 Tuesday, 16 December 2014. 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.