

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 25 May, 2006 (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 2005;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31 December 2005;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31 December 2005;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2005;
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 2006, 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 2006;
7. To consider and approve the Re-appointment of Mr. Wang Zhen as Executive Director of the Company;
8. To consider and approve the replacement of executive director;
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 shares carrying the right to vote at such meeting.

By way of Extraordinary resolutions:

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 order of the Board

Bai Yan

Company Secretary

Hainan Province, the PRC

21 March, 2006

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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 24 April, 2006 (Monday) are entitled to attend and vote at the Annual General 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 Secretary Office to the Board of Directors of the Company no later than 4 May, 2006 (Thursday).

Shareholders can deliver the written replies 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) 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 one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Annual General Meeting in written. 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 written under the hand of the appointer or his attorney duly authorised in written. 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 25 April, 2006 (Tuesday) to 24 May, 2006 (Wednesday) (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 vote in the meeting 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 24 April, 2006 (Monday) 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) In view of various issues and opportunities facing the Company, the Directors of the Company declared that there will be no further dividend payout for the year ended 31 December 2005.
- (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.

(G) The Resume of the directors:

Mr. Wang Zhen, aged 43, was appointed as Chief Executive Officer (CEO) of the Company in March 2003 and an Executive Director of the Company in May 2003. Mr. Wang graduated from the Mechanics Department of the Civil Aviation University of China with a major in plane engines. He joined Hainan Airlines Company Limited in 1992 where he held a number of senior management positions. In May 2000, Mr. Wang held the position of executive vice president of Hainan Airlines.

Mr. Dong Guiguo, aged 43 years, graduated from Civil Aviation University of China majoring in aircraft engineering in 1985. From June 1985 to October 2000, he has worked at civil aviation maintenance base in Beijing (民航北京維修基地) and Beijing Aircraft maintenance engineering Co.,Ltd. (北京飛機維修工程有限責任公司) respectively. Since October 2000, he has respectively served as supervisor of the aviation material and equipment procurement center of the procurement department of HNA Group Co., Ltd. ("HNA Group"), deputy general manager of airport management department of HNA Group, general manager of Haikou Meilan International Airport Co.,Ltd., executive chairman's assistant, general manager of the finance department and general manager of the project management department of HNA Airport Group Co.,Ltd. ("Airport Group").