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海南美蘭國際空港股份有限公司

Hainan Meilan International Airport Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 357)

RESIGNATION OF A NON-EXECUTIVE DIRECTOR, PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE RULES OF PROCEDURES OF GENERAL MEETINGS, THE RULES OF PROCEDURES OF THE BOARD AND THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE

RESIGNATION OF A NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Wang Zhen (王貞先生) has tendered his resignation as a non-executive Director, a member of the Nomination Committee and the Strategic Committee as he reached the age of retirement. His resignation will take effect upon the approval of the appointment of a new non-executive Director by the Shareholders at the AGM.

PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

The Board announces that an ordinary resolution will be proposed at the AGM to appoint Mr. Wen Zhe (文哲先生) as a non-executive Director. Subject to the approval by the Shareholders at the AGM, Mr. Wen will be appointed as a non executive Director for a term commencing from the date on which his appointment is approved by the Shareholders and shall last until expiration of the eighth session of the Board.

* *For identification purpose only*

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announces that certain amendments will be made to the Articles of Association, which are subject to the consideration and approval of the Shareholders by way of a special resolution at each of the AGM and the Class Meetings and (if required) the approval of the relevant competent authorities in the PRC.

PROPOSED ADOPTION OF THE RULES OF PROCEDURES OF GENERAL MEETINGS, THE RULES OF PROCEDURES OF THE BOARD AND THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE

Based on the proposed amendments to the Articles of Association, the Company also proposed to adopt the Rules of Procedures of the General Meeting, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee, which are proposed as special resolutions for consideration and approval at the AGM.

CIRCULAR

A circular containing, among other things, further information regarding (i) the proposed appointment of a non-executive Director; and (ii) the proposed amendments to the Articles of Association and proposed adoption of the Rules of Procedures of General Meetings, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee, together with notices of the AGM and the Class Meetings, will be despatched to the Shareholders as soon as possible.

This announcement is made by the Company pursuant to Rule 13.51(1) and Rule 13.51(2) of the Listing Rules on Stock Exchange.

RESIGNATION OF A NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Wang Zhen (王貞先生) (“**Mr. Wang**”) has tendered his resignation as a non-executive Director, a member of the Nomination Committee and the Strategic Committee as he reached the age of retirement. His resignation will take effect upon the approval of the appointment of a new non-executive Director by the Shareholders at the AGM.

Mr. Wang has confirmed that he has no disagreement with the Company and the Board and has no other matters in relation to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Wang for his valuable contribution to the Company during his term of office.

PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

The Board proposes to appoint Mr. Wen Zhe (文哲先生) (“**Mr. Wen**”) as a non-executive Director by the Shareholders at the AGM, with effect from the date of the AGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Wen are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wen, aged 34, graduated from Sanya Aviation & Tourism College (三亞航空旅遊學院) in July 2010 and obtained a bachelor’s degree, majoring in aviation mechanical and electrical equipment maintenance (航空機電設備維修專業). He also graduated from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in November 2022 and obtained a master’s degree, majoring in business administration. From July 2010 to January 2014, he successively served various positions in Sanya Phoenix International Airport Co., Ltd. (三亞鳳凰國際機場有限責任公司) (“**Sanya Phoenix Airport**”) including as the aids to navigation lighting operator (助航燈光操作員) and the aids to navigation lighting electrician (助航燈光電工) in the field security office (場務保障室) of the operation and security department (運行保障部), the quality control assistant in the operation and security department (運行保障部), the assistant and the supervisor of the standard system in the quality control management office of the operation control department (運行控制部質控管理室) and the supervisor of safety information and risk management of the operation supervision office of the quality management department (品質管理部運行監察室). From January 2014 to April 2015, he successively served as the supervisor of the operation information management in the operation quality center of the basic industry business division (基礎產業事業部運行品質中心), the employee of the operation quality center of the airport operations business management department (機場業務管理部) and the security information manager of the safety management committee office (安全管理委員會辦公室) of the basic industry business (基礎產業事業部) of HNA Holding Group Co. Limited (海航實業集團有限公司). From April 2015 to June 2018, he successively served as the information manager and the assistant director of the safety management committee office (安全管理委員會辦公室) of Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司) (stock code: 600515.SH) (“**Hainan Airport Infrastructure**”), and the manager of the safety supervision center of the safety management office (安全管理辦公室) of HNA Airport Group Co., Ltd (海航機場集團有限公司). From June 2018 to December 2021, he successively served as the deputy general manager, the executive deputy general manager (常務副總經理) and the general manager of the quality management department of Sanya Phoenix Airport. Since December 2021, he has served as the director of the airport safety committee office (安委辦) of Hainan Airport Infrastructure.

Save as disclosed above and as at the date of this announcement, Mr. Wen (i) has not held any other directorships in listed public companies in the last three (3) years; (ii) does not have any relationship with any Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Wen as a non-executive Director which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval by the Shareholders at the AGM, Mr. Wen will be appointed as a non-executive Director for a term commencing from the date on which his appointment is approved by the Shareholders and shall last until expiration of the eighth session of the Board and subject to re-election in accordance with the Articles of Association and pursuant to the Listing Rules. According to Mr. Wen's own will, he will not receive any director's fee from the Company.

The nomination of Mr. Wen for appointment as a non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nomination, the Nomination Committee has considered his past experience, particularly in relation to operation quality and safety management of airport. The Nomination Committee is of the view that Mr. Wen will bring to the Board his own perspective, skills and experience, as described in his biographical details set out above.

Based on the above, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Wen for appointment as a non-executive Director at the AGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Articles of Association.

On 14 February 2023, the State Council (the “**State Council**”) of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents(《國務院關於廢止部分行政法規和文件的決定》)(the “**Decision**”), which includes the abolition of the Special Regulations on the Overseas Securities Offering and Listing of Shares by Joint Stock Limited Companies(《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994. On 17 February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies(《境內企業境外發行證券和上市管理試行辦法》)(the “**Trial Measures**”) and relevant guidelines, which includes the abolition of the Notice on the Implementation of the Mandatory Provisions for Companies Listing Overseas(《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and the Trial Measures have been effective since 31 March 2023 (the “**New Regulations**”). From the effective date of the New Regulations, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies(《上市公司章程指引》) instead of the Mandatory Provisions for Companies Listing Overseas(《到境外上市公司章程必備條款》). In light of the above New Regulations, on 24 February 2023, the Stock Exchange also released a consultation paper “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” (the “**Consultation Paper**”) stipulating the consequential amendments to the Listing Rules. On 21 July 2023, the Stock Exchange published conclusions to the Consultation Paper. In particular, the Stock Exchange has made consequential amendments to the Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the New Regulations. Accordingly, the Board proposes to amend its existing Articles of Association to comply with the requirements of the Listing Rules and the applicable laws and regulations of the PRC. Save for the proposed amendments to the Articles of Association, other provisions in the Articles of Association remain unchanged.

The Articles of Association and the proposed amendments to the Articles of Association are written in Chinese without any official English version. The English version is for reference only. If there is any inconsistency between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders by way of a special resolution at each of the AGM and the Class Meetings and (if required) the approval of the relevant competent authorities in the PRC.

PROPOSED ADOPTION OF THE RULES OF PROCEDURES OF GENERAL MEETINGS, THE RULES OF PROCEDURES OF THE BOARD AND THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE

Based on the proposed amendments to the Articles of Association, the Company also proposed to adopt the Rules of Procedures of the General Meeting, Rules of Procedures of the Board and Rules of Procedures of the Supervisory Committee.

The proposed adoption of the Rules of Procedures of the General Meeting, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee are proposed as special resolutions for consideration and approval at the AGM.

CIRCULAR

A circular containing, among other things, further information regarding (i) the proposed appointment of a non-executive Director; and (ii) the proposed amendments to the Articles of Association and proposed adoption of the Rules of Procedures of General Meetings, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee, together with notices of the AGM and the Class Meetings, will be despatched to the Shareholders as soon as possible.

DEFINITIONS

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| “AGM ” | the annual general meeting to be convened by the Company |
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time |
| “Board” | the board of Directors |
| “Class Meetings” | the class meetings of the Domestic Shareholders and the H Shareholders to be convened by the Company for the purposes of considering and, if thought fit, approving, among other things, the proposed amendments to the Articles of Association |
| “Company” | Hainan Meilan International Airport Company Limited* (海南美蘭國際空港股份有限公司), a joint stock company incorporated in the PRC with limited liability |
| “Director(s)” | the director(s) of the Company |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

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| “Nomination Committee” | the nomination committee of the Board |
| “PRC” | the People’s Republic of China and for the purpose of this announcement only, excluding Hong Kong Special Administrative Region of the People’s Republic of China and Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Rules of Procedures of General Meetings” | the rules of procedures of general meetings of the Shareholders of the Company |
| “Rules of Procedures of the Board” | the rules of procedures of the Board of the Company |
| “Rules of Procedures of the Supervisory Committee” | the rules of procedures of the Supervisory Committee of the Company |
| “Shareholder(s)” | the Domestic Shareholders and the H Shareholders |
| “Strategic Committee” | the strategic committee of the Board |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supervisory Committee” | the supervisory committee of the Company |

By order of the Board
Hainan Meilan International Airport Company Limited*
Wang Hong
Chairman and President

Hainan, the PRC
28 March 2024

As at the date of this announcement, the Board comprises (i) three executive directors, namely Mr. Wang Hong, Mr. Ren Kai and Mr. Xing Zhoujin; (ii) three non-executive directors, namely Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wang Zhen; and (iii) four independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. George F Meng, Mr. Deng Tianlin and Mr. Ye Zheng.

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