

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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)

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 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 6 May 2024.

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board for the year ended 31 December 2023;
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2023;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2023;
4. To consider and approve that the Company does not make final dividend distribution for the year ended 31 December 2023;
5. To consider and approve the annual remuneration proposal for the Directors and the Company's supervisors for the year 2024;

* For identification purposes only.

6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's auditors, who will hold office until the conclusion of the next annual general meeting of the Company, and to authorise the chairman of the Board to determine their remunerations;
7. To consider and approve the appointment of Mr. Wen Zhe (文哲先生) as a non-executive director of the Company and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and
8. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding three (3) per cent or more of the Shares carrying the right to vote at such meeting;

BY WAY OF SPECIAL RESOLUTIONS

9. To consider and approve:
 - (i) the proposed amendments to the Articles of Association, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed amendments to the Articles of Association (including the amendments to wordings as requested by relevant regulatory authorities);
 - (ii) the proposed adoption of the Rules of Procedures of General Meetings, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed adoption of the Rules of Procedures of General Meetings (including the amendments to wordings as requested by relevant regulatory authorities);
 - (iii) the proposed adoption of the Rules of Procedures of the Board, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed adoption of the Rules of Procedures of the Board (including the amendments to wordings as requested by relevant regulatory authorities); and

- (iv) the proposed adoption of the Rules of Procedures of the Supervisory Committee, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed adoption of the Rules of Procedures of the Supervisory Committee (including the amendments to wordings as requested by relevant regulatory authorities);

10. **“THAT:**

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares in issue at the date of passing this resolution; and
 - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares in issue at the date of passing this resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and

- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
 - (i) determine the class and number of shares to be issued;
 - (ii) determine the issue price of the new shares;
 - (iii) determine the opening and closing dates of the new issue;
 - (iv) determine the use of proceeds of the new issue;
 - (v) determine the class and number of new shares (if any) to be issued to the existing Shareholders;
 - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
 - (vii) in the case of an offer or allotment of shares to the Shareholders, exclude Shareholders who are resident outside the PRC or Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;
 - (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities,

provided that if the proposed amendments to the Articles of Association as set out in each of the notices of the Annual General Meeting and the Class Meetings dated 6 May 2024 are approved by the Shareholders in the respective Annual General Meeting and Class Meetings, (i) any reference to “Domestic Shares” and/or “H Shares” in this resolution shall mean “shares of the Company”, and (ii) sub-paragraph (1)(b) of this resolution shall be amended as “the aggregate nominal amount of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed 20% of the aggregate nominal amount of all the issued shares of the Company as at the date of passing of this resolution.

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting of the Company.”

11. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding three (3) 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*
Wang Hong
Chairman and President

Hainan Province, the PRC
6 May 2024

As at the date of this notice, 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.

Notes:

- (A) The Company’s register of members will be closed from Thursday, 23 May 2024 to Wednesday, 12 June 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual 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 Shops 1712-1716, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for H Shareholders) or the office of the secretary to the Board at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (for Domestic Shareholders), no later than 4:30 p.m. on Wednesday, 22 May 2024.

* For identification purposes only.

- (B) Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 23 May 2024 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.
- (C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting (or any adjournment thereof) 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.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, 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 authorised 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 Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (E) Each holder of Domestic Shares 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. Notes (C) and (D) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC
Tel: (86-898) 6996 6999
Fax: (86-898) 6996 8999

- (F) 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 proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Share(s) 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 holder of legal person Share(s) appoints a representative of a company other than its legal representative to attend the Annual General Meeting, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.
- (G) 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.

- (H) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.
- (I) For the year 2024, the allowance standard (after tax) for Directors and supervisors of the Company will be as follows: the allowance paid to the executive Directors will be RMB70,000 per person; the allowance paid to the non-executive Directors will be RMB50,000 per person; the allowance paid to the independent non-executive Directors will be RMB100,000 per person; and the allowance paid to supervisors of the Company will be RMB20,000 per person. Since 2013, Directors and supervisors nominated by the controlling shareholders shall no longer be entitled to duty allowance.