
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 forms of proxy to the purchaser or the transferee 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)

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

The notice for convening the Extraordinary General Meeting to be held at 10:00 a.m. on Friday, 18 October 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC are set out on pages 6 to 7 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the forms of proxy shall not preclude you from attending and voting at the meeting or any adjournment thereof should you so desire.

* 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:

“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“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
“Domestic Share(s)”	the domestic ordinary share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company, which is/are subscribed for in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Extraordinary General Meeting”	an extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, 18 October 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (including any adjournment thereof)
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
“Pan-China”	Pan-China Certified Public Accountants LLP

DEFINITIONS

“PRC”	the People’s Republic of China and for the purpose of this circular only, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“PwC”	PricewaterhouseCoopers Zhong Tian LLP
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the Domestic Shareholders and the H Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Wang Hong

(Chairman and President, Authorised Representative)

Ren Kai (Chief Financial Officer)

Xing Zhoujin (Authorised Representative)

Registered Office:

Office Building of Meilan Airport

Haikou City

Hainan Province

the PRC

Non-executive Directors:

Wu Jian

Li Zhiguo

Wen Zhe

Place of Business In Hong Kong:

Room 2204, 22/F

Fu Fai Commercial Centre

27 Hillier Street

Sheung Wan

Hong Kong

Independent Non-executive Directors:

Fung Ching, Simon

George F Meng

Ye Zheng

Deng Tianlin

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A. INTRODUCTION

Reference is made to the announcements of the Company dated 5 June 2024 and 19 August 2024. The purpose of this circular is to provide you with information in relation to the proposed appointment of auditor, and to give you notice of the Extraordinary General Meeting to consider and, if thought fit, to approve the relevant resolution at the Extraordinary General Meeting.

B. PROPOSED APPOINTMENT OF AUDITOR

As stated in the announcement of the Company dated 5 June 2024, PwC has retired as the auditor of the Company upon the expiration of its term of office at the conclusion of the 2023 annual general meeting of the Company, i.e. 12 June 2024.

* For identification purposes only

LETTER FROM THE BOARD

As stated in the announcement of the Company dated 19 August 2024, the selection process of the new auditor through fair tendering process has been completed. Based on the recommendation of the Audit Committee after examining the tender process documents and reviewing the tender result, the Board proposes to appoint Pan-China as the Company's auditor to fill the vacancy arising from PwC's retirement, subject to the approval by the Shareholders at the Extraordinary General Meeting. It is proposed that Pan-China shall hold office as the Company's auditor until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the proposed appointment of Pan-China including but not limited to (i) its experience in handling audit work for companies listed on the Stock Exchange; (ii) its resources, technical competence and industry knowledge; (iii) its independence and objectivity; (iv) the background and capability of its team; (v) its fee quote and audit proposal; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered Pan-China independent, competent and capable to act as the auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor would enhance the cost-effectiveness of the Company's audit, maintain audit quality and is in the interest of the Company and its Shareholders as a whole.

C. EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be held at 10:00 a.m. on Friday, 18 October 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. Set out on pages 6 to 7 of this circular is the notice for convening the Extraordinary General Meeting.

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 Extraordinary General Meeting.

A form of proxy for use at the Extraordinary General Meeting is accompanied with this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in any event not later than 24 hours before the time appointed for holding the Extraordinary General Meeting.

Shareholders are reminded that completion and delivery of the forms of proxy will not preclude the Shareholders from attending and voting in person at the Extraordinary General Meeting or at any adjournment thereof should they so wish.

LETTER FROM THE BOARD

D. BOOK CLOSURE

The Company's register of members will be closed from Saturday, 28 September 2024 to Friday, 18 October 2024 (both days inclusive), 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 Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 27 September 2024.

E. RECOMMENDATIONS

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the Extraordinary General Meeting is 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 the resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,

By order of the Board

Hainan Meilan International Airport Company Limited*

Wang Hong

Chairman and President

Hainan Province, the PRC

11 September 2024

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 18 October 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 11 September 2024.

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Pan-China Certified Public Accountants LLP as the Company's auditor, 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;
2. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding one per cent (1%) 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
11 September 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. Wen Zhe; and (iii) four independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. George F Meng, Mr. Ye Zheng and Mr. Deng Tianlin.

* For identification purposes only.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Saturday, 28 September 2024 to Friday, 18 October 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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, 17th Floor, 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 Friday, 27 September 2024.
- (B) Shareholders whose names appear on the Company's register of members at the close of business on Monday, 30 September 2024 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (C) Each holder of H Shares who has the right to attend and vote at the EGM (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 EGM. 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 EGM 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 EGM. 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 EGM 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 EGM 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 EGM, 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 EGM, 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 EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (H) 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 EGM will demand a poll in relation to all the proposed resolutions at the EGM.