
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular together with the enclosed revised form 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, 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 supplemental circular.

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 NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the Company dated 11 September 2024 in relation to, among other things, the Extraordinary General Meeting (the “**First Circular**”). A notice convening the Extraordinary General Meeting was set out in the First Circular. The supplemental notice given by the Company on 27 September 2024 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 is set out on pages 7 to 9 of this supplemental circular.

A letter from the Board is set out on pages 3 to 6 of this supplemental circular.

An additional resolution will be proposed at the Extraordinary General Meeting. Details of such resolution are set out in this supplemental circular. The revised form of proxy for the use at the Extraordinary General Meeting which contains the additional resolution to be proposed at the Extraordinary General Meeting is enclosed herewith. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying revised form of proxy in accordance with the instructions printed thereon, and in any event not later than 24 hours before the time appointed for convening the meeting. Completion and return of the revised form of proxy shall not preclude you from attending and voting at the meetings or any adjourned meetings should you so desire.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
Proposed Appointment of Non-executive Director	4
Extraordinary General Meeting	5
Book Closure	6
Supplemental Notice of the Extraordinary General Meeting	7

DEFINITIONS

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

“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 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 Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which is/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
“Latest Practicable Date”	24 September 2024, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information referred to in this supplemental circular
“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

DEFINITIONS

“Notice of EGM”	the notice of the Extraordinary General Meeting of the Company dated 11 September 2024
“PRC”	the People’s Republic of China and for the purpose of this supplemental circular only, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“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

Unless otherwise specified in this supplemental circular, the English names of the PRC entities are transliteration of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

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 NON-EXECUTIVE DIRECTOR AND SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

A. INTRODUCTION

References are made to (i) the First Circular and Notice of EGM, which set out the time and venue of the Extraordinary General Meeting and contain the resolutions to be tabled at the Extraordinary General Meeting for Shareholders' approval; and (ii) the announcement of the Company dated 23 September 2024 (the "Supplemental Announcement"). This supplemental circular is issued in compliance with Rule 13.70 of the Listing Rules and is to provide you with information in respect of the additional resolution to be proposed at the Extraordinary General Meeting for the appointment of a non-executive Director and to give you the supplemental notice of the Extraordinary General Meeting at which the resolution will be proposed to consider and, if thought fit, approve such matter.

* For identification purposes only

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the Supplemental Announcement. Subsequent to the despatch of the First Circular and Notice of EGM, the Company received a written nomination notice (the “**Written Nomination Notice**”) from Feng Global Fund SPC (“**Feng Global**”), a Shareholder holding approximately 12.0% of the issued H Shares and approximately 5.8% of the total issued Shares, proposing to add a new resolution at the Extraordinary General Meeting to consider and, if thought fit, approve the appointment of Mr. Xie Lichao (謝立超先生) (“**Mr. Xie**”) as a non-executive Director.

Therefore, in accordance with the relevant requirements of the Company Law of the PRC and the Articles of Association, a resolution in relation to the appointment of Mr. Xie will be proposed in the Extraordinary General Meeting.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Xie are set out below pursuant to Rule 13.51(2), Rule 13.70 and Rule 13.74 of the Listing Rules. Such biographical details were solely provided by Feng Global in the Written Nomination Notice, and have not been independently verified by the Company or the Board.

Mr. Xie, aged 40, graduated from China University of Geosciences (Beijing) (中國地質大學(北京)) in July 2007 with a bachelor’s degree in Computer Science and Technology. From July 2007 to September 2008, he worked as a software engineer in Beijing Rising International Software Co., Ltd. (北京瑞星國際軟件有限公司). From October 2008 to November 2021, he successively served as the senior engineer and AI systems senior specialist at Beijing Tencent Technology Co. Ltd. (北京騰訊科技有限公司) and Shenzhen Tencent Technology Co. Ltd. (深圳騰訊科技有限公司). From September 2021 to December 2023, he was a fund manager in Feng Global. Since January 2023, he has held various positions at Shenzhen Enze Private Equity Securities Fund Management Co., Ltd (“**Shenzhen Enze**”) (深圳市恩澤私募證券基金管理有限公司), including investment director, general manager, executive director and legal representative. Mr. Xie is an investor in Feng Global.

Based on the Written Nomination Notice, save as disclosed above and as at the Latest Practicable Date, Mr. Xie (i) had not held any other directorships in listed companies in the last three (3) years; (ii) did 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 was no other information in relation to the appointment of Mr. Xie as a non-executive Director which was required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders.

As set out in the Written Nomination Notice, the reasons for nominating Mr. Xie by Feng Global are that (i) Mr. Xie is currently the legal representative, general manager and executive director of Shenzhen Enze and has extensive management experience; and (ii) Mr. Xie has a deep understanding of the capital markets and can provide valuable insights and support for the Company’s strategic planning and operation management.

Subject to the approval by the Shareholders at the Extraordinary General Meeting, Mr. Xie 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. The remuneration of Mr. Xie as a non-executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

LETTER FROM THE BOARD

Shareholders should note that the biographical details of Mr. Xie as set out above were solely provided by Feng Global in the Written Nomination Notice, and have not been independently verified by the Company or the Board. Accordingly, no recommendation have been made by the Board or the nomination committee of the Board with regard to the proposed appointment of Mr. Xie as a non-executive Director. Further, the Board is not in a position to comment on whether there is any matter regarding the proposed appointment of Mr. Xie as a non-executive Director that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules.

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 7 to 9 of this supplemental circular is the supplemental 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.

The first form of proxy ("**First Form of Proxy**") was despatched to the Shareholders on Wednesday, 11 September 2024 and has also been published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mlairport.com). Since the First Form of Proxy does not contain the resolution as set out in the supplemental notice of the Extraordinary General Meeting contained in this supplemental circular, the Company has prepared the revised form of proxy ("**Revised Form of Proxy**") for despatch together with this supplemental circular.

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

If a Shareholder has already lodged the First Form of Proxy with the Company's H Share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders), he/she should note that:

- (i) If the Revised Form of Proxy is not lodged with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shares) 24 hours prior to the time designated for convening the Extraordinary General Meeting (the "**Closing Time**") or if it is incorrectly completed, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by him/her will be entitled to vote at the proxy's discretion or to abstain on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice of Extraordinary General Meeting dated 11 September 2024 and the First Form of Proxy, including the newly added resolution as set out in this supplemental circular.
- (ii) If he/she lodged the Revised Form of Proxy with the Company's H share registrar (for H Shares) or delivered to the office of the secretary to the Board (for Domestic Shares) before the Closing Time, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by he/she provided that the Revised Form of Proxy is correctly completed.

LETTER FROM THE BOARD

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Revised Form 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.

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.

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

Hainan Province, the PRC
27 September 2024

* *For identification purposes only.*

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental 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 supplemental 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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the extraordinary general meeting (the “EGM”) of Hainan Meilan International Airport Company Limited (the “Company”) dated 11 September 2024 (the “First Notice”), which sets out the time and venue of the EGM and contains the resolutions to be tabled before the EGM for shareholders’ approval. Unless the context otherwise requires, expressions used in this supplemental notice shall have the same meaning set out in the circular of the Company dated 11 September 2024 and the supplemental circular of the Company dated 27 September 2024.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM 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 resolution, in addition to the resolutions set out in the First Notice.

BY WAY OF ORDINARY RESOLUTION

2. To consider and approve the appointment of Mr. Xie Lichao (謝立超先生) as a non-executive director of the Company, with the term starting from the date on which his appointment is approved at the EGM until the expiration of the term of the eighth session of the board of directors of the Company, and to authorise the chairman of the board of directors 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.

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

Hainan Province, the PRC
27 September 2024

* For identification purposes only.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this supplemental 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.

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. Since the first form of proxy (the "**First Form of Proxy**") which was despatched to the Shareholders on 11 September 2024 and sent together with the First Notice does not contain the proposed resolution set out in this supplemental notice, a revised form of proxy (the "**Revised Form of Proxy**") has been prepared and is enclosed with the supplemental circular of the Company dated 27 September 2024 of which this supplemental notice forms part. 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 Revised Form of Proxy, and if the Revised 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 Revised Form of Proxy 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.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

- (G) If a Shareholder has not yet lodged the First Form of Proxy with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders), he/she is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxies to attend the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's H Share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders).
- (H) If a Shareholder has already lodged the First Form of Proxy with the Company's H Share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders), he/she should note that:
- (i) If the Revised Form of Proxy is not lodged with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders) before the closing time as mentioned in Notes (D) and (E) above or if it is incorrectly completed, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by him or her will be entitled to vote at the proxy's discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice of EGM dated 11 September 2024 and the First Form of Proxy, including the newly added resolution as set out in this supplemental notice.
 - (ii) If he/she lodged the Revised Form of Proxy with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders) before the closing time as mentioned in Notes (D) and (E) above, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by he/she provided that the Revised Form of Proxy is correctly completed.
- (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 EGM will demand a poll in relation to all the proposed resolutions at the EGM.
- (J) Please refer to the First Notice for details in respect of other resolutions to be passed at the EGM and other relevant matters.