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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)**

**RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,  
PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS,  
PROPOSED RE-ELECTION OF SUPERVISORS  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. George F Meng (孟繁臣先生), due to expiry of his term of office, will retire from his position as an independent non-executive Director with effect upon the approval of the appointment of a new independent non-executive Director at the EGM.

**PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS**

The term of office of the current eighth session of the Board will expire on 31 December 2024. The Board hereby announces the proposed appointment and proposed re-election of Directors of the ninth session of the Board at the EGM.

**Proposed Appointment of an Independent Non-executive Director**

An ordinary resolution will be proposed by the Board at the EGM to appoint Ms. Liu Hongbin (劉紅濱女士) as an independent non-executive Director with the effect from the date of the EGM, subject to the Shareholders' approval.

**Proposed Re-election of Directors**

Ordinary resolutions will be proposed by the Board at the EGM to re-elect Mr. Wang Hong (王宏先生), Mr. Ren Kai (任凱先生) and Mr. Xing Zhoujin (邢周金先生) as executive Directors, Mr. Wu Jian (吳健先生), Mr. Li Zhiguo (李志國先生) and Mr. Wen Zhe (文哲先生) as non-executive Directors, and Mr. Fung Ching, Simon (馮征先生), Mr. Ye Zheng (葉政先生) and Mr. Deng Tianlin (鄧天林先生) as independent non-executive Directors, with effect from the date of the EGM, subject to the Shareholders' approval.

\* For identification purpose only

## **PROPOSED RE-ELECTION OF SUPERVISORS**

The term of office of the current eighth session of the Supervisory Committee will expire on 31 December 2024. The Board hereby announces that the Supervisory Committee will propose the re-election of Supervisors of the ninth session of the Supervisory Committee at the EGM.

Ordinary resolutions will be proposed by the Supervisory Committee at the EGM to re-elect Mr. Liao Hongyu (廖虹宇先生) and Mr. Hu Yunyun (胡運運先生) as independent representative Supervisors, with effect from the date of the EGM, subject to the Shareholders' approval.

## **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 EGM and (if required) the approval of the relevant competent authorities in the PRC.

## **CIRCULAR**

A circular containing, among other things, further information regarding (i) the proposed appointment and proposed re-election of Directors; (ii) the proposed re-election of Supervisors; and (iii) the proposed amendments to the Articles of Association, together with a notice of the EGM, will be despatched to the Shareholders as soon as possible.

## **RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. George F Meng (孟繁臣先生)(“**Mr. Meng**”), due to expiry of his term of office, will retire from his position as an independent non-executive Director with effect upon the approval of the appointment of a new independent non-executive Director at the EGM. Upon his retirement as a Director, Mr. Meng will also cease to be a member of the Audit Committee.

Mr. Meng has confirmed that he has no disagreement with the Board and has no any other matters in relation to his retirement 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. Meng for his valuable contribution to the Company during his term of office.

## PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS

The term of office of the current eighth session of the Board will expire on 31 December 2024. The Board hereby announces the proposed appointment and proposed re-election of Directors of the ninth session of the Board at the EGM.

### Proposed Appointment of an Independent Non-executive Director

An ordinary resolution will be proposed by the Board at the EGM to appoint Ms. Liu Hongbin (劉紅濱女士) (“**Ms. Liu**”) as an independent non-executive Director with the effect from the date of the EGM, subject to the Shareholders’ approval.

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

Ms. Liu, aged 57, obtained a bachelor’s degree in Science from Wuhan University (武漢大學) in July 1989. She also obtained a master’s degree in business administration from Hainan University (海南大學) in June 2007. From December 1991 to March 2001, she served successively as a credit officer in the real estate credit department and the head of the business department at the Haikou Branch, and as a credit officer in the real estate credit department and the person in charge of the personal loan center (preparatory) (個貸中心(籌)) at the Hainan Branch of China Construction Bank Corporation (listed on the Stock Exchange, stock code: 0939.HK). From April 2001 to November 2002, she served as a secretary at the Listed Companies Secretary Association of Hainan Province (海南省上市公司董秘協會). From December 2002 to July 2007, she served as the deputy secretary-general of the Securities Association of Hainan (海南證券業協會). From August 2007 to August 2022, she successively served as the secretary-general, the vice president and concurrently as the secretary-general of the Securities and Futures Association of Hainan (海南證券期貨業協會). Ms. Liu also concurrently held various positions successively. From January 2012 to January 2022, she served as a member of the sixth and seventh sessions of the Hainan Provincial Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議海南省委員會). From January 2015 to December 2021, she served as the vice president and secretary-general of the Listed Companies Association of Hainan Province (海南上市公司協會). Since June 2020, she has been an independent director of Hainan Development Holdings Nanhai Co., Ltd. (海控南海發展股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002163.SZ). Since April 2024, she has been as an independent director of Hainan Rural Commercial Bank Co., Ltd. (海南農村商業銀行股份有限公司).

Save as disclosed above and as at the date of this announcement, Ms. Liu (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) is not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to the appointment of Ms. Liu as an independent 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 EGM, Ms. Liu will be appointed as an independent non-executive Director for a term of three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules. The remuneration of Ms. Liu as an independent non-executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

Ms. Liu has confirmed that she (i) is independent as regards to each of the criteria set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) has no past or present financial or other interest in the business of the Company or its subsidiaries, and is not connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) is not subject to any other factors that may affect her independence at the time of her appointment.

The nomination of Ms. Liu for appointment as an independent non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nomination, the Nomination Committee has considered her past experience, particularly in relation to the governance of listed companies. The Nomination Committee was of the view that Ms. Liu would bring to the Board her own perspective, skills and experience, as described in her biographical details set out above.

Based on the above, the Board, with the recommendation of the Nomination Committee, has nominated Ms. Liu for appointment as an independent non-executive Director at the EGM. Following the appointment of Ms. Liu taking effect upon approval of the Shareholders at the EGM, the Board will achieve gender diversity and thus fulfils the requirement under Rule 13.92 of the Listing Rules.

## **Proposed Re-election of Directors**

Ordinary resolutions will be proposed by the Board at the EGM to re-elect Mr. Wang Hong (王宏先生)(“**Mr. Wang**”), Mr. Ren Kai (任凱先生)(“**Mr. Ren**”) and Mr. Xing Zhoujin (邢周金先生)(“**Mr. Xing**”) as executive Directors, Mr. Wu Jian (吳健先生)(“**Mr. Wu**”), Mr. Li Zhiguo (李志國先生)(“**Mr. Li**”) and Mr. Wen Zhe (文哲先生)(“**Mr. Wen**”) as non-executive Directors, and Mr. Fung Ching, Simon (馮征先生)(“**Mr. Fung**”), Mr. Ye Zheng (葉政先生) (“**Mr. Ye**”) and Mr. Deng Tianlin (鄧天林先生)(“**Mr. Deng**”) as independent non-executive Directors, with effect from the date of the EGM, subject to the Shareholders’ approval.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Wang, Mr. Ren, Mr. Xing, Mr. Wu, Mr. Li, Mr. Wen, Mr. Fung, Mr. Ye and Mr. Deng are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

### ***Executive Directors***

The biographical details of Mr. Wang are as follows:

Mr. Wang, aged 57, obtained a bachelor’s degree from Central China Normal University (華中師範大學) in human resources in July 2007. He is currently the chairman and president of the Company, and a member of the Nomination Committee and a member of the Strategic Committee. From August 1985 to January 2003, he successively worked as a wireless correspondent at Yichang Station of Civil Aviation (民航宜昌站), the project leader of construction headquarters of Yichang Sanxia Airport (宜昌三峽機場), the deputy director and then the director of the command center of Yichang Sanxia Airport (宜昌三峽機場), the manager of Ground Service Branch of Yichang Sanxia Airport Co., Ltd. (“**Yichang Sanxia Airport**”) (宜昌三峽機場有限責任公司地勤服務分公司) and the director of the command center of Yichang Sanxia Airport (宜昌三峽機場). He also successively served as the assistant to the general manager, the deputy general manager, the general manager and then the chairman of the board in Yichang Sanxia Airport (宜昌三峽機場) from January 2003 to July 2017. From July 2017 to March 2018, he successively served as the president of Sanya Phoenix International Airport Co., Ltd. (三亞鳳凰國際機場有限責任公司) (“**Sanya Phoenix Airport**”) and the deputy head of the South China Sea modern logistics preparation working group of HNA Modern Logistics Group Co., Ltd. (海航現代物流集團有限公司). He worked as the deputy general manager of the Parent Company from March 2018 to July 2019, and has served as the general manager of the Parent Company from July 2019 to June 2022, served as a director of the Parent Company since July 2019 and the chairman of the Parent Company since June 2022. He has been re-appointed as the president of the Company since March 2022, an executive Director since May 2022 and the chairman of the Company since June 2022.

The biographical details of Mr. Ren are as follows:

Mr. Ren, aged 40, obtained a bachelor's degree from Hainan University (海南大學) in July 2009, majoring in accountancy. He is currently an executive director and the chief financial officer of the Company, and a member of the Remuneration Committee and the Strategic Committee. From July 2009 to July 2011, he successively served as the audit assistant and the manager of PricewaterhouseCoopers. From July 2011 to January 2013, he served as the deputy financial manager of Singapore Springland Holdings Co., Ltd (新加坡華地控股有限公司). From January 2013 to March 2016, he served as the head of the finance department of Hainan Yangpu Development and Construction Holdings Co., Ltd. (海南省洋浦開發建設控股有限公司). From March 2016 to August 2019, he served as the head of and the section chief assistant of the finance department of Hainan Development Holdings Co., Ltd. (海南省發展控股有限公司) (“**Hainan Development Holdings**”). From August 2019 to July 2020, he served as the chief financial officer (section chief assistant level) of Hainan Holdings Energy Co., Ltd. (海南海控能源股份有限公司) (formerly known as “HaiNan Tihierg Co., Ltd. (海南天匯能源股份有限公司)”, listed on the National Equities Exchange and Quotations, stock code: 833042). From May 2020 to May 2021, he also served as a director and chief accountant (section chief assistant level) of Hainan Development Holdings Nanhai Co., Ltd. (海控南海發展股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002163.SZ). From May 2021 to June 2022, he successively served as the section chief assistant of the finance department of Hainan Development Holdings, the director of Hainan Development Holding Real Estate Group Co., Ltd. (海南發展控股置業集團有限公司), the director and chief financial officer of Haikou Airport Aircraft Maintenance Engineering Co., Ltd. (海口空港飛機維修工程有限公司) and the director of Hainan Basuo Port Limited (海南八所港務有限責任公司). Since June 2022, he has been serving as the chief financial officer of the Parent Company. Since September 2022, he has been serving as a director of Hainan Ruigang Logistics Co., Ltd. (海南瑞港物流有限公司). He has been serving as the chief financial officer of the Company since September 2022, and an executive Director since November 2022. Since December 2023, he has been serving as a director and vice-chairman of PipeChina Hainan Province Pipeline Network Co., Ltd. (國家管網集團海南省管網有限公司).

The biographical details of Mr. Xing are as follows:

Mr. Xing, aged 59, graduated from the Anhui Normal University (安徽師範大學), in Wuhu, Anhui Province, the PRC, majoring in financial management in July 1985. He also has a bachelor degree in laws and a title of economist. Mr. Xing has served as the company secretary of the Company since 25 August 2009, and was re-appointed as an executive Director in November 2021. Mr. Xing served as the section chief of personnel division and office director of Sanya Phoenix Airport and the Company. He has been engaged in the management and operation of the Company since 2002 and fully participated in the listing of H shares of the Company and worked as the secretary to the board of directors of the Parent Company. He has also been responsible for handling the results disclosure and daily operation of the Board after the listing of the Company.

## ***Non-executive Directors***

The biographical details of Mr. Wu are as follows:

Mr. Wu, aged 47, obtained a master's degree from Beihang University (北京航空航天大學) in June 2016, majoring in software engineering. He is currently the vice president of the Parent Company. From July 1999 to August 2000, he served as the technical engineer of the Parent Company. From April 2001 to July 2008, he served successively as the system maintainer of the customer service department, the development engineer of the application development department, the system engineer of the operation guarantee department, the configuration administrator of the technical support expert group, the service planning administrator of the service planning centre and the service support manager etc. of Hainan HNA Aviation Information System Co., Ltd. (海南海航航空信息系統有限公司) (“**Hainan HNA Information**”). From July 2008 to May 2009, he served successively as the manager of the service support centre of the service operation department and the manager of the service operation department of Hainan HNA Information. From May 2009 to November 2010, he served as the general manager of IT service business department of Hainan HNA Information. From November 2010 to July 2011, he served as the general manager of the information management department of HNA Airport Group Limited (海航機場集團有限公司) (“**HNA Airport Group**”). Concurrently, from November 2010 to December 2011, he also served as the assistant to the executive officer of Hainan HNA Information. From July 2011 to February 2012, he served as the deputy leader of the HNA Smart Airport leading group and the standing office director of HNA Airport Group. From February 2012 to July 2012, he served as the general manager of the operation management department of HNA Airport Group. From July 2012 to November 2012, he served as the deputy general manager of the airport business department of HNA Infrastructure Industry. From November 2012 to March 2013, he served as the manager of the intelligent construction centre of airport management business department of HNA Industry Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司). From March 2013 to January 2018, he served as the vice president of the Company. From October 2017 to March 2018, he served as the executive Director. From September 2017 to April 2018, he served as the vice president of Hainan Traffic & Service Co. Ltd. (海南航旅交通服務有限公司). From April 2018 to July 2020, he served as the vice president and the general manager of the smart airport management department of HNA Airport Group. From July 2020 to December 2021, he has been serving as the assistant to the president of HNA Airport Group. He has been serving as the assistant to the president of the Parent Company from December 2021 to July 2023, the vice president of the Parent Company since July 2023 and a non-executive Director since March 2022.

The biographical details of Mr. Li are as follows:

Mr. Li, aged 37, obtained a master's degree from Renmin University of China (中國人民大學) in June 2011, majoring in public policy. He is currently the vice president and a director of the Parent Company. From July 2011 to March 2016, he served successively as the text conference secretary of the office text conference unit, the file seal manager of the file security centre and the director of the text secretary centre of HNA Group Co., Ltd. (“**HNA Group**”). From March 2016 to July 2016, he served as the deputy director of the office of the board of directors of HNA Tourism Group Co., Ltd. (海航旅游集團有限公司). From July 2016 to December 2018, he served successively as the office deputy director, the deputy general manager of the social responsibility department, the executive deputy director of the board of directors office and the committee office director of office of Party and Mass affairs of the human resources department, and the office executive deputy director of HNA Group. From December 2018 to June 2020, he served as the office director of HNA Group. He has been serving as the vice president of the Parent Company since September 2020 and a director of the Parent Company since June 2022. He has been serving as a non-executive Director since March 2022.

The biographical details of Mr. Wen are as follows:

Mr. Wen, aged 35, 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 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) (listed on the Shanghai Stock Exchange, 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. 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. He has been serving as a non-executive Director since June 2024.

### ***Independent non-executive Directors***

The biographical details of Mr. Fung are as follows:

Mr. Fung, aged 55, graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is currently residing in Hong Kong. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked at PricewaterhouseCoopers from 1994 to 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (寶業集團股份有限公司), which is listed on the main board of the Stock Exchange (stock code: 2355.HK), from 2004 to 2010. Mr. Fung has served in Greentown China Holdings Limited (綠城中國控股有限公司), which is listed on the main board of the Stock Exchange (stock code: 3900.HK), as the chief financial officer and company secretary from August 2010 to December 2019, and served as the chief financial officer of Logan Property Holdings Company Limited (龍光地產控股有限公司), which is listed on the main board of the Stock Exchange (stock code: 3380.HK), from January 2020 to March 2021. Mr. Fung has served as the chief financial officer of Chow Tai Fook Enterprises Limited (周大福企業有限公司) since April 2021. Mr. Fung has almost 20 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for listed companies in Hong Kong, and has over 10 years of experience in auditing, accounting and business advisory with “Big4” international accounting firms. Mr. Fung is currently also an independent non-executive director of Baoye Group Company Limited. Mr. Fung has served as an independent non-executive director of China Medical System Holdings Limited (康哲藥業控股有限公司), which is listed on the main board of the Stock Exchange (stock code: 0867.HK), since October 2021. Mr. Fung was re-appointed as an independent non-executive Director in December 2020. He has also served as the chairman of the Strategic Committee, the chairman of the Audit Committee, the chairman of the Nomination Committee and a member of the Remuneration Committee.

The biographical details of Mr. Ye are as follows:

Mr. Ye, aged 60, obtained a bachelor's degree in accounting and finance from California State University, Long Beach in the United States in May 1993 and a master's degree in business administration in December 1994. Mr. Ye became a member of the American Institute of Certified Public Accountants in September 1998 and a member of the Hong Kong Institute of Certified Public Accountants in May 2003. He worked in Shanghai Municipal Finance Bureau (上海市財政局) from October 1982 to January 1989. Mr. Ye has over 25 years of experience in audit, internal control and consultancy. He served as an auditor in Ernst & Young (安永會計師事務所) from October 1995 to April 2000; an audit manager in KPMG (畢馬威會計師事務所) from May 2000 to December 2001; a senior audit manager in Grant Thornton (香港均富會計師事務所) from January 2002 to July 2005; a director in Ernst & Young (安永會計師事務所) from August 2005 to October 2006; and a practicing director of Mazars CPA Limited from November 2006 to April 2021. Mr. Ye was a consulting expert for the third session of the committee for enterprise internal control standards appointed by the Ministry of Finance from 1 November 2014 to 31 October 2016. Mr. Ye has served as an independent non-executive director of SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)股份有限公司), which is listed on the main board of the Stock Exchange (stock code: 2386. HK), since April 2013 and has served as a director of Ace Sustainability & Risk Advisors Limited (傑思可持續發展與風險諮詢有限公司) since April 2021. Mr. Ye was appointed as an independent non-executive Director in October 2021 and has been serving as a member of the Strategic Committee since December 2021 and a member of the Audit Committee since May 2022.

The biographical details of Mr. Deng are as follows:

Mr. Deng, aged 75, is a certified public accountant, a senior member of the Chinese Institute of Certified Public Accountants, a senior accountant and was a guest professor of Hainan University (海南大學). Mr. Deng has extensive experience in the field of finance and accounting. He previously served, among others, as the section chief in the personnel division of Hubei Provincial Department of Finance (湖北省財政廳), a deputy director of Fang County Tax Bureau in Hubei Province (湖北省房縣稅務局), the chief of the loan section of the World Bank Group and a deputy director of the Department of Agricultural Tax (農業稅處). Mr. Deng was appointed by the Organization Department of the CPC Central Committee (中共中央組織部) to Hainan Provincial Department of Finance (海南省財政廳) as a director of the accounting department and the secretary general of Hainan Provincial Institute of Certified Public Accountants (海南省註冊會計師協會) in 1990. Mr. Deng had been an independent director of Hainan Airlines Holding Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600221.SH) (“**HNA Holding**”) from April 2012 to October 2019. He served as be the chairman and a member of the Audit Committee from June 2015 to May 2022. Mr. Deng was re-appointed as an independent non-executive Director in December 2020, and served as the chairman of the Remuneration Committee and a member of the Nomination Committee and a member of the Strategic Committee.

Each of Mr. Fung, Mr. Ye and Mr. Deng has confirmed that he (i) is independent as regards to each of the criteria set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) has no past or present financial or other interest in the business of the Company or its subsidiaries, and is not connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) is not subject to any other factors that may affect his independence at the time of his appointment.

The nomination of each of Mr. Wang, Mr. Ren and Mr. Xing for re-election as an executive Director, Mr. Wu, Mr. Li and Mr. Wen for re-election as a non-executive Director, and Mr. Fung, Mr. Ye and Mr. Deng for re-election as an independent non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nominations, the Nomination Committee has considered the past performance of the above Directors, their skills, knowledge and experience. Each of above Directors is familiar with the Company's business and has proved his ability to provide fair and objective opinions. For independent non-executive Directors, the Nomination Committee has also considered independence confirmation furnished to the Company and their ability to provide independent views on the affairs of the Company.

The Nomination Committee was of the view that Mr. Wang, Mr. Ren, Mr. Xing, Mr. Wu, Mr. Li, Mr. Wen, Mr. Fung, Mr. Ye and Mr. Deng will continue to bring to the Board their own perspective, skills and experience, as described in their biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considered that they could contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, for Mr. Wang, the Nomination Committee has considered his experience in management; for Mr. Ren, the Nomination Committee has considered his rich experience in finance and accounting; for Mr. Xing, the Nomination Committee has considered his professional skills in company secretary matters; for Mr. Wu, the Nomination Committee has considered his experience in airport operation; for Mr. Li, the Nomination Committee has considered his experience in enterprise and human resources management; for Mr. Wen, the Nomination Committee has considered his experience in quality and safety management of airport operations; for Mr. Fung, the Nomination Committee has considered his rich experience in finance and accounting; for Mr. Ye, the Nomination Committee has considered his experience in risk management, finance and auditing; and for Mr. Deng, the Nomination Committee has considered his professional knowledge in finance and accounting. None of Mr. Fung, Mr. Ye and Mr. Deng holds seven or more listed company directorship, and thus they can give sufficient time and attention to the Company's affairs.

According to code provision B.2.3 of Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Fung has served as an independent non-executive Director for more than 20 years, and Mr. Deng has served as an independent non-executive Director for more than 10 years. The Company has received from each of Mr. Fung and Mr. Deng a confirmation of independence according to Rule 3.13 of the Listing Rules. Each of Mr. Fung and Mr. Deng has not engaged in any executive management of the Company and its subsidiaries. Taking into consideration of their independent scope of work in the past years, the Board considers Mr. Fung and Mr. Deng independent under the Listing Rules and are not in any relationships or circumstances which would interfere with the exercise of their independent judgment despite the fact that they have served the Company for more than 9 years. Both Mr. Fung and Mr. Deng are experienced in finance and accounting matters. They have made positive contributions to the Company's strategy, policies and performance with their independent advice, comments, judgment from the perspective of their background coupled with their in-depth understanding of the operations and business of the Company and its subsidiaries. Mr. Fung has been providing objective views in his capacity as an independent non-executive Director and a member of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Strategic Committee. Mr. Deng has been providing objective views in his capacity as an independent non-executive Director and a member of the Nomination Committee, the Remuneration Committee and the Strategic Committee. Both Mr. Fung and Mr. Deng have contributed to the diversity of the Board through their independent judgment by providing unbiased suggestions and independent guidance. In light of the above, their continued tenure will provide better oversight and bring quality services to the Company in various aspects. The Nomination Committee considered that Mr. Fung and Mr. Deng continued to demonstrate strong independence in judgement and their long services would not affect their to exercise independent judgment and was satisfied that they had the required character, integrity and experience to continue fulfilling their role as independent non-executive Directors effectively. The Board has benefited greatly from the presence of Mr. Fung and Mr. Deng, who have contributed valuable insight into the Company and its subsidiaries over time and the Board believes that Mr. Fung and Mr. Deng's continue tenure will bring considerable stability to the Board. Separate resolutions will be proposed for their respective re-election at the EGM.

Save as disclosed above and as at the date of this announcement, each of the above Directors proposed to be re-elected (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 of the Company; and (iii) is not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to each of the above Directors proposed to be re-elected that is required to be disclosed pursuant to Rules 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.

The term of office for each of the above Directors proposed to be re-elected shall be three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules.

Mr. Wang, Mr. Ren and Mr. Xing will not receive the corresponding director's remuneration, but they will be entitled to receive respective salaries according to their respective positions taken in the Company. According to the wishes of Mr. Wu, Mr. Li and Mr. Wen, they will not receive any remuneration for serving as non-executive Directors from the Company. The remuneration of Mr. Fung, Mr. Ye and Mr. Deng as independent non-executive Directors will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

### **PROPOSED RE-ELECTION OF SUPERVISORS**

The term of office of the current eighth session of the Supervisory Committee will expire on 31 December 2024. The Board hereby announces that the Supervisory Committee will propose the re-election of Supervisors of the ninth session of the Supervisory Committee at the EGM.

Ordinary resolutions will be proposed by the Supervisory Committee at the EGM to re-elect Mr. Liao Hongyu (廖虹宇先生)(“**Mr. Liao**”) and Mr. Hu Yunyun (胡運運先生)(“**Mr. Hu**”) as independent representative Supervisors, with effect from the date of the EGM, subject to the Shareholders' approval.

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

The biographical details of Mr. Liao are as follows:

Mr. Liao, aged 46, obtained a bachelor's degree majoring in economic law from Southwest University of Political Science & Law (西南政法大學) in Chongqing City, the PRC in July 2001. Mr. Liao successively served as various roles in HNA Group. He served as a legal assistant from October 2001 to May 2004, as a senior legal counsel from May 2004 to October 2007 and as the legal manager from October 2007 to October 2009. He also served as the deputy general manager of comprehensive management department and the deputy general manager of risk control department of HNA Tourism Management Holding Co., Ltd. (海航旅游管理控股有限公司) from October 2009 to January 2010 and from January 2010 to August 2010, respectively. From July 2010 to April 2012, Mr. Liao served as the deputy general manager of compliance department of HNA Holding. Mr. Liao successively held various positions in HNA Tourism Group Co., Ltd. (海航旅游集團有限公司), including as the assistant to president from April 2012 to April 2015, as the chief risk control officer from April 2015 to December 2015 and as the risk control director from December 2015 to January 2016. Mr. Liao also worked as the president of HNA Innovation Co., Ltd. (海航創新股份有限公司) (“**HNA Innovation**”), which was formerly listed on the Shanghai Stock Exchange (stock code before delisting: 600555.SH), from January 2016 to February 2017 and as the chairman of the board and the president of Sanya Phoenix Airport from February 2017 to April 2017. He also served as the chairman of the board and the president of HNA Airport Group from April 2017 to January 2018. Mr. Liao served as the chairman of the Company, an executive Director and a member of the Nomination Committee from January 2018 to October 2018. He also served as a member of the Strategic Committee from January 2018 to March 2019, the vice chairman of the Company from October 2018 to March 2019, and a non-executive Director from October 2018 to June 2019. He has served as an independent representative Supervisor and the chairman of the Supervisory Committee since June 2019. He has served as a director of HNA Innovation since August 2020. He worked as the chairman of the board of HNA Innovation from August 2020 to October 2022. He has been serving as the secretary of the party committee of the Hainan HNA No. 2 Trust Management Service Co., Ltd. (海南海航二號信管服務有限公司) since March 2022. Mr. Liao is a deputy to the 13th National People's Congress, a member of the Standing Committee of the 8th Hainan Provincial Committee of the Chinese People's Political Consultative Conference, and a member of the Standing Committee of the 9th Executive Committee of the Federation of Industry and Commerce of Hainan Province (the Chamber of Commerce) (海南省工商業聯合會(總商會)).

The biographical details of Mr. Hu are as follows:

Mr. Hu, aged 37, obtained a bachelor's degree from Nanjing Audit University (南京審計大學) (formerly known as Nanjing Audit College (南京審計學院)), majoring in auditing in July 2010. He successively served in HNA Group North Headquarters (Tianjin) Co., Ltd. (海航集團北方總部(天津)有限公司) as a personnel administrator, a labor relations and community administrator and an administrative assistant in the comprehensive management department from October 2010 to August 2011. Mr. Hu served as an auditor of the audit room of the compliance department of HNA Commercial Holdings Co., Ltd. (海航商業控股有限公司) from August 2011 to October 2011. He also successively held several positions in HNA Holding Group Co., Ltd. (海航實業集團有限公司), as the audit head and then the senior audit manager of the compliance and audit department from October 2011 to November 2012, and as the senior auditor of the audit practice center of the compliance management department from January 2014 to May 2015. He served as the audit manager of the audit and legal department of HNA Infrastructure Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司) from November 2012 to January 2014. From May 2015 to December 2016, Mr. Hu served as the manager of the airport compliance and audit center of HNA Infrastructure Industry. From December 2016 to June 2018, he served as the deputy general manager of the risk control department of HNA Airport Group. Mr. Hu also served as the deputy general manager of the risk control department of the Company from June 2018 to November 2018. He has served as the deputy general manager of the compliance and legal department of HNA Airport Group from November 2018 to December 2021. He has served as an independent representative Supervisor since December 2020. Since December 2023, he has been serving as a supervisor of PipeChina Hainan Province Pipeline Network Co., Ltd. (國家管網集團海南省管網有限公司).

Save as disclosed above and as at the date of this announcement, each of the above Supervisors (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 of the Company; and (iii) is not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to each of the above Supervisors that is required to be disclosed pursuant to Rules 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.

The term of office for each of the above Supervisors proposed to be re-elected shall be three (3) years commencing on the grant of approval at the EGM and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules.

The remuneration of Mr. Liao as independent representative Supervisor will be determined according to the remuneration policies as approved at the annual general meeting of the Company. According to the wishes of Mr. Hu, he will not receive any supervisors' remuneration from the Company.

Among the members of the ninth session of Supervisory Committee, in addition to the above-nominated supervisor candidates, a staff representative Supervisor shall be elected by the employees of the Company through the workers' congresses, trade union congresses or other forms of democratic elections, and directly join the ninth session of Supervisory Committee.

## **PROPOSED 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》), 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》) 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》). Given the above changes, the Stock Exchange has made consequential amendments to the Listing Rules with effect from 1 August 2023 to reflect the new regulations. Besides, the newly revised Company Law of the PRC (《中華人民共和國公司法》) has taken effect on 1 July 2024. In light of the above and taking into account the actual situation of the Company, the Board proposes to make certain amendments to the Articles of Association.

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 the EGM and (if required) the approval of the relevant competent authorities in the PRC.

## CIRCULAR

A circular containing, among other things, further information regarding (i) the proposed appointment and proposed re-election of Directors; (ii) the proposed re-election of Supervisors; and (iii) the proposed amendments to the Articles of Association, together with a notice of the EGM, will be despatched to the Shareholders as soon as possible.

## DEFINITIONS

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“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
“EGM”	the extraordinary general meeting to be convened by the Company
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Parent Company”	Haikou Meilan International Airport Company Limited*(海口美蘭國際機場有限責任公司), a limited liability company established in the PRC and the controlling shareholder of the Company

“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
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Committee”	the strategic committee of the Board
“Supervisors”	the supervisors of the Company
“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  
18 November 2024

\* *For identification purpose only*

*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. 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.*