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海南美蘭國際機場股份有限公司  
**Hainan Meilan International Airport Company Limited\***

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

(Stock Code: 357)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSED CHANGE IN AUDITORS**

The Board has proposed to (1) amend the Articles of Association and (2) change the auditors of the Company. The proposed amendments to the Articles of Association and change in auditors are subject to the approval by the Shareholders by way of special resolution and ordinary resolution, respectively, at the Annual General Meeting.

A circular containing, among other things, details of the proposed amendment to the Articles of Association and the proposed change in auditors of the Company together with the notice of the Annual General Meeting will be despatched to the Shareholders as soon as practicable.

**(1) Proposed amendments to the Articles of Association**

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) announces that a special resolution will be proposed at the annual general meeting to be held on Tuesday, 17 May 2011 (the “**Annual General Meeting**”) to approve certain amendments to the articles of association of the Company (the “**Articles of Association**”). The proposed amendments to the Articles of Association are for the purposes to (a) clarify the scope of the term “other senior management personnel” in the Articles of Association; (b) provide that if the quorum of the Board falls below the required number as a result of resignation of a Director, the Director resigning from the Board shall continue to perform the duty of a director prior to the engagement of the new director; and (c) make corresponding changes in light of the recent acceptance of Mainland accounting and auditing standards and Mainland audit firms by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

\* For identification purpose only

It is proposed that the shareholders of the Company (the “**Shareholders**”) shall authorise the Board to do all such things as necessary in respect of the amendments to the Articles of Association pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.

The legal advisers of the Company have confirmed that the proposed amendments to the Articles of Association are in compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the laws of the People’s Republic of China (“**PRC**”). The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting.

## **(2) Proposed change in auditors of the Company**

The Board has resolved not to re-appoint PricewaterhouseCoopers (“**PwC Hong Kong**”) and Zon Zun Certified Public Accountants Office Limited (“**Zon Zun**”) as the Company’s auditors on the expiry of their respective term of office, in light of the recent acceptance of Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange.

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” and the related amendments to the Listing Rules (the “**Amended Listing Rules**”) that took effect on 15 December 2010, Mainland incorporated companies listed in Hong Kong are allowed to prepare financial statements, for the purpose of fulfilling the periodic financial reporting requirements of the Amended Listing Rules, in accordance with the China Accounting Standards for Business Enterprises (“**CAS**”) and to arrange for such financial statements to be audited by a limited number of Mainland audit firms which are approved by the Ministry of Finance of the PRC (“**MOF**”) and the China Securities Regulatory Commission (“**CSRC**”) for such purpose, using the China Standards on Auditing (“**CSA**”) issued by the Chinese Institute of Certified Public Accountants.

Prior to the implementation of the Amended Listing Rules, the Mainland incorporated companies listed in Hong Kong are required to prepare financial statements in accordance with Hong Kong Financial Reporting Standards or International Financial Reporting Standards and have them audited by certified public accountants who are qualified under the Hong Kong Professional Accountants Ordinance for the purpose of fulfilling the periodic financial reporting requirements of the Listing Rules.

PwC Hong Kong and Zon Zun are, respectively, the international and mainland auditors of the Company. With the implementation of the Amended Listing Rules on 15 December 2010, in order to improve the efficiency and reduce the cost of fulfilling the Company's financial reporting obligations, the Company will prepare only one set of financial statements under CAS and arrange for such financial statements to be audited by a Mainland audit firm endorsed by MOF and CSRC, using CSA for the purpose of fulfilling its statutory obligation and the periodic financial reporting requirements of the Amended Listing Rules. Accordingly, the Board has resolved not to re-appoint PwC Hong Kong and Zon Zun as the auditors of the Company and appoint PricewaterhouseCoopers Zhong Tian CPAs Company Limited ("**PwC China**"), a Mainland audit firm approved by MOF and CSRC for the purpose of the Amended Listing Rules as the Company's auditors auditing the Company's financial statements for 2011 prepared in accordance with CAS and undertaking the role of international auditor in compliance with the Listing Rules. Such proposals are subject to the approval by Shareholders at the Annual General Meeting.

PwC Hong Kong has confirmed that there were no circumstances connected with its retirement as the Company's international auditor that should be brought to the attention of the members of the Company. The Board and the audit committee of the Company further confirmed that there was no disagreement or unresolved matters between the Company and PwC Hong Kong regarding the change of auditor.

A circular containing, among other things, details of the proposed amendment to the Articles of Association and the proposed change in auditors of the Company together with the notice of the Annual General Meeting will be despatched to the Shareholders as soon as practicable.

By Order of the Board  
**Hainan Meilan International Airport Company Limited**  
**Liang Jun**  
Chairman

Haikou, the PRC  
31 March 2011

*As at the date of this announcement, there are eleven directors on the Board. The Board comprises of three executive directors, namely Mr. Liang Jun, Mr. Dong Zhanbin and Ms. Xing Xihong, and four non-executive directors, namely Mr. Hu Wentai, Mr. Zhang Han'an, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang and four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an.*