
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 form of proxy to the purchaser or other transferees or to the bank, stockbroker or other agent through whom the sale or transfer was affected 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 CHANGE OF BUSINESS SCOPE OF THE COMPANY,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 7 of this circular.

The notice for convening the EGM to be held at 10:00 a.m. on Tuesday, 21 February 2023 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 8 to 9 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting 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:

“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
“Company”	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 PRC with limited liability
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 21 February 2023 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC, for the purpose of considering and, if thought fit, approving the Proposed Change and Proposed Amendments
“Group”	the Company and its subsidiaries
“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 海口美蘭國際機場 (Haikou Meilan International Airport*) located in Haikou City, Hainan Province, the PRC
“PRC”	the People’s Republic of China (and for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan, China)
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“Proposed Change”	the proposed change of the business scope of the Company as set out in this circular
“Shareholder(s)”	holder(s) of the Shares of the Company
“Share(s)”	share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* Unless otherwise specified in this 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, Authorized Representative*)

Wang Zhen

Ren Kai (*Chief Financial Officer*)

Xing Zhoujin (*Authorized Representative*)

Registered Office:

Office Building of Meilan Airport

Haikou City

Hainan Province

the PRC

Principal Place of Business in Hong Kong:

Room 2204, 22/F

Fu Fai Commercial Centre

27 Hillier Street

Sheung Wan, Hong Kong

Non-executive Directors:

Qiu Guoliang

Li Zhiguo

Wu Jian

Independent Non-executive Directors:

Fung Ching, Simon

Deng Tianlin

George F Meng

Ye Zheng

To the Shareholders,

Dear Sir/Madam,

PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A. INTRODUCTION

Reference is made to the announcement of the Company dated 6 January 2023 in relation to the Proposed Change and the Proposed Amendments.

The purpose of this circular is to provide you with information in relation to the Proposed Change and the Proposed Amendments and to give you notice of the EGM to consider and, if thought fit, to approve, among others, the Proposed Change and the Proposed Amendments.

* For identification purpose only

LETTER FROM THE BOARD

B. PROPOSED CHANGE OF BUSINESS SCOPE OF THE COMPANY AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to cater for the needs of business development of the Company, the Board proposes to change the business scope of the Company from:

To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service, business information consulting and management services, venue leasing, conference and exhibition services, import and export trading, office supplies, decorations, tobacco, alcohol, food, aquatic products, health products, cultural and sports goods, computer software, digital and electronic products, sales of audio and video products, property management services, design, production, distribution and agency services of various types of domestic advertising, operation of aviation science and technology museums, technology training services, ticket agency services, design, production and sales of souvenirs, playground operation and medical services to (among others) airlines or passengers within the premises of the airport. (The operation for ordinary projects shall be self-managed, while the operation for projects that involve business permits shall rely on the relevant permits or approval documents.) (For projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities.)

to:

Licensed items: civil airport operation; public air transport; project construction; storage, transportation and filling (including extraction) of civil aviation fuel; catering services; food production; retail of tobacco products; liquor operation; food sale and healthcare services. (For operation projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities. The specific operation projects shall be subject to the permit or license issued by relevant authorities.)

General items: housing rental; commercial complex management services; general cargo warehouse services (excluding items subject to licensing like hazardous chemicals); international air cargo transport agency; domestic cargo transport agency; packaging of goods transported by air; hardware retail; sale of electronic products; sale of communication equipment; sale of network equipment; general merchandise sale; sale of knitwear and textiles; retail of arts and crafts and collectibles (except ivory and its products); motor vehicle repair and maintenance; information consulting services (excluding information consulting services subject to licensing); conference and exhibition services; import and export of goods; sale of office supplies; retail of aquatic products; healthcare services (non-medical); stationery retail; wholesale of sporting goods and equipment; retail of computer hardware and ancillary equipment; sale of household appliances; sale of sound equipment; information technology consulting services; data processing and storage support services; property management; advertising production; advertising publication; advertising design and agency; cultural venue management services; business training (excluding

LETTER FROM THE BOARD

educational training, vocational skill training and other forms of training that are subject to licensing); ticket agency; playground services; car park services and internet-based sales (except for sale of goods that are subject to licensing). (Except for projects that are subject to approval in accordance with the law, business activities can be carried out with business licenses.)

Conditions

The Proposed Change is subject to satisfaction of the following conditions:

- (i) a special resolution passed by the Shareholders at the EGM of the Company to approve the Proposed Change; and
- (ii) all the necessary approval obtained from the relevant government administrative authorities for the Proposed Change (if necessary).

The relevant filing with relevant government administrative authorities will be made after the passing of the relevant special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change will take effect from the date when the new business scope is registered with the competent industry and commerce authority in the PRC.

Due to the alteration of its business scope mentioned above, the Board proposes to make certain amendments to the current Articles of Association.

Details of the Proposed Amendments are as follows:

**Amended
articles
in the
Articles of
Association**

	Before amendments	After amendments
Chapter 2 Article 11	The scope of business of the Company is determined by the Company's Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the change of registration shall be completed.	The scope of business of the Company is determined by the Company's Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the change of registration shall be completed.

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**Amended
articles
in the
Articles of
Association**

Before amendments

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service, business information consulting and management services, venue leasing, conference and exhibition services, import and export trading, office supplies, decorations, tobacco, alcohol, food, aquatic products, health products, cultural and sports goods, computer software, digital and electronic products, sales of audio and video products, property management services, design, production, distribution and agency services of various types of domestic advertising, operation of aviation science and technology museums, technology training services, ticket agency services, design, production and sales of souvenirs, playground operation and medical services to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).

After amendments

The business scope of the Company:

Licensed items: civil airport operation; public air transport; project construction; storage, transportation and filling (including extraction) of civil aviation fuel; catering services; food production; retail of tobacco products; liquor operation; food sale and healthcare services. (For operation projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities. The specific operation projects shall be subject to the permit or license issued by relevant authorities.)

General items: housing rental; commercial complex management services; general cargo warehouse services (excluding items subject to licensing like hazardous chemicals); international air cargo transport agency; domestic cargo transport agency; packaging of goods transported by air; hardware retail; sale of electronic products; sale of communication equipment; sale of network equipment; general merchandise sale; sale of knitwear and textiles; retail of arts and crafts and collectibles (except ivory and its products); motor vehicle repair and maintenance; information consulting services (excluding information consulting services subject to licensing); conference and exhibition services; import and export of goods; sale of office supplies; retail of aquatic products; healthcare services (non-medical); stationery retail; wholesale of sporting goods and equipment; retail of computer hardware and ancillary equipment; sale of household appliances; sale of sound equipment; information technology consulting services; data processing and storage support services; property management; advertising production; advertising publication; advertising design and agency; cultural venue management services; business training (excluding educational training, vocational skill training and other forms of training that are subject to licensing); ticket agency; playground services; car park services and internet-based sales (except for sale of goods that are subject to licensing). (Except for projects that are subject to approval in accordance with the law, business activities can be carried out with business licenses.)

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Save for the Proposed Amendments as set out above, other provisions in the Articles of Association remain unchanged.

The Hong Kong and PRC legal advisers of the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the applicable PRC laws and regulations, respectively. The Directors also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Articles of Association and the Proposed Amendments 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 Change and the Proposed Amendments are subject to the approval of the Shareholders by way of special resolutions at the EGM.

C. THE EGM

Set out on pages 8 to 9 of this circular is the notice given by the Company on 13 January 2023 for convening the EGM to be held at 10:00 a.m. on Tuesday, 21 February 2023 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. A special resolution will be put forward to the Shareholders at the EGM for considering, and if thought fit, approving the Proposed Change and the Proposed Amendments.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the EGM.

The form of proxy for use at the EGM is accompanied with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so desire.

D. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 2 February 2023 to Tuesday, 21 February 2023 (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 form 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, no later than 4:30 p.m. on Wednesday, 1 February 2023.

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E. RECOMMENDATIONS

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the EGM are 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 set out in the notice of the EGM for approval of the Proposed Change and Proposed Amendments.

Yours faithfully,

By order of the Board

Hainan Meilan International Airport Company Limited*

Wang Hong

Chairman and President

Hainan, the PRC
13 January 2023

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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 21 February 2023 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, defined terms used in this notice shall have the same meaning set out in the circular of the Company dated 13 January 2023 (the “**Circular**”).

BY WAY OF SPECIAL RESOLUTIONS

1. To consider and approve amendments to the business scope of the Company and amendments to the articles of association of the Company in the manner as set out in the Circular; and
2. To consider and approve proposals (if any) put forward by any Shareholder(s) holding three (3) per cent or more of the Shares carrying the right to vote at such meeting.

By the order of the Board

Hainan Meilan International Airport Company Limited*

Wang Hong

Chairman and President

Hainan Province, the PRC

13 January 2023

As at the date of this notice, the Board comprises (i) four executive Directors, namely Mr. Wang Hong, Mr. Wang Zhen, Mr. Ren Kai and Mr. Xing Zhoujin; (ii) three non-executive Directors, namely Mr. Qiu Guoliang, Mr. Li Zhiguo and Mr. Wu Jian; and (iii) four independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Deng Tianlin, Mr. George F Meng and Mr. Ye Zheng.

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Thursday, 2 February 2023 to Tuesday, 21 February 2023 (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 form 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, no later than 4:30 p.m. on Wednesday, 1 February 2023.
- (B) Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Wednesday, 1 February 2023 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 of the Company 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 shares share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th 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 of the Company 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
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.