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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)**

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement jointly issued by Hainan Meilan International Airport Company Limited (the “**Company**”), Hainan Airport Infrastructure Co., Ltd. and Hainan Airport Infrastructure (Hongkong) Limited dated 30 April 2025 in relation to, among others, the SPA and the Offers pursuant to Rule 3.5 of the Takeovers Code (the “**Joint Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Mr. Deng Tianlin (“**Mr. Deng**”) has resigned from his position as an independent non-executive Director, after taking into consideration the relevant PRC government policies relating to retired officials on taking positions in enterprises. Upon his resignation, Mr. Deng has also ceased to be a member of the nomination committee (the “**Nomination Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the strategic committee of the Board on the same day.

Pursuant to Rule 7 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company or the board of the offeree company has reason to believe that a bona fide offer is imminent, except with the consent of the Executive, the resignation of any directors of an offeree company should not take effect until after the publication of the closing announcement on the first closing date of the offer, or the publication of the announcement that the offer has become or been declared unconditional, whichever is later. Accordingly, an application was made by the Company to seek the consent of the Executive to the resignation of Mr. Deng under Rule 7 of the Takeovers Code on account of the aforementioned reason, and the Executive granted such consent on 3 October 2025. Mr. Deng’s resignation has been effective on the date of such consent.

Mr. Deng has confirmed that he has no disagreement with the Company and the Board and has no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

\* *For identification purpose only*

The Board would like to take this opportunity to express its gratitude to Mr. Deng for his valuable contribution to the Company during his term of office.

## **NON-COMPLIANCE WITH RULES 3.25 AND 3.27A OF THE LISTING RULES**

According to Rule 3.25 of the Listing Rules, an issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors. According to Rule 3.27A of the Listing Rules, an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

After Mr. Deng ceases to be an independent non-executive Director and a member of the Remuneration Committee and the Nomination Committee, each of the Remuneration Committee and the Nomination Committee comprise only two members, one of whom being an independent non-executive Director. Accordingly, the composition of the Remuneration Committee and the Nomination Committee fails to comply with the relevant requirements under Rules 3.25 and 3.27A of the Listing Rules.

To ensure compliance with Rules 3.25 and 3.27A of the Listing Rules, the Company will use its best endeavour to appoint suitable candidate(s) as soon as possible. The Company will make further announcement(s) as and when appropriate.

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

Hainan, the PRC  
3 October 2025

*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) three independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

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