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 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 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 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 AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF THE EGM

A letter from the Board is set out on pages 3 to 5 of this circular.

The notice for convening the EGM to be held at 10:00 a.m. on Wednesday, 31 December 2025 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC are set out on pages 6 to 7 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 meetings. Completion and return of the forms 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*

27 November 2025

CONTENTS

Pages

Definitions 1

Letter from the Board 3

Introduction 3

Proposed Appointment of an Independent Non-executive Director 3

Extraordinary General Meeting 5

Book Closure 5

Recommendations 5

Notice of the EGM 6

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

"Announcement"	the announcement of the Company dated 3 November 2025 in relation to, among other things, the proposed appointment of an independent non-executive Director
"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 of the Company to be held at 10:00 a.m. on Wednesday, 31 December 2025 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)
"H Share(s)"	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
"Latest Practicable Date"	25 November 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this 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
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China and for the purpose of this circular 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

* *For identification purposes only*

"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

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)*

Non-executive Directors:
Wu Jian
Li Zhiguo
Wen Zhe

Independent Non-executive Directors:
Fung Ching, Simon
Ye Zheng
Liu Hongbin

Registered Office:
Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC

Place of Business In Hong Kong:
Room 2204, 22/F
Fu Fai Commercial Centre
27 Hillier Street
Sheung Wan
Hong Kong

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF THE EGM

A. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information in relation to the proposed appointment of an independent non-executive Director, and to give you notice of the EGM to consider and, if thought fit, to approve the relevant resolution at the EGM.

B. PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Announcement. The Board proposes the appointment of Ms. Tang Bi (湯碧女士) ("**Ms. Tang**") as an independent non-executive Director by the Shareholders at the EGM, with the effect from the date of the EGM.

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

* *For identification purposes only*

Ms. Tang, aged 51, obtained a doctoral degree in Economics in February 2002 from Nankai University (南開大學) (world economy discipline) in the PRC. From March 2003 to May 2005, she was a postdoctoral researcher at the School of Public Policy & Management of Tsinghua University (清華大學). She was also a visiting scholar at Harvard University from August 2013 to July 2014. She is currently a professor and doctoral advisor at the University of International Business and Economics (對外經濟貿易大學) ("**UIBE**"), researching in areas such as free trade zones, international and regional economic cooperation, international trade and investment, and macroeconomic policies. From September 2006 to December 2023, she was the assistant to the dean of the Institute of International Economy (國際經濟研究院) of the UIBE. From June 2013 to December 2015, she was the executive editor of Journal of International Trade. From September 2011 to July 2016, she served as the deputy dean of the Asian Economic Community Research Institute (亞洲經濟共同體研究院) of the UIBE. Ms. Tang is a member of China Society of World Economics (中國世界經濟學會) and the Beijing Economic Association (北京市經濟學總會).

Save as disclosed above and as at the Latest Practicable Date , Ms. Tang (i) had not held any other directorships in listed public 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. As at the Latest Practicable Date, save as disclosed above, there was no information in relation to the appointment of Ms. Tang as an independent 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.

Subject to the approval by the Shareholders at the EGM, Ms. Tang will be appointed as an independent non-executive Director for a term commencing on the grant of approval at the EGM and lasting until expiration of the ninth session of the Board and subject to re-election in accordance with the articles of association of the Company and/or pursuant to the Listing Rules. The remuneration of Ms. Tang 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. Tang 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. Tang 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 free trade zone and macroeconomics. The Nomination Committee was of the view that Ms. Tang 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. Tang for appointment as an independent non-executive Director at the EGM.

C. EXTRAORDINARY GENERAL MEETING

The EGM will be held at 10:00 a.m. on Wednesday, 31 December 2025 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 6 to 7 of this circular is the notice for convening the EGM.

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.

A 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 any event not later than 24 hours before the time appointed for holding the EGM.

Shareholders are reminded that completion and delivery of the forms of proxy will not preclude the Shareholders from attending and voting in person at the EGM or at any adjournment thereof should they so wish.

D. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 11 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which no transfer of Shares will be registered. The Shareholders who are registered on Thursday, 11 December 2025, being the record date for the EGM, and their proxies will be entitled to attend the EGM, provided they present valid identity documents. 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, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 10 December 2025.

E. RECOMMENDATIONS

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the EGM is 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 to be proposed at the EGM.

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

Hainan Province, the PRC
27 November 2025

* *For identification purposes only*

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Hainan Meilan International Airport Company Limited (the "**Company**") will be held at 10:00 a.m. on Wednesday, 31 December 2025 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, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 27 November 2025.

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Ms. Tang Bi (湯碧女士) as an independent non-executive director of the Company, whose emoluments will be determined according to the remuneration policies as approved at the annual general meeting of the Company, and to authorise the chairman of the Board 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; and

2. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding one per cent (1%) or more of the Shares carrying the right to vote at such meeting.

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

Hainan Province, the PRC
27 November 2025

As at the date of this 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) three independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin.

* *For identification purposes only*

Notes:

(A) The Company's register of members will be closed from Thursday, 11 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which no transfer of Shares will be registered. The Shareholders who are registered on Thursday, 11 December 2025, being the record date for the EGM, and their proxies will be entitled to attend the EGM, provided they present valid identity documents. 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 Wednesday, 10 December 2025.

(B) Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 11 December 2025 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. 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 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 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
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.

(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.