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 forms of proxy to the purchaser or other 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.

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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 GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
NOTICES OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

The notices for convening the Annual General Meeting to be held at 10:00 a.m. on Thursday, 21 May 2026 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 8 to 12 of this circular. Whether or not you are able to attend the meeting, 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 Annual General Meeting. Completion and return of the forms of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meetings should you so desire.

* *For identification purpose only*

27 April 2026

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

"Annual General Meeting"	an annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 21 May 2026 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)
"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 of the Company
"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
"controlling shareholder(s)"	has the meaning ascribed under the Listing Rules
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"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
"H Share(s)"	overseas listed foreign shares 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
"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 Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
"PRC"	the People's Republic of China and for the purpose of this circular, excluding Hong Kong, Macao Special Administrative Region of the People's Republic of China and Taiwan

"RMB"	Renminbi yuan, the lawful currency of the PRC
"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)"	the Domestic Shareholders and the H Shareholders
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

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 Authorised Representative)
Qiu Guoliang *(President)*
Ren Kai *(Chief Financial Officer)*

Non-executive Directors:
Xiang Xiujin
Ya Zhihui
Zhou Peng

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

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 GRANT OF GENERAL MANDATES TO ISSUE SHARES AND NOTICES OF ANNUAL GENERAL MEETING

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed grant of general mandates to issue shares, and to give you notice of the Annual General Meeting to consider and, if thought fit, to approve the relevant resolutions at the Annual General Meeting.

* *For identification purpose only*

B. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

The following proposed resolution will seek Shareholders' approval as a special resolution at the Annual General Meeting:

"**THAT**:

(1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:

(i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares in issue of the Company at the date of passing this resolution; and

(ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares in issue of the Company at the date of passing this resolution; and

(c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals, authorizations and filings (where necessary) from the CSRC and/or other relevant PRC governmental authorities are obtained; and

(2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:

(a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):

(i) determine the class and number of shares to be issued;

(ii) determine the issue price of the new shares;

(iii) determine the opening and closing dates of the new issue;

(iv) determine the use of proceeds of the new issue;

(v) determine the class and number of new shares (if any) to be issued to the existing Shareholders;

(vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and

(vii) in the case of an offer or allotment of shares to the Shareholders, exclude Shareholders who are resident outside the PRC or Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

(b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and

(c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.

For the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until the earliest of:

(a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(b) the expiration of the 12-month period following the passing of this resolution; or

(c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting of the Company."

C. RE-APPOINTMENT OF AUDITORS

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Pan-China Certified Public Accountants LLP as the auditors and to hold office until the conclusion of the next annual general meeting of the Company; and it is proposed that the chairman of the Board be authorised to determine the remunerations of the auditors. The estimated audit fee agreed with Pan-China Certified Public Accountants LLP for the audit services for the year ending 31 December 2026 was approximately RMB1.5 million, which was estimated based on complexity and business plan of the Group's business, expected audit scope, audit timetable and auditor's resources required.

D. ANNUAL GENERAL MEETING

The Annual General Meeting will be held at 10:00 a.m. on Thursday, 21 May 2026 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 8 to 12 of this circular is a notice convening the Annual General Meeting.

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

A form of proxy for use at the Annual General Meeting is accompanied with this circular. Whether or not you are able to attend the Annual General Meeting, 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 Annual General Meeting or any adjournment thereof. Shareholders are reminded that completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

E. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 14 May 2026 to Thursday, 21 May 2026 (both days inclusive), during which no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 14 May 2026, being the record date for the Annual General Meeting, or their proxies, will be entitled to attend the Annual General Meeting, provided they present valid identity documents. In order to qualify for attending and voting at the Annual General Meeting, Shareholders must deliver all 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, 13 May 2026.

F. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting 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 all the resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

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

Hainan Province, the PRC
27 April 2026

* *For identification purpose only*

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Annual General Meeting**") of Hainan Meilan International Airport Company Limited (the "**Company**") will be held at 10:00 a.m. on Thursday, 21 May 2026 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 as defined in the circular of the Company dated 27 April 2026.

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board for the year ended 31 December 2025;

2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2025;

3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2025;

4. To consider and approve that the Company does not make final dividend distribution for the year ended 31 December 2025;

5. To consider and approve the annual remuneration proposal for the Directors and the Company's supervisors for the year 2026;

6. To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as the Company's auditors, who will hold office until the conclusion of the next annual general meeting of the Company, and to authorise the chairman of the Board to determine their remunerations;

* *For identification purpose only*

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

BY WAY OF SPECIAL RESOLUTIONS

8. "**THAT**:

(1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:

(i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares in issue of the Company at the date of passing this resolution; and

(ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares in issue of the Company at the date of passing this resolution; and

(c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals, authorizations and filings (where necessary) from the CSRC and/or other relevant PRC governmental authorities are obtained; and

(2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:

(a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):

(i) determine the class and number of shares to be issued;

(ii) determine the issue price of the new shares;

(iii) determine the opening and closing dates of the new issue;

(iv) determine the use of proceeds of the new issue;

(v) determine the class and number of new shares (if any) to be issued to the existing Shareholders;

(vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and

(vii) in the case of an offer or allotment of shares to the Shareholders, exclude Shareholders who are resident outside the PRC or Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

(b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and

(c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities.

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For the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until the earliest of:

(a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(b) the expiration of the 12-month period following the passing of this resolution; or

(c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting of the Company."

9. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding one (1) per cent 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

Hainan Province, the PRC
27 April 2026

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Wang Hong, Mr. Qiu Guoliang and Mr. Ren Kai; (ii) three non-executive Directors, namely Mr. Xiang Xiujin, Mr. Ya Zhihui and Mr. Zhou Peng; and (iii) four independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng, Ms. Liu Hongbin and Ms. Tang Bi.

Notes:

(A) The Company's register of members will be closed from Thursday, 14 May 2026 to Thursday, 21 May 2026 (both days inclusive), during which no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 14 May 2026, being the record date for the Annual General Meeting, or their proxies, will be entitled to attend the Annual General Meeting, provided they present valid identity documents. In order to qualify for attending and voting at the Annual General Meeting, 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 (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, 13 May 2026.

(B) Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 14 May 2026 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.

(C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting (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 Annual General Meeting. 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 Annual General Meeting 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 Annual General Meeting. 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 Annual General Meeting 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 6239
Fax: (86-898) 6996 6999

(F) If a proxy attends the Annual General Meeting 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 Annual General Meeting, 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 Annual General Meeting, 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 Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.

(H) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.

(I) Save for the Directors and supervisors who hold executive positions in the Company or have voluntarily waived their remuneration, the Company intends to continue to provide allowance to the other Directors and supervisors. For the year 2026, the allowance standard (after tax) for Directors and supervisors of the Company will be as follows: the allowance paid to the executive Directors will be RMB70,000 per person; the allowance paid to the non-executive Directors will be RMB50,000 per person; the allowance paid to the independent non-executive Directors will be RMB100,000 per person; and the allowance paid to supervisors of the Company will be RMB20,000 per person.