Hainan Meilan International Airport Company Limited (the "Company")

Terms of Reference and Procedures of the Remuneration Committee of the Board of Directors (the "Board") of the Company

1. Authorities and Responsibilities

The Remuneration Committee of the Board (the "**Committee**") is a special committee under the Board with its authorities and responsibilities as follows:

1.1 to consult the chairman of the Board and/or the president (which is equivalent to the general manager as defined in the articles of association of the Company) about their remuneration proposals for the executive directors of the Company;

1.2 to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

1.3 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

1.4 to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

1.5 to make recommendations to the Board on the remuneration of non-executive directors;

1.6 to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries (the "**Group**");

1.7 to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

1.8 to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

1.9 to ensure that no director or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) is involved in deciding his own remuneration;

1.10 to review and/or approve matters relating to the share scheme under Chapter 17 of the Listing Rules; and

1.11 other matters required by applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed (including the Listing Rules, hereinafter referred to as the "**Laws and Regulations**") and the articles of association of the Company, and as authorized by the Board.

2. Constitution

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three (3) members, a majority of whom shall be independent non-executive directors.

2.2 The Chairman of the Committee (the convener) shall be appointed by the Board and has to be an independent non-executive director of the Company.

2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.

2.4 The term of office of the members of the Committee shall be the same as that of their directors. Upon the expiration of the term of office of the members, they are eligible for re-election (in the case of re-election). During the period, if a member ceases to serve as a director of the Company due to resignation or other reasons, his membership shall be automatically lost from the date of his ceasing to serve as a director of the Company, and the Committee shall make up the number of members in accordance with clauses 2.1 to 2.3, and the term of office of the supplementary members shall end at the end of the term for which they serve as directors.

2.5 The company secretary of the Company shall act as the secretary of the Committee.

2.6 The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

3. Frequency and proceedings of meetings

3.1 The Committee shall convene at least one (1) meeting per year. Extraordinary meetings may be convened upon the proposal of two or more members, or when the Chairman (the convener) deems it necessary. Meetings may be conducted in person, via video conference, by telephone conference, or by fax voting; however, if the applicable Laws and Regulations contain specific provisions regarding the manner of convening meetings, such provisions shall prevail.

Meetings shall be convened and presided by the Chairman of the Committee (the convener); If the Chairman of the Committee (the convener) is unable to convene and/or preside over a meeting for any reason, the Chairman of the Committee (the convener) may delegate another member of the Committee (who shall be an independent non-executive director) to convene and/or preside over the meeting; if the Chairman of the Committee (the convener) has not delegated another member (an independent non-executive director) to convene and/or preside over the meeting, a majority of the Committee members shall jointly elect one member (who shall be an independent non-executive director) to convene and preside over the meeting.

3.2 Notice of Meeting

(a) Unless otherwise agreed by all the Committee members, the notice period for meetings of the Committee convened in accordance with the applicable Laws and Regulations shall not be less than seven (7) days. Extraordinary meetings may be convened without regard to this time restriction, provided that members are given sufficient time to review meeting documents.

(b) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the company secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine, provided that a Committee member shall not be in attendance when his/her own remuneration package or benefits are being discussed.

(c) Notice of meeting shall state the time and place of the meeting and the matters to be considered.

(d) All relevant meeting documents shall be sent to all members of the Committee and to other attendees as appropriate at least three (3) days before the date of the meeting (or such other period as the members may agree).

3.3 Committee meetings should be held only when more than two-thirds (2/3) of the Committee members are present, each member has one vote. Resolutions made at a meeting shall be valid only if they are passed by a majority vote of all members of the Committee.

3.4 If necessary, other directors and senior management of the Company may be invited to attend the meeting.

3.5 All persons present at the meeting are obliged to keep the matters discussed at the meeting confidential and shall not disclose relevant information without authorization. In the event of a breach of confidentiality, the relevant personnel shall bear legal responsibility in accordance with the relevant provisions of the applicable Laws and Regulations.

4. Alternate Committee members

If a Committee member is unable to attend a Committee meeting for any reason, the member may appoint in writing another Committee member to attend and vote at the Committee meeting on his/her behalf.

5. Authorities of the Committee

5.1 The Committee acts in accordance with the applicable Laws and Regulations, the provisions of the articles of association of the Company, and the authority granted by the Board to deal with the matters set out in clause 1 above.

5.2 The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee may seek independent professional advice, at the Company's expense, to perform its responsibilities.

6. Minutes of meetings

6.1 Full minutes of Committee meetings shall be kept by the company secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final versions of minutes of Committee meetings to all the Committee members for their comments and records respectively, within a reasonable time after the meeting. The minutes of the final draft shall be signed by the members of the Committee present.

6.2 The company secretary of the Company shall transfer the minutes of Committee meetings to the Company's archives for filing in a timely manner in accordance with the requirements of the relevant provisions of the Company's archive management.

7. Written resolutions

Resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

8. Reporting procedures

The Committee should report back to the Board on its decisions or recommendations, unless there are the applicable Laws and Regulations or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

9. Continuing application of the articles of association of the Company

Any provision of the articles of association of the Company regulating the proceedings of meetings of the Board, so far as applicable to the Committee meetings and not superseded by these terms of reference and procedures, shall apply to the proceedings of meetings of the Committee.

These terms of reference and procedures shall be deemed to be the terms of reference of the Committee as stipulated in the articles of association of the Company.

10. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the applicable Laws and Regulations (including Appendix C1 (Corporate Governance Code) to the Listing Rules), at any time amend, supplement and revoke these terms of reference and procedures and any resolution passed by the Committee provided that such amendment, supplement or revocation shall not affect the validity of any prior act or resolution already taken or passed by the Committee.

11. Uncovered matters and conflicts

For matters not covered in these terms of reference and procedures, or in the event of any conflict with the applicable Laws and Regulations and the articles of association of the Company, the provisions of the applicable Laws and Regulations and the articles of association of the Company shall prevail.

12. Supplementary Provisions

In these terms of reference and procedures, the terms "or more," "upon expiration," and "within" include the specified number; the terms "less than" and "exceeding" exclude the specified number.

13. Language

If there is any inconsistency between the English and Chinese versions of these terms of reference and procedures, the Chinese version shall prevail.