

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)

(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR**
Adopted in 9 November 2022

1. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

1.1 Pursuant to Article 94 of the articles of association of the Company (the “**Articles of Association**”), directors shall be elected at shareholders’ general meetings. The extract of Article 94 of the Articles of Association reads as follows:

Directors are elected in shareholders’ general meetings. The term of service is three years (commencing from the approval date of election). After completion of a term, a director can stand for re-election.

1.2 Pursuant to Rules 13.70, 13.73 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company shall:

1.2.1 publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;

1.2.2 include in the announcement or supplementary circular the candidates’ particulars required to be disclosed under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;

1.2.3 publish such announcement or supplementary circular not later than ten (10) business days before the date of the relevant general meeting; and

1.2.4 assess whether or not it is necessary to adjourn the meeting of the election to give shareholders a longer period of at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

1.3 After publication of the notice of a shareholders’ general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall submit the following notice of nomination to the legal address of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

1.4 The notice of nomination shall:

- 1.4.1 be signed by the shareholder concerned indicating his/her intention to propose the Candidate for election as a director;
- 1.4.2 be signed by the Candidate indicating his/her intention to be elected as a director and consent to the publication of his/her personal particulars; and
- 1.4.3 include the personal particulars of Candidate required to be disclosed under Rule 13.51(2) of the Listing Rules;

1.5 The shortest period for lodging the notice of nomination shall be at least ten (10) business days, and the period of the notice shall commence no earlier than the day after the date on which the notice is despatched regarding the meeting designated for such elections, and shall expire ten (10) business days prior to the date of such meeting.

2. SHAREHOLDERS SEEKING TO CONVENE AN EXTRAORDINARY GENERAL MEETING

2.1 Shareholders may request the Company to convene an extraordinary general meeting pursuant to Article 79 of the Articles of Association, as extracted below:

Shareholders seeking to convene an extraordinary or class shareholders' meeting shall follow the following procedures:

- (1) Two or more shareholders holding ten percent (10%) or more (including ten percent (10%)) of voting shares in the proposed meeting may sign one or several written requests with similar content and format to request the board of directors to convene an extraordinary general meeting or class shareholders' meeting and list the resolutions to be considered. After receipt of such written request, the board of directors shall convene the extraordinary general meeting or class shareholders' meeting as soon as possible. The amount of shareholding is calculated on the date of the shareholders making the written request.
- (2) If the board of directors does not issue a notice for convening a meeting after thirty (30) days of receipt of the above written request, the shareholders making the request may propose to the supervisory committee for convening an extraordinary shareholders' general meeting or a class shareholders' meeting with reference to the provisions in item (1) referred to above. If the supervisory committee fails to convene and preside over an extraordinary shareholders' general meeting or a class shareholders' meeting within five (5) days upon the receipt of the aforesaid written request, shareholders making such request and singly or jointly holding ten percent (10%) or more of the shares of the Company for a consecutive period of ninety (90) days or above may convene a meeting by themselves within four (4) months after the board's receipt of the notice. The procedures of convening the meeting shall closely follow that of the general meeting convened by the board of directors.

The reasonable expenses incurred by the shareholders who convene the meeting by themselves as a result of the board of directors' failure to do so shall be borne by the Company, and to be deducted from the money due to the negligent director.

- 2.2 Accordingly, shareholders individually or collectively holding ten percent (10%) or more of voting shares in a meeting for election may, in addition to convening an extraordinary general meeting, state the agenda for the meeting, including the nomination of persons for election as directors of the Company.

3. DISCLOSURE OF THIS POLICY

- 3.1 The interpretation and implementation of this policy shall rest with the board of directors. The board of directors shall also have the discretion in implementing this policy according to the actual circumstances.

- 3.2 This policy will be published on the Company's website for public information.

Note: If there is any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.

* *For identification purposes only*