THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offers, this Composite Document and/or the accompanying Forms of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, a 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 Composite Document, together with the accompanying Forms of Acceptance, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

This Composite Document should be read in conjunction with the accompanying Forms of Acceptance, the contents of which form part of the terms of the Offers.

海南机场
HAINAN AIRPORT

HAINAN AIRPORT INFRASTRUCTURE CO., LTD.
海南機場設施股份有限公司
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 600515.SH)

HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) CO., LIMITED
海南機場設施(香港)有限公司
(incorporated in Hong Kong with limited liability)

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 People's Republic of China with limited liability)
(Stock Code: 357)

COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO

(1) THE UNCONDITIONAL MANDATORY CASH OFFER BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD. TO ACQUIRE ALL OF THE DOMESTIC SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED (OTHER THAN THOSE DOMESTIC SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.) AND (2) THE UNCONDITIONAL MANDATORY CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON BEHALF OF HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) CO., LIMITED TO ACQUIRE ALL OF THE H SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED

Financial adviser to the Offerors

CICC 中金公司

Independent Financial Adviser to the Independent Board Committee

八方金融有限公司 OCTAL Capital Limited

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this Composite Document.

A letter from CICC containing, among other things, the principal terms of the Offers is set out on pages 10 to 18 of this Composite Document. A letter from the Board is set out on pages 19 to 26 of this Composite Document. A letter from the Independent Board Committee to the Independent Shareholders containing its recommendation in respect of the Offers is set out on pages 27 to 28 of this Composite Document. A letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the Offers is set out on pages 29 to 53 of this Composite Document.

The procedures for acceptance and settlement and the acceptance period of the Offers are set out in Appendix I to this Composite Document and in the accompanying Forms of Acceptance. Acceptances of the H Share Offer should be received by the H Share Registrar by no later than 4:00 p.m. (Hong Kong time) on Friday, 30 January 2026, being the Closing Date (or such later time and/or date as the Offerors may decide and announce in accordance with the Takeovers Code). Acceptances of the Domestic Share Offer should be received by the Company's registered office in the PRC at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC by no later than 4:00 p.m. (Hong Kong time) on Friday, 30 January 2026, being the Closing Date (or such later time and/or date as the Offerors may decide and announce in accordance with the Takeovers Code).

Persons including, without limitation, custodians, nominees and trustees who would, or otherwise intend to, forward this Composite Document and/or the accompanying Forms of Acceptance to any jurisdiction outside of Hong Kong should read the section headed "Overseas Shareholders" in the "Letter from CICC" and Appendix I to this Composite Document before taking any action. It is the responsibility of any person wishing to accept the Offers to satisfy himself, herself or itself as to full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction. Each such person is advised to seek professional advice on deciding whether to accept the Offers.

* *For identification purpose only*

31 December 2025

CONTENTS

The expected timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

Unless otherwise expressly stated, references to times and dates in this Composite Document and the Forms of Acceptance are to Hong Kong times and dates.

Despatch Date of this Composite Document and the accompanying Forms of Acceptance and the commencement of the Offers[(1)]	Wednesday, 31 December 2025
Latest time and date for acceptance of the Offers[(2) (5)]	4:00 p.m. on Friday, 30 January 2026
Closing Date[(2)]	Friday, 30 January 2026
Announcement of the results of the Offers as at the Closing Date, or as to whether the Offers have been revised or extended, on the website of the Stock Exchange[(2)]	By 7:00 p.m. on Friday, 30 January 2026
Latest date for posting of remittances, or in the case of the Domestic Share Offer, wire transfer, to the respective Offer Shareholders for the amounts due under the Offers in respect of valid acceptances received under the Offers[(3) (4) (5)]	Tuesday, 10 February 2026

Notes:

1. The Offers, which are unconditional in all respects, are made on Wednesday, 31 December 2025, being the Despatch Date, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the section headed "RIGHT OF WITHDRAWAL" in Appendix I to this Composite Document.

2. In accordance with the Takeovers Code, the Offers must initially be opened for acceptance for at least 21 days following the Despatch Date. As the Offers will, in addition to compliance with the Takeovers Code, also be made in the United States pursuant to the applicable U.S. tender offer rules, the Offer must remain open for at least 20 U.S. business days following the Despatch Date. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 30 January 2026 unless the Offerors revise or extend the Offers in accordance with the Takeovers Code. An announcement will be issued through the website of the Stock Exchange by 7:00 p.m. on Friday, 30 January 2026 stating whether the Offers have been extended or revised or have expired. In the event that the Offerors decide to extend the Offers and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offers are closed to those Offer Shareholders who have not yet accepted the Offers.

   Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to this Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. Remittances in respect of the cash consideration (after deducting the seller's *ad valorem* stamp duty arising therefrom) payable for the Offer Shares tendered under the H Share Offer will be made to those Offer Shareholders accepting the H Share Offer (at their respective addresses as they appear in the register of members of the Company or, in the case of joint Shareholders, to the Shareholder whose name appears first in the register of members of the Company, unless otherwise specified in the relevant Form of Acceptance completed, returned and received by the H Share Registrar) by ordinary post at their own risk as soon as possible, but in any event no later than seven Business Days after the date of receipt by the H Share Registrar of the duly completed WHITE Form of Acceptance together with all the valid requisite documents from the Offer Shareholders accepting the H Share Offer in accordance with the Takeovers Code.

4. Remittances in respect of the cash consideration payable for the Offer Shares tendered under the Domestic Share Offer will be made by wire transfer according to the bank account details of the transferor set out on the first page of the GREEN Form of Acceptance at their own risk as soon as possible but in any event no later than seven Business Days after the date of receipt by the Domestic Share Offeror of a duly completed GREEN Form of Acceptance together with all valid requisite documents from the Offer Shareholders accepting the Domestic Share Offer in accordance with the Takeovers Code.

5. If there is a tropical cyclone warning signal no. 8 or above, a black rainstorm warning, or "extreme conditions" as issued by the Hong Kong Observatory and/or the Government of Hong Kong:

   (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the Closing Date and the latest time for acceptance of the Offers or the latest date for posting of remittances, or in the case of the Domestic Share Offer, wire transfer, the Closing Date will remain on the same day, the announcement of the results of the Offers as at the Closing Date will be published by 7:00 p.m. on the same day, the latest time for acceptance of the Offers will remain at 4:00 p.m. on the same day, and the latest date for posting of remittances, or in the case of the Domestic Share Offer, wire transfer (as the case may be) will remain on the same day; or

   (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Closing Date and the latest time for acceptance of the Offers or the latest date for posting of remittances, or in the case of the Domestic Share Offer, wire transfer, the Closing Date will be rescheduled to, the announcement of the results of the Offers as at the Closing Date will be rescheduled and published by 7:00 p.m. on, the latest time for acceptance of the Offers will be rescheduled to 4:00 p.m. on, and the latest date for posting of remittances, or in the case of the Domestic Share Offer, wire transfer (as the case may be) will be rescheduled to, the following Business Day or another Business Day thereafter which does not have any of those warnings or conditions in force in Hong Kong at any time at 12:00 noon and/or thereafter.

NOTICE TO OVERSEAS SHAREHOLDERS

The Composite Document will not be filed under any laws or rules of any jurisdiction other than Hong Kong. As the Offers to persons not residing in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should obtain information about and observe any applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offers. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholders in respect of such jurisdictions).

Acceptance of the Offers by any Overseas Shareholder will constitute a representation and warranty by any such person to the Offerors and the Company (and their respective advisers, including CICC) that such person (i) is permitted under all applicable laws to receive and accept the Offers, and any revision thereof, (ii) has observed all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required, and (iii) has complied with any other necessary formality and has paid any issue, transfer or other taxes due from such Overseas Shareholders (including the filing of all required tax declarations under applicable laws which may result in any taxes being withheld) in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws. The Offerors, the Company, CICC, any concert parties (and presumed concert parties) of any of them, the Independent Financial Adviser and the H Share Registrar, or any of their respective agents or advisers or any of their respective directors, officers or associates or any other person involved in the Offers shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Overseas Shareholders are recommended to seek professional advice on whether to accept the Offers.

Please refer to the section headed "Overseas Shareholders" in the "Letter from CICC" to this Composite Document for further information.

NOTICE TO U.S. HOLDERS OF H SHARES

The H Share Offer is subject to Hong Kong disclosure and procedural requirements, which are different from those of the United States. The financial information included in this Composite Document has been prepared in accordance with the Accounting Standard for Business-Enterprises-Basic Standard, the specific accounting standards and other relevant regulations issued by the Ministry of Finance of the PRC on 15 February 2006 and in subsequent periods, and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The H Share Offer will be extended to the United States pursuant to the applicable U.S. tender offer rules or certain available exemptions or exceptions therefrom and otherwise in accordance with the requirements of the laws of Hong Kong and the PRC. Accordingly, the H Share Offer is subject to Hong Kong and PRC disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

The receipt of cash pursuant to the H Share Offer by a U.S. holder of H Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each U.S. holder of H Shares is urged to consult his/her/its independent professional advisor immediately regarding the tax consequences of acceptance of the H Share Offer.

U.S. holders of H Shares may encounter difficulty enforcing their rights and any claims arising out of the U.S. federal securities laws, as the H Share Offeror and the Company are located in a country outside the United States and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of H Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, U.S. holders of H Shares may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

In accordance with the Takeovers Code and Rule 14e-5(b)(12) of the U.S. Exchange Act, CICC and its affiliates may continue to act as exempt principal traders in the Shares on the Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, provided that any such purchase or arrangement complies with applicable law and is made outside the United States. Any information about such purchases will be reported to the SFC in accordance with the requirements of the Takeovers Code and, to the extent made public by the SFC, will be available on the website of the SFC at http://www.sfc.hk.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Composite Document contains forward-looking statements, which may be identified by words such as "believe", "expect", "anticipate", "intend", "plan", "seek", "estimate", "will", "would" or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The forward-looking statements included in this Composite Document are made only as at the Latest Practicable Date. The Offerors and the Company assume no obligation to correct or update the forward-looking statements or opinions contained in this Composite Document, except as required pursuant to applicable laws or regulations including but not limited to the Listing Rules and/or the Takeovers Code.

In this Composite Document, the following expressions have the meanings set out below, unless the context requires otherwise:

"acting in concert"	has the meaning given to it in the Takeovers Code and "concert party" shall be construed accordingly
"associate(s)"	has the meaning given to it in the Takeovers Code
"associated company" and "associated companies"	has the meaning given to it in the Takeovers Code
"Board"	the board of Directors
"Business Day(s)"	a day on which the Stock Exchange is open for the transaction of business
"Capital Contribution"	the capital contribution in cash to HNA Technic by Hainan Airport Development and HNA in proportion to their existing shareholdings in HNA Technic, for a total amount of RMB2,401,610,336.17, pursuant to the Capital Contribution Agreement
"Capital Contribution Agreement"	the capital contribution agreement which Hainan Airport Development and HNA intend to enter into in relation to the Capital Contribution
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CICC"	China International Capital Corporation Hong Kong Securities Limited, the financial adviser to the Offerors in relation to the Offers. CICC is a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
"Closing Date"	the date stated in this Composite Document as the closing date of the Offers or any subsequent closing date as may be announced by the Offerors and approved by the Executive
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

"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, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 357)
"Composite Document"	this composite offer and response document
"Conditions"	the conditions precedent to the SPA taking effect as described in the section headed "Conditions precedent" of the Joint Announcement
"CSDCC"	China Securities Depository and Clearing Corporation (中國證券登記結算有限責任公司) and its competent subsidiary, branch or agent
"Despatch Date"	Wednesday, 31 December 2025, being the date of despatch of this Composite Document
"Director(s)"	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
"Domestic Shareholder(s)"	the holders of the Domestic Shares from time to time
"Domestic Share Offer"	the unconditional mandatory cash offer made by the Domestic Share Offeror to acquire all of the Domestic Shares not already owned or agreed to be acquired by the Domestic Share Offeror in accordance with the Takeovers Code as a result of SPA Completion
"Domestic Share Offer Price"	RMB9.85 per Offer Share in respect of the Domestic Share Offer
"Domestic Share Offer Transfer Fee"	in relation to an accepting Domestic Shareholder under the Domestic Share Offer, the transfer fee of 0.025% (equivalent to RMB0.00025 per Domestic Share) payable to the CSDCC by each of such accepting Domestic Shareholder and the Domestic Share Offeror respectively, subject to a cap of RMB100,000 for each party
"Domestic Share Offeror"	Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司), a company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600515.SH)

"Encumbrance(s)"	any encumbrance including any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, right to acquire, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), any provisional or executional attachment and any other interest or right of any nature held, or claim that could be raised, by a third party, and any agreement, commitment or right to give, create or enforce any of the foregoing
"ETA"	the Master ETA, as supplemented by the Supplemental ETA
"Exchange Rate"	RMB0.92813 to HK$1, which is the median exchange rate on 30 April 2025, being the latest available rate prior to the issue of the Joint Announcement, as announced by the People's Bank of China on the China Foreign Exchange Trading System of the PRC
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
"Facility"	certain loan facilities granted by each of China Merchants Bank Co., Ltd., Hai Kou Branch and CMB Wing Lung Bank Limited to each of the Offerors
"Forms of Acceptance"	the WHITE Form of Acceptance and the GREEN Form of Acceptance
"GREEN Form of Acceptance"	the GREEN form of acceptance and transfer in respect of the Domestic Share Offer accompanying this Composite Document
"Group"	the Company and its subsidiaries
"Haikou City Xinlineng"	Haikou City Xinlineng Trading Co., Ltd.* (海口市馨利能貿易有限公司) (formerly known as Hainan Xinlineng Trading Co., Ltd.* (海南馨利能貿易有限公司)), a company incorporated in the PRC with limited liability
"Hainan Airport Development"	Hainan Airport Development Industry Group Co., Ltd.* (海南空港開發產業集團有限公司), a company incorporated in the PRC with limited liability
"Hainan Airport Group"	Hainan Airport Group Co., Ltd.* (海南機場集團有限公司), a company incorporated in the PRC with limited liability

"Hainan Airport Industrial"	Hainan Airport Industrial Investment Co., Ltd.* (海南機場實業投資有限公司), a company incorporated in the PRC with limited liability
"Hainan SASAC"	the State-owned Assets Supervision and Administration Commission of Hainan Province (海南省國有資產監督管理委員會)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HNA"	Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司), a company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600221.SH)
"HNA Technic"	HNA Technic Co., Ltd.* (海航航空技術有限公司), a company incorporated in the PRC with limited liability
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"H Share(s)"	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which is/are listed on the Stock Exchange and traded in HK$
"H Shareholder(s)"	the holders of the H Shares from time to time
"H Share Offer"	the unconditional mandatory cash offer made by CICC on behalf of the H Share Offeror to acquire all of the H Shares in accordance with the Takeovers Code as a result of SPA Completion
"H Share Offer Price"	HK$10.62 per Offer Share in respect of the H Share Offer
"H Share Offeror"	Hainan Airport Infrastructure (Hongkong) Co., Limited (海南機場設施(香港)有限公司), a company incorporated in Hong Kong with limited liability which is wholly owned by the Domestic Share Offeror
"H Share Registrar"	Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, being the H Share registrar of the Company in Hong Kong for receiving and processing acceptances of the H Share Offer in respect of the H Shares which are listed on the Stock Exchange

"Independent Board Committee"	an independent board committee of the Board (comprising the non-executive Directors who have no direct or indirect interest in the Offers, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin as independent non-executive Directors) established pursuant to the Takeovers Code to give recommendations to the Independent Shareholders in respect of the Offers
"Independent Financial Adviser" or "Octal"	Octal Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, the independent financial adviser appointed by the Company with approval from the Independent Board Committee to advise the Independent Board Committee in relation to the Offers
"Independent Shareholder(s)"	H Shareholders apart from the Offerors and the Offerors Concert Parties, and "Independent Shareholder" means any of them
"Joint Announcement"	the joint announcement issued by the Offerors and the Company dated 30 April 2025 in relation to (among others) the transactions contemplated under the SPA and the Offers made pursuant to Rule 3.5 of the Takeovers Code
"Last Trading Date"	30 April 2025, being the last day on which the H Shares were traded on the Stock Exchange prior to the publication of the Joint Announcement
"Latest Practicable Date"	Monday, 29 December 2025, being the latest practicable date prior to the printing of this Composite Document for the purpose of ascertaining certain information contained in this Composite Document
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Master ETA"	the equity transfer agreement dated 6 June 2025 between Hainan Airport Development as transferor and HNA as transferee in relation to the Tianyu Transfer
"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
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

"New Loan"	the loan in the principal amount of RMB6.36327 billion as contemplated under the new loan agreement dated 31 December 2024 between (i) the Hainan Branch of China Development Bank (國家開發銀行海南省分行) and the Haikou Jiangdong Sub-branch of Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司江東支行) (both as lenders), and (ii) the Company and the Seller (both as borrowers), as disclosed in the announcement dated 31 December 2024 and the circular dated 28 January 2025 of the Company. As at the Latest Practicable Date, the Seller has drawn down RMB2.936 billion and the Company has drawn down RMB1.923 billion, with a cumulative drawdown of RMB4.859 billion
"Offerors"	the Domestic Share Offeror and the H Share Offeror
"Offerors Concert Parties"	the parties acting in concert or presumed to be acting in concert with any of the Offerors in relation to the Company, including but not limited to CICC (except in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code), the Seller, HNA and Haikou City Xinlineng
"Offers"	the Domestic Share Offer and the H Share Offer
"Offer Period"	has the meaning given to it under the Takeovers Code, being the period from the time when the Joint Announcement is made until the latest of: (1) the date when the Offers close for acceptances; (2) the date when the Offers lapse; (3) the time when the Offerors announce that the Offers will not proceed; and (4) the date when an announcement is made of the withdrawal of the Offers or if earlier, such other date determined by the Executive, having considered all relevant circumstances, as the date on which the offer period shall end
"Offer Share(s)"	the Shares which are subject to the Offers and "Offer Share" means any of them
"Offer Shareholders"	holders of the Offer Shares
"Overseas Shareholders"	Shareholders whose addresses, as shown on the register of members of the Company, are outside of Hong Kong
"PRC"	the People's Republic of China, which expression, solely for the purpose of construing this Composite Document, does not include Hong Kong, Macau Special Administrative Region or Taiwan

"Property Valuation Report"	the property valuation report of the Group prepared by Vigers Appraisal and Consulting Limited which is set out in Appendix III to this Composite Document
"Relevant Period"	the period commencing on 30 October 2024, being the date falling six months prior to date of the Joint Announcement, and ending on and including the Latest Practicable Date
"RMB"	Renminbi, the lawful currency of the PRC
"Sale Shares"	the 237,500,000 Domestic Shares held by the Seller (representing approximately 50.19% of the entire issued share capital of the Company as at the date of the Joint Announcement) which was transferred to the Domestic Share Offeror under the SPA
"Seller"	Haikou Meilan International Airport Company Limited* (海口美蘭國際機場有限責任公司), a company incorporated in the PRC with limited liability, a Shareholder holding the Sale Shares as at the date of the Joint Announcement
"SFC"	Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) in the issued share capital of the Company with a nominal value of RMB1.00 each, including the Domestic Shares and the H Shares
"Shareholder(s)"	holders of Share(s)
"SPA"	the sale and purchase agreement dated 30 April 2025 between the Domestic Share Offeror as purchaser and the Seller as seller in relation to the sale and purchase of the Sale Shares
"SPA Completion"	completion of the sale and purchase of the Sale Shares under the SPA
"SPA Completion Announcement"	the joint announcement issued by the Offerors and the Company dated 24 December 2025 in relation to (among others) the SPA Completion
"Special Deals"	the Tianyu Transfer and the Capital Contribution, each of which constitutes a special deal under Rule 25 of the Takeovers Code

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the same meaning given to it under the Listing Rules
"Supplemental ETA"	the supplemental equity transfer agreement to the Master ETA dated 27 August 2025 between Hainan Airport Development as transferor and HNA as transferee in relation to the Tianyu Transfer
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Tianyu"	Hainan Sky Plumage Flight Training Co., Ltd.* (海南天羽飛行訓練有限公司), a company incorporated in the PRC with limited liability
"Tianyu Equity"	100% of the equity interest in Tianyu
"Tianyu Transfer"	the transfer of the Tianyu Equity from Hainan Airport Development to HNA pursuant to the ETA
"trading day"	a day on which the Stock Exchange is open for the business of dealings in securities
"U.S." or "United States"	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
"US$"	United States dollar, the lawful currency of the United States of America
"U.S. Exchange Act"	the U.S. Securities Exchange Act of 1934, as amended
"WHITE Form of Acceptance"	the WHITE form of acceptance and transfer in respect of the H Share Offer accompanying this Composite Document
"%"	per cent.

* *For identification purpose only*

Notes:

1. Certain English translations of Chinese names or words (including those marked with asterisk throughout this Composite Document) or Chinese translations of English names or words in this Composite Document are included for information and identification purposes only and should not be regarded as the official English translation of such Chinese names or words or official Chinese translation of such English names or words, respectively.

2. Certain amounts and percentage figures in this Composite Document have been subject to rounding adjustments.

3. The singular includes the plural and vice versa, unless the context otherwise requires.

4. References to any Appendix, paragraph and any sub-paragraphs of them are references to the Appendices to, and paragraphs of, this Composite Document and any sub-paragraphs of them respectively.

5. References to any statute or statutory provision include a statute or statutory provision which amends, consolidates or replaces the same whether before or after the date of this Composite Document.

6. Reference to one gender is a reference to all or any genders.

31 December 2025

To the Offer Shareholders

Dear Sir or Madam,

COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO

(1) THE UNCONDITIONAL MANDATORY CASH OFFER BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD. TO ACQUIRE ALL OF THE DOMESTIC SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED (OTHER THAN THOSE DOMESTIC SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.) AND (2) THE UNCONDITIONAL MANDATORY CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON BEHALF OF HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) CO., LIMITED TO ACQUIRE ALL OF THE H SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED

INTRODUCTION

On 30 April 2025, the Offerors and the Company published the Joint Announcement that on 30 April 2025, the Seller entered into the SPA with the Domestic Share Offeror, pursuant to which the Domestic Share Offeror conditionally agreed to purchase, and the Seller conditionally agreed to sell, the Sale Shares, representing approximately 50.19% of the entire issued share capital of the Company as at the date of the Joint Announcement, for an aggregate consideration of RMB2,339,375,000.00 (HK$2,520,525,141.95 based on the Exchange Rate) (equivalent to RMB9.85 (HK$10.62) per Share).

On 24 December 2025, the Offerors and the Company published the SPA Completion Announcement that SPA Completion took place on 24 December 2025 and upon SPA Completion, the Offerors and the Offerors Concert Parties held a total of 246,300,000 Domestic Shares, representing approximately 52.05% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 26.1 of the Takeovers Code, the Domestic Share Offeror is required to extend an unconditional mandatory general offer in cash for all the Shares not already owned or agreed to be acquired by the Offerors in accordance with the Takeovers Code. Accordingly, as disclosed in the Joint Announcement and the SPA Completion Announcement, (i) the Domestic Share Offeror will make the Domestic Share Offer; and (ii) CICC, on behalf of the H Share Offeror, will make the H Share Offer in accordance with the Takeovers Code.

Unless the context requires otherwise, terms defined in this Composite Document, of which this letter forms part, shall have the same meanings when used herein.

UNCONDITIONAL CASH OFFERS

The Offers are unconditional in all respects and are not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

THE OFFERS

The Offer Prices

For each Domestic Share . . . . . **RMB9.85 in cash**

For each H Share . . . . . **HK$10.62 in cash**

The H Share Offer Price of HK$10.62 per Offer Share under the H Share Offer is equal to RMB9.85, which is the price payable by the Domestic Share Offeror for each Sale Share under the SPA and the Domestic Share Offer Price, based on the Exchange Rate. The Exchange Rate of RMB0.92813 to HK$1 is the median exchange rate on 30 April 2025, being the latest available rate prior to the issue of the Joint Announcement, as announced by the People's Bank of China on the China Foreign Exchange Trading System of the PRC.

The Domestic Share Offer Price and the H Share Offer Price will not be increased, and the Offerors do not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offerors will not be allowed to increase the Domestic Share Offer Price and/or the H Share Offer Price.

If any dividend, other distribution or return of capital (whether in cash or in kind) is announced, declared, made, paid or becomes payable in respect of the Shares after the date of the Joint Announcement, the Offerors must reduce the Domestic Share Offer Price and the H Share Offer Price by an amount equal to such dividend, other distribution or return of capital (before tax), in which case any reference in the Joint Announcement, this Composite Document or any other announcement or document to the Domestic Share Offer Price or the H Share Offer Price will be deemed to be a reference to the Domestic Share Offer Price or the H Share Offer Price (as applicable) so reduced. Where such dividend, other distribution or return of capital is subject to withholding or other deductions, the Domestic Share Offer Price and the H Share Offer Price will be reduced by the gross amount received or receivable by the Shareholders. As at the Latest Practicable Date, no dividend, other distribution or return of capital in respect of the Shares has been announced, declared or made but not paid. The Company has confirmed that it does not intend to announce, declare, make or pay any dividend, other distribution or return of capital during the Offer Period.

The Offers are made in compliance with the Takeovers Code. The Shares to be acquired under the Offers shall be fully paid and shall be acquired free from all Encumbrances and together with all rights attaching to them or subsequently becoming attached to them, including the right to receive all dividends, other distributions and return of capital, if any, announced, declared, made or paid after the date of this Composite Document.

Comparisons of Value

The Domestic Share Offer Price of RMB9.85 and the H Share Offer Price of HK$10.62 represent:

(a) a discount of approximately 1.21% or HK$0.13 per H Share to the closing price of HK$10.75 per H Share as quoted on the Stock Exchange on the Latest Practicable Date;

(b) a premium of approximately 10.63% or HK$1.02 per H Share over the closing price of HK$9.60 per H Share on the Last Trading Date;

(c) a premium of approximately 6.84% or HK$0.68 per H Share over the average closing price of approximately HK$9.94 per H Share for the last five trading days up to and including the Last Trading Date;

(d) a premium of approximately 6.41% or HK$0.64 per H Share over the average closing price of approximately HK$9.98 per H Share for the last 10 trading days up to and including the Last Trading Date;

(e) a premium of approximately 11.20% or HK$1.07 per H Share to the average closing price of approximately HK$9.55 per H Share for the last 30 trading days up to and including the Last Trading Date;

(f) a premium of approximately 14.69% or HK$1.36 per Share over the audited net asset value attributable to Shareholders as at 31 December 2024 of approximately HK$9.26 per Share based on 473,213,000 Shares in issue as at the date of the Joint Announcement, based on RMB to HK$ exchange rate of RMB0.92604 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 31 December 2024);

(g) a premium of approximately 14.32% or HK$1.33 per Share over the unaudited net asset value per Share of approximately HK$9.29 per Share based on 473,213,000 Shares in issue as at 30 June 2025, based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025); and

(h) a premium of approximately 11.44% or HK$1.09 per Share over the unaudited adjusted net asset value per Share of approximately HK$9.53 per Share based on 473,213,000 Share in issue as at 30 June 2025 prepared by the management of the Group taking into account the valuation of the property interests of the Group as at 30 September 2025, and the related tax effects, based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025).

Please refer to the section headed "Market Prices" in Appendix IV to this Composite Document for further information on the market prices of the Shares.

Highest and lowest prices

During the Relevant Period, the highest and lowest closing prices of the H Shares as quoted on the Stock Exchange during the six-month period immediately prior to and including the Latest Practicable Date were HK$11.82 per H Share (on 22 July 2025) and HK$7.55 per H Share (on 25 November 2024), respectively.

Acceptance

Each of the Offers is capable of acceptance on and from Wednesday, 31 December 2025 and will remain open for acceptance until Friday, 30 January 2026, being the Closing Date, unless extended or revised in accordance with the Takeovers Code. The Offerors reserves the right to revise or extend the Offers in accordance with the Takeovers Code. Unless the Offers have previously been revised or extended with the consent of the Executive, to be valid, the relevant Forms of Acceptance relating to each of them must be received by no later than 4:00 p.m. on Friday, 30 January 2026.

Acceptance of the Offers shall be unconditional and irrevocable and shall not be capable of being withdrawn, except as permitted under the Takeovers Code.

Please also refer to Appendix I to this Composite Document for further terms of the Offers.

TOTAL VALUE OF THE OFFERS

Based on the issued share capital of the Company as at the Latest Practicable Date, 8,800,000 Domestic Shares and 226,913,000 H Shares are subject to the Domestic Share Offer and the H Share Offer, respectively.

The H Share Offer is valued at HK$2,409,816,060.00 based on the H Share Offer Price of HK$10.62 per H Share, and the Domestic Share Offer is valued at RMB86,680,000.00 based on the Domestic Share Offer Price of RMB9.85 per Domestic Share.

CONFIRMATION OF FINANCIAL RESOURCES FOR THE OFFERS

The maximum cash amount to be paid to the Domestic Shareholders in respect of acceptances under the Domestic Share Offer is approximately RMB86,680,000.00, based on the Domestic Share Offer Price of RMB9.85 per Domestic Share and 8,800,000 Domestic Shares.

The maximum cash amount to be paid to Independent Shareholders in respect of acceptance under the H Share Offer is approximately HK$2,409,816,060.00, based on the H Share Offer Price of HK$10.62 per H Share and 226,913,000 H Shares.

The maximum total consideration payable for the Offers will be funded by the Offerors' internal resources and/or the Facility or such other external debt financing. The Offerors do not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) will depend to any significant extent on the business of the Group.

CICC, the financial adviser to the Offerors in relation to the Offers, is satisfied that sufficient financial resources are available to the Offerors to satisfy the amount of funds required for the full acceptance of the Offers.

INFORMATION ON THE OFFERORS

The Domestic Share Offeror

The Domestic Share Offeror is a company incorporated in the PRC with limited liability and listed on the Shanghai Stock Exchange, with stock code 600515. The Domestic Share Offeror is principally engaged in airport management, duty free and commercial property operation, real estate, property management and hotel businesses. As at the Latest Practicable Date, the substantial shareholders of the Domestic Share Offeror are Hainan Airport Group (which is the single largest shareholder of the Domestic Share Offeror) and HNA Foundation Holding Group Co., Ltd.* (海航基礎控股集團有限公司) (holding approximately 24.87% and 19.69% interests respectively). Hainan Airport Group is wholly owned by Hainan Development Holdings Co., Ltd.* (海南省發展控股有限公司), which is in turn controlled by the Hainan SASAC.

The H Share Offeror

The H Share Offeror is a limited liability company incorporated in Hong Kong and is a direct wholly- owned subsidiary of the Domestic Share Offeror. The H Share Offeror is primarily engaged in investment holding, focusing on airport operations management and ground services related to PRC domestic and international air transport sectors.

OFFERORS' INTENTIONS IN RELATION TO THE COMPANY

SPA Completion took place on 24 December 2025. As at the Latest Practicable Date, the Offerors and Offerors Concert Parties were interested in a total of 246,300,000 Domestic Shares, representing approximately 52.05% of the entire issued share capital of the Company.

Upon completion of the transactions contemplated under the SPA and the Offers, the Offerors will assume consolidated management of three airports in the Hainan Free Trade Port, boosting the Company's cost efficiency through greater operational synergy and enhanced service quality. The Offerors intend that the Company will maintain its existing principal business and the employment of the employees of the Company and of its subsidiaries. For completeness, the Offerors may make adjustments to the composition of the Board as appropriate based on the actual circumstances after the close of the Offers.

As at the Latest Practicable Date, the Offerors have no intention to (i) redeploy any fixed assets of the Group; (ii) make any material acquisition of new business or assets; or (iii) downsize, cease or dispose of any of the Group's existing businesses, operations or assets.

COMPULSORY ACQUISITION

The Offerors do not intend to exercise any right which may be available to it to compulsorily acquire any outstanding Offer Shares not acquired under the Offers after the close of the Offers.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of its issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares or (ii) there are insufficient Shares in the public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the H Shares on the Stock Exchange. The Offerors intend the Company to remain listed on the Stock Exchange.

The directors of the Offerors and the new directors to be appointed to the Board of the Company (if any) will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Company's Shares. Such steps may include, but are not limited to, placing down a sufficient number of Shares accepted under the Offers that are held by the Offerors, or issuing additional Shares by the Company for this purpose. No such arrangements have been confirmed or put in place as at the date of this Composite Document. Further announcement(s) will be made in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

OVERSEAS SHAREHOLDERS

As at the Latest Practicable Date, there were 1,000 H Shares (representing approximately 0.0004% of the total number of H Shares and approximately 0.0002% of the total issued share capital of the Company) held by Shareholder(s) whose address(es) as shown in the register of members of the Company were in Singapore. Having made reasonable enquiries, the directors of the Offerors are satisfied that there is no restriction under the laws or regulations of Singapore against despatching this Composite Document to those Overseas Shareholder(s).

The Composite Document will not be filed under any laws or rules of any jurisdiction other than Hong Kong. As the Offers to persons not residing in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should obtain information about and observe any applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offers. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholders in respect of such jurisdictions).

Acceptance of the Offers by any Overseas Shareholder will constitute a representation and warranty by any such person to the Offerors and the Company (and their respective advisers, including CICC) that such person (i) is permitted under all applicable laws to receive and accept the Offers, and any revision thereof, (ii) has observed all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required, and (iii) has complied with any other necessary formality and has paid any issue, transfer or other taxes due from such Overseas Shareholders (including the filing of all required tax declarations under applicable laws which may result in any taxes being withheld) in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws. The Offerors, the Company, CICC, any concert parties (and presumed concert parties) of any of them, the Independent Financial Adviser and the H Share Registrar, or any of their respective agents or advisers or any of their respective directors, officers or associates or any other person involved in the Offers shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Overseas Shareholders should consult their professional advisers if in doubt.

PROCEDURES FOR ACCEPTANCE AND SETTLEMENT

Procedures for Acceptance of the Offers

To accept the H Share Offer, you must complete and sign the accompanying WHITE Form of Acceptance in accordance with the instructions printed thereon, which forms part of the terms of the H Share Offer.

To accept the Domestic Share Offer, you must complete and sign the accompanying GREEN Form of Acceptance in accordance with the instructions printed thereon, which forms part of the terms of the Domestic Share Offer.

Your attention is also drawn to the section headed "**PROCEDURES FOR ACCEPTANCE OF THE OFFERS**" as set out in paragraph 1 of Appendix I to this Composite Document and the accompanying Forms of Acceptance.

Payment

Payment in cash in respect of acceptances of the H Share Offer will be made no later than seven Business Days after the date of receipt of a complete and valid acceptance of the H Share Offer. Relevant documents of title of the H Shares must be received by the H Share Offeror to render such acceptance complete and valid.

Remittances in respect of the cash consideration payable for the Domestic Shares tendered under the Domestic Share Offer will be made via wire transfer according to the bank account details of the transferor set out on the first page of the GREEN Form of Acceptance at their own risk as soon as possible but in any event no later than seven Business Days after the date of receipt by the Domestic Share Offeror of a duly completed GREEN Form of Acceptance together with all valid requisite documents from the Offer Shareholders accepting the Domestic Share Offer by in accordance with the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who validly accepts the Offers will be rounded up to the nearest cent.

Your attention is also drawn to the section headed "**SETTLEMENT OF THE OFFER**" as set out in paragraph 3 of Appendix I to this Composite Document and the accompanying Forms of Acceptance.

Stamp Duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the H Share Offer will be payable by the relevant Independent Shareholders who accept the H Share Offer at a rate of 0.10% of the market value of the Offer Shares or consideration payable by the H Share Offeror in respect of the relevant acceptances of the H Share Offer, whichever is higher (where the stamp duty calculated includes a fraction of HK$1.00, the stamp duty would be rounded-up to the nearest HK$1.00), and will be deducted from the amount payable to the relevant Independent Shareholders on acceptance of the H Share Offer. The H Share Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the H Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with such Offer Shares and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

For the avoidance of doubt, no stamp duty is payable in connection with acceptances of the Domestic Share Offer, but the Domestic Share Offeror and such accepting Domestic Shareholder under the Domestic Share Offer shall be required to pay the Domestic Share Offer Transfer Fee to the CSDCC in connection with the registration of transfer of such Domestic Shares tendered for acceptance under the Domestic Share Offer.

Nominee Registration

To ensure the equality of treatment of all H Shareholders, those H Shareholders who hold H Share(s) as nominees on behalf of more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for beneficial owners of H Share(s) whose investments are registered in the names of nominees (including those whose interests in H Shares are held through CCASS) to accept the H Share Offer, it is essential that they provide instructions of their intentions with regard to the H Share Offer to their respective nominees.

TAXATION ADVICE

Offer Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offerors, the Offerors Concert Parties, the Company, CICC and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

FURTHER TERMS OF THE OFFERS

Further terms of the Offers (including the procedures for acceptance, the acceptance period and stamp duty payable by the Offer Shareholders who accept the Offers (if any)) are set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance.

RECOMMENDATION AND ADDITIONAL INFORMATION

Your attention is drawn to the "Letter from the Board" on pages 19 to 26, the "Letter from the Independent Board Committee" on pages 27 to 28 and the "Letter from the Independent Financial Adviser" on pages 29 to 53, all of which are contained in this Composite Document, in relation to their recommendations and/or advice regarding the Offers.

Your attention is also drawn to the additional information set out in the appendices which form part of this Composite Document.

Yours faithfully,
For and on behalf of
China International Capital Corporation Hong Kong Securities Limited

David Ching
Managing Director

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

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

To the Independent Shareholders,

Dear Sir/Madam,

COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO

(1) THE UNCONDITIONAL MANDATORY CASH OFFER BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD. TO ACQUIRE ALL OF THE DOMESTIC SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED (OTHER THAN THOSE DOMESTIC SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.) AND (2) THE UNCONDITIONAL MANDATORY CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON BEHALF OF HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) CO., LIMITED TO ACQUIRE ALL OF THE H SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED

* *For identification purposes only*

INTRODUCTION

Reference is made to the Joint Announcement. On 30 April 2025, the Seller entered into the SPA with the Domestic Share Offeror, pursuant to which the Domestic Share Offeror conditionally agreed to purchase, and the Seller conditionally agreed to sell, the Sale Shares, representing approximately 50.19% of the entire issued share capital of the Company as at the date of the Joint Announcement, for an aggregate consideration of RMB2,339,375,000.00 (HK$2,520,525,141.95 based on the Exchange Rate) (equivalent to RMB9.85 (HK$10.62) per Share).

SPA Completion is subject to satisfaction and/or waiver of the Conditions (where applicable). As disclosed in the announcement dated 10 December 2025 jointly issued by the Offerors and the Company, all the Conditions had been satisfied. As disclosed in the SPA Completion Announcement, SPA Completion took place on 24 December 2025.

Immediately after SPA Completion and as at the Latest Practicable Date, the Offerors and Offerors Concert Parties were interested in a total of 246,300,000 Domestic Shares, representing approximately 52.05% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 26.1 of the Takeovers Code, the Domestic Share Offeror is required to extend an unconditional mandatory general offer in cash for all the Shares not already owned or agreed to be acquired by the Offerors in accordance with the Takeovers Code.

The Domestic Share Offeror is making the Domestic Share Offer to acquire all of the Domestic Shares not already owned or agreed to be acquired by the Domestic Share Offeror, and CICC, on behalf of the H Share Offeror, is making the H Share Offer to acquire all of the H Shares held by Independent Shareholders, in accordance with Rule 26.1 of the Takeovers Code. Details of the Offers are set out in the section headed "the Offers" in the "Letter from CICC" in this Composite Document.

The purpose of this Composite Document, of which this letter forms part, is to provide you with, among other things, (i) information relating to the Group, the Offerors and the Offers; (ii) a letter of recommendation from the Independent Board Committee containing the Independent Board Committee's recommendation to the Independent Shareholders in respect of the Offers and as to the acceptance of the Offers; and (iii) a letter of advice from Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the Offers.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising the non-executive Directors who have no direct or indirect interest in the Offers, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin as independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the Offers are fair and reasonable and as to acceptance of the Offers.

Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wen Zhe, being all the non-executive Directors, are not considered independent for the purpose of giving advice or recommendation to the Independent Shareholders due to their respective interest in the Offers as follows and therefore will not form part of the Independent Board Committee:

1. Mr. Wu Jian has served as the vice president of the Seller since July 2023;

2. Mr. Li Zhiguo has served as the vice president of the Seller since September 2020 and a director of the Seller since June 2022; and

3. Mr. Wen Zhe has served as the director of the airport safety committee office (安委辦) of the Domestic Share Offeror since December 2021.

The Independent Financial Adviser, Octal Capital Limited has been appointed by the Company (with approval from the Independent Board Committee) to advise the Independent Board Committee in relation to the Offers and, in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

You are advised to read the "Letter from the Independent Board Committee", the "Letter from the Independent Financial Adviser" and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offers.

PRINCIPAL TERMS OF THE OFFERS

As disclosed in the "Letter from CICC" in this Composite Document, the Domestic Share Offeror hereby makes the Domestic Share Offer and CICC, on behalf of the H Share Offeror, hereby makes the H Share Offer, on the following basis and the terms set out in this Composite Document in compliance with the Takeovers Code:

For each Domestic Share . . . . . RMB9.85 in cash

For each H Share. . . . . HK$10.62 in cash

The H Share Offer Price of HK$10.62 per Offer Share under the H Share Offer is equal to RMB9.85, which is the price payable by the Domestic Share Offeror for each Sale Share under the SPA and the Domestic Share Offer Price, based on the Exchange Rate. The Exchange Rate of RMB0.92813 to HK$1 is the median exchange rate on 30 April 2025, being the latest available rate prior to the issue of the Joint Announcement, as announced by the People's Bank of China on the China Foreign Exchange Trading System of the PRC.

The Domestic Share Offer Price and the H Share Offer Price will not be increased, and the Offerors do not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offerors will not be allowed to increase the Domestic Share Offer Price and/or the H Share Offer Price.

The Offers are extended to all Offer Shareholders in accordance with the Takeovers Code.

Based on the issued share capital of the Company as at the Latest Practicable Date, 8,800,000 Domestic Shares and 226,913,000 H Shares are subject to the Domestic Share Offer and the H Share Offer, respectively.

The Offers are made in compliance with the Takeovers Code. The Shares to be acquired under the Offers shall be fully paid and shall be acquired free from all Encumbrances and together with all rights attaching to them or subsequently becoming attached to them, including the right to receive all dividends, other distributions and return of capital, if any, announced, declared, made or paid after the date of this Composite Document.

As at the Latest Practicable Date, no dividend, other distribution or return of capital in respect of the Shares has been announced, declared or made but not paid. The Company has confirmed that it does not intend to announce, declare, make or pay any dividend, other distribution or return of capital during the Offer Period.

The Offers are unconditional in all respects and are not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

Further details of the Offers can be found in the "Letter from CICC" in this Composite Document, Appendix I to this Composite Document and the accompanying Forms of Acceptance.

INFORMATION ON THE COMPANY AND THE GROUP

The Group is principally engaged in both aviation and non-aviation businesses. Its aviation business mainly consists of provision of terminal facilities, ground handling services and passenger services, and its non-aviation business mainly includes leasing of the commercial and retail outlets at Meilan Airport, franchising of the airport-related business, advertising, car parking, cargo handling and sales of consumable goods. In 2024, Meilan Airport achieved 186,117 times of aircraft takeoff and landing, passenger throughput of 26,890,365 and cargo and mail throughput of 209,336 tons; representing year-on-year growth of 7.92%, 10.48% and 19.69% respectively.

Further information in relation to the Group is set out in Appendix II and Appendix IV to this Composite Document.

PROPERTY VALUATION

Your attention is also drawn to "Appendix III — Property Valuation Report" to this Composite Document in relation to the property valuation of the Group, as well as the "Letter from the Independent Financial Adviser" in this regard.

Pursuant to Rule 11.1(e) of the Takeovers Code, valuations of assets must not be prepared or presented on a selective basis unless the Executive accepts that special circumstances justify it. The H Share Offeror has applied for, and the Executive has granted, a waiver from strict compliance with Rule 11.1(e) of the Takeovers Code to exclude the Group's property interests relating to highly airport-specific structures and infrastructure of Meilan Airport, comprising Terminal 1, Terminal 2 and the supporting facilities (the "**Excluded Assets**"), from valuation on the following grounds:

1. the Company is not a property company. The Group's principal business is the operation of the Meilan Airport, one of the international airports in Hainan. The Excluded Assets comprise special-purpose, highly integrated structures and infrastructure which are highly specific to the principal business of the Group, namely the operation of an international airport. The Excluded Assets are also essential to the Group as the Group would be unable to operate its principal business if it ceases to hold the Excluded Assets; and

2. the Group does not engage, and does not intend to engage, in any acquisition or sale of properties as part of its ordinary course of business, and the Offerors do not intend to change the principal business of the Group after SPA Completion and the Offers.

The Independent Financial Adviser confirmed in the "Letter from the Independent Financial Adviser" that the exclusion of the Excluded Assets from valuation would not affect their recommendation to the Independent Shareholders as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately prior to SPA Completion; and (ii) immediately upon Completion but before the commencement of the Offers and as at the Latest Practicable Date:

	Immediately prior to SPA Completion		**Immediately after SPA Completion but before the commencement of the Offers and as at the Latest Practicable Date**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Domestic Shares				
Offerors and Offerors Concert Parties	246,300,000	52.05%	246,300,000	52.05%
– Domestic Share Offeror	–	–	237,500,000	50.19%
– Seller	237,500,000	50.19%	–	–
– HNA *(Note 1)*	5,287,500	1.12%	5,287,500	1.12%
– Haikou City Xinlineng *(Note 2)*	3,512,500	0.74%	3,512,500	0.74%
Total Domestic Shares	**246,300,000**	**52.05%**	**246,300,000**	**52.05%**
H Shares				
Offerors and Offerors Concert Parties	–	–	–	–
– H Share Offeror	–	–	–	–
Independent Shareholders	226,913,000	47.95%	226,913,000	47.95%
Total H Shares	**226,913,000**	**47.95%**	**226,913,000**	**47.95%**
Total share capital	**473,213,000**	**100.00%**	**473,213,000**	**100.00%**

Notes:

1. HNA is a presumed concert party of the Offerors as its subsidiary, HNA Technic, is an associated company of a wholly-owned subsidiary of the Domestic Share Offeror, Hainan Airport Development Industry Group Co., Ltd.* (海南空港開發產業集團有限公司).

2. Haikou City Xinlineng is a presumed concert party of the Offerors as it is an indirect wholly-owned subsidiary of HNA Holding Group Co., Ltd.* (海航實業集團有限公司), which is an associated company of the Domestic Share Offeror.

INFORMATION ON THE OFFERORS

Details of the information on the Offerors are set out in the section headed "Information on the Offerors" of the "Letter from CICC" in this Composite Document.

INTENTIONS OF THE OFFERORS REGARDING THE GROUP

Your attention is drawn to the section headed "Offerors' intentions in relation to the Company" in the "Letter from CICC" in this Composite Document for detailed information on the Offerors' intentions on the business and management of the Group.

The Board is aware of the intentions of the Offerors in relation to the Group that (i) upon completion of the transactions contemplated under the SPA and the Offers, the Offerors will assume consolidated management of three airports in the Hainan Free Trade Port, boosting the Company's cost efficiency through greater operational synergy and enhanced service quality; (ii) the Offerors intend that the Company will maintain its existing principal business and the employment of the employees of the Company and of its subsidiaries (and for completeness, the Offerors may make adjustments to the composition of the Board as appropriate based on the actual circumstances after the close of the Offers); and (iii) as at the Latest Practicable Date, the Offerors had no intention to (a) redeploy any fixed assets of the Group, (b) make any material acquisition of new business or assets, or (c) downsize, cease or dispose of any of the Group's existing businesses, operations or assets. The Board is willing to co-operate with the Offerors and acts in the best interest of the Company and the Shareholders as a whole.

THE SPECIAL DEALS

References are made to (i) the joint announcement issued by the Offerors and the Company dated 27 August 2025 in relation to, among others, the Special Deals, (ii) the circular jointly issued by the Company and the Offerors dated 30 September 2025 (the "**Joint Circular**") in relation to, among others, the Special Deals, (iii) the notice of the extraordinary general meeting of the Company dated 30 September 2025, (iv) the joint announcement issued by the Offerors and the Company dated 30 September 2025 in relation to the despatch of the Joint Circular, and (v) the joint announcement issued by the Offerors and the Company dated 6 November 2025 (the "**Poll Result Announcement**") in relation to, among others, the poll result on the Special Deals.

As set out in the Poll Results Announcement, the resolution approving the Special Deals was duly passed by the Independent Shareholders at the extraordinary general meeting of the Company held on 6 November 2025.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of its issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

(i) a false market exists or may exist in the trading of the Shares; or

(ii) there are insufficient Shares in the public hands to maintain an orderly market;

then the Stock Exchange will consider exercising its discretion to suspend dealings in the H Shares on the Stock Exchange.

As stated in the "Letter from CICC" in this Composite Document, the Offerors intend the Company to remain listed on the Stock Exchange. The directors of the Offerors and the new directors to be appointed to the Board of the Company (if any) will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Company's Shares. Such steps may include, but are not limited to, placing down a sufficient number of Shares accepted under the Offers that are held by the Offerors, or issuing additional Shares by the Company for this purpose. No such arrangements have been confirmed or put in place as at the date of this Composite Document.

RECOMMENDATION

Your attention is drawn to (i) the "Letter from the Independent Board Committee" on pages 27 to 28 of this Composite Document, which contains the Independent Board Committee's recommendation to the Independent Shareholders in relation to the Offers; and (ii) the "Letter from the Independent Financial Adviser" on pages 29 to 53 of this Composite Document, which sets out the advice and recommendation from the Independent Financial Adviser to the Independent Board Committee as to whether the Offers are fair and reasonable so far as the Independent Shareholders are concerned, and as to the acceptance of the Offers, and the principal factors considered by it in arriving at its advice and recommendation.

The Offer Shareholders are urged to read these letters carefully before taking any action in respect of the Offers.

ADDITIONAL INFORMATION

You are also advised to read this Composite Document together with the accompanying Forms of Acceptance in respect of the acceptance and settlement procedures of the Offers. Your attention is drawn to the additional information contained in the appendices to this Composite Document.

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers.

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

Hainan Province, the PRC
31 December 2025

* *For identification purposes only*

Set out below is the text of the letter from the Independent Board Committee in respect of the Offers which has been prepared for the purpose of inclusion in this Composite Document.

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)

31 December 2025

To the Independent Shareholders

Dear Sir/Madam,

COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO

(1) THE UNCONDITIONAL MANDATORY CASH OFFER BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD. TO ACQUIRE ALL OF THE DOMESTIC SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED (OTHER THAN THOSE DOMESTIC SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.)
AND
(2) THE UNCONDITIONAL MANDATORY CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON BEHALF OF HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) CO., LIMITED TO ACQUIRE ALL OF THE H SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED

INTRODUCTION

We refer to this Composite Document dated 31 December 2025 issued jointly by the Offerors and the Company of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined in this Composite Document unless the context requires otherwise.

We have been appointed by the Board to form the Independent Board Committee to consider the Offers and to make recommendation to the Independent Shareholders as to whether, in our opinion, the Offers are fair and reasonable so far as the Independent Shareholders are concerned, and as to the acceptance of the Offers.

* *For identification purposes only*

Octal Capital Limited has been appointed with our approval as the Independent Financial Adviser to advise us in respect of the Offers and, in particular, whether the Offers are fair and reasonable and to make recommendation as to the acceptance of the Offers. The appointment of Octal Capital Limited has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code. Details of its advice and recommendation, together with the principal factors and reasons considered by it arriving at its advice and recommendation are set out in the "Letter from the Independent Financial Adviser" on pages 29 to 53 of this Composite Document.

We also wish to draw your attention to the "Letter from the Board", the "Letter from CICC" and the additional information set out in the appendices of this Composite Document.

RECOMMENDATION

Having taken into account the information contained in this Composite Document, and the letter of advice and recommendation from the Independent Financial Adviser, we are of the opinion that the Offers, including the H Share Offer Price (which is equivalent to the Domestic Offer Price) are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend that the Independent Shareholders accept the Offers.

Having mentioned in the paragraph headed "Historical price performance of the H Shares" in the "Letter from the Independent Financial Adviser" in this Composite Document, the price of the H Shares has been traded higher than the H Share Offer Price occasionally from 1 May 2025 to the Latest Practicable Date. As such, we concur with the advice from the Independent Financial Adviser to us that for those Independent Shareholders who wish to dispose of all or part of their shareholding are reminded that they should closely monitor the market price and liquidity of the Shares during the Offer Period, and to dispose of their Shares in the market should there be sufficient liquidity of the Shares and the net proceeds obtained from such disposal of the Shares (after deducting all transaction costs) would be higher than the net proceeds from accepting the Offers.

For those Independent Shareholders who are optimistic about the future prospects and operating performance of the Group and/or have a relatively long term investment horizon, they may retain their investment in the Shares by not accepting the Offers and are reminded to monitor the development of the Group, in particular the Offerors' business strategy, and any announcements of the Company during and after the Offer Period.

Yours faithfully,
Independent Board Committee

Fung Ching, Simon	**Ye Zheng**	**Liu Hongbin**
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*

* *For identification purposes only*

The following is the text of the letter of advice dated 31 December 2025 from Octal Capital Limited to the Independent Board Committee and the Independent Shareholders regarding the Offers for the purpose of inclusion in this Composite Document.

Octal Capital Limited
801-805, 8/F, Nan Fung Tower
88 Connaught Road Central
Hong Kong

To the Independent Board Committee and the Independent Shareholders

31 December 2025

Dear Sirs,

(1) THE UNCONDITIONAL MANDATORY CASH OFFER BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD. TO ACQUIRE ALL OF THE DOMESTIC SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED (OTHER THAN THOSE DOMESTIC SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.)
AND
(2) THE UNCONDITIONAL MANDATORY CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED ON BEHALF OF HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) CO., LIMITED TO ACQUIRE ALL OF THE H SHARES IN HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee in relation to the Offers, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the composite document of the Company dated 31 December 2025 (the "**Composite Document**"). Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Composite Document.

Reference is made to the Joint Announcement, the Seller entered into the SPA with the Domestic Share Offeror on 30 April 2025. Pursuant to the SPA, the Domestic Share Offeror conditionally agreed to purchase, and the Seller conditionally agreed to sell, the Sale Shares, representing approximately 50.19% of the entire issued share capital of the Company as at the date of the Joint Announcement, for an aggregate consideration of RMB2,339,375,000.00 (HK$2,520,525,141.95 based on the Exchange Rate) (equivalent to RMB9.85 (HK$10.62) per Share).

SPA Completion is subject to satisfaction and/or waiver of the Conditions (where applicable). As disclosed in the announcement dated 10 December 2025 jointly issued by the Offerors and the Company, all the Conditions had been satisfied. As disclosed in the SPA Completion Announcement, SPA Completion took place on 24 December 2025.

Immediately after SPA Completion and as at the Latest Practicable Date, the Offerors and parties acting in concert with them (including presumed concert parties) were interested in a total of 246,300,000 Domestic Shares, representing approximately 52.05% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 26.1 of the Takeovers Code, the Domestic Share Offeror is required to extend an unconditional mandatory general offer in cash for all the Shares not already owned or agreed to be acquired by the Offerors in accordance with the Takeovers Code.

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising all non-executive Directors who have no direct or indirect interest in the Offers, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin as independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wen Zhe, being all the non-executive Directors, are not considered independent for the purpose of giving advice or recommendation to the Independent Shareholders due to their respective interest in the Offers as follows and therefore will not form part of the Independent Board Committee:

1. Mr. Wu Jian has served as the vice president of the Seller since July 2023;

2. Mr. Li Zhiguo has served as the vice president of the Seller since September 2020 and a director of the Seller since June 2022; and

3. Mr. Wen Zhe has served as the director of the airport safety committee office (安委辦) of the Domestic Share Offeror since December 2021.

We, Octal Capital Limited, have been appointed as the independent financial adviser to the Independent Board Committee in relation to the Offers and in particular as to whether the Offers are fair and reasonable and as to the acceptance of the Offers. Our appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

As at the Latest Practicable Date, we were not connected with the Group, the Seller and the Offerors and their concert parties (including presumed concert parties) or, where applicable, any of their respective substantial shareholders, directors or chief executives, or any of their respective subsidiaries or associates pursuant to Rule 13.84 of the Listing Rules. In the two years immediately preceding the date of the SPA, we were engaged by the Company as an Independent Financial Adviser to the Company in respect of (i) the major and connected transaction in relation to the subscription of a maximum of 140,926,000 new Domestic Shares by the Seller (details as contained in the circular of the Company dated 16 November 2023); (ii) the major and connected transaction in relation to the loan in the principal amount of RMB6.36327 billion granted by the new lenders to the Company and the Seller on a joint and several liability basis (details as contained in the circular of the Company dated 28 January 2025); (iii) the Special Deals (details as contained in the circular of the Company dated 30 September 2025); and (iv) the major and connected transaction in relation to the renewed lease agreement dated 3 November 2025 and entered into between the Company and the Seller (details as contained in the supplementary circular of the Company dated 12 December 2025) (the "**Previous Engagements**").

Under the Previous Engagements, we were required to express our opinion on and give recommendations to the independent board committee of the Company in respect of the relevant transactions. Apart from normal professional fee payable to us by the Company in connection with this appointment and the Previous Engagements, no arrangement exists whereby we will receive any fees or benefits from the Company or the directors, chief executive and substantial shareholders of the Company, the Group, the Seller and the Offerors and their concert parties (including presumed concert parties), or any of their respective subsidiaries or associates that could reasonably be regarded as relevant to our independence. We are therefore considered independent and suitable to give independent advice to the Independent Board Committee regarding the Offers.

In formulating our opinion, we have relied on the information and facts supplied by the Company, and the opinions expressed by the Directors, and have assumed that the information and facts provided and opinions expressed by the Directors to us are true, accurate and complete in all material aspects. We have also relied on our discussion with the Board and/or the management of the Company, given in writing or orally, regarding the Company and the Offers, including the information and representations contained in the Composite Document. We have also assumed that all statements of belief, opinion and intention made by the Board and the management of the Company in the Composite Document were reasonably made after due enquiry. We consider that the information we have received is sufficient for us to reach our opinion and give the advice and recommendation set out in this letter. We have no reason to believe that any material information has been omitted or withheld, or doubt the truth or accuracy of the information provided. We have, however, not conducted any independent investigation into the business and affairs of the Group or any of their respective associates or any party acting, or presumed to be acting, in concert with any of them, nor have we carried out any independent verification of the information supplied. We have also assumed that all representations contained or referred to in the Composite Document were true, accurate and complete in all material respects and not misleading or deceptive up to the time of the Latest Practicable Date, and there are no other matters the omission of which would make any statement herein or the Composite Document misleading.

We have not considered the tax implications on the Independent Shareholders of their acceptances or non-acceptances of the Offers (as the case may be) since these are particular to their own individual circumstances. In particular, the Independent Shareholders who are resident outside Hong Kong or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax position with regard to the Offers and, if in any doubt, should consult their own professional advisers. Shareholders will be notified of any material changes to such statements, information, opinions and/or representation as soon as possible in accordance with Rule 9.1 of the Takeovers Code if there arises any material changes of information previously provided to us by the Company or of our opinion in which event this letter shall be amended and updated.

PRINCIPAL FACTORS TAKEN INTO CONSIDERATION ON THE OFFERS

In assessing the Offers and in giving our recommendations to the Independent Board Committee, we have taken into account the following principal factors and reasons:

1. Background of the Offers

On 24 December 2025, the Offerors and the Company published the SPA Completion Announcement that SPA Completion took place on 24 December 2025 and upon SPA Completion, the Offerors and parties acting in concert with them (including presumed concert parties) held a total of 246,300,000 Domestic Shares, representing approximately 52.05% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 26.1 of the Takeovers Code, the Domestic Share Offeror is required to extend an unconditional mandatory general offer in cash for all the Shares not already owned or agreed to be acquired by the Offerors in accordance with the Takeovers Code.

The Domestic Share Offeror makes the Domestic Share Offer, and CICC, on behalf of the H Share Offeror, makes the H Share Offer, on the terms set out in the Composite Document in compliance with the Takeovers Code on the following terms:

For each Domestic Share . . . . . RMB9.85 in cash

For each H Share. . . . . HK$10.62 in cash

The H Share Offer Price of HK$10.62 per Offer Share under the H Share Offer is equal to RMB9.85, which was the price payable by the Domestic Share Offeror for each Sale Share under the SPA and the Domestic Share Offer Price, based on the Exchange Rate. The Exchange Rate of RMB0.92813 to HK$1 was the median exchange rate on 30 April 2025, being the latest available rate prior to the issue of the Joint Announcement, as announced by the People's Bank of China on the China Foreign Exchange Trading System of the PRC.

2. Background of the Group

The Group is principally engaged in both aviation and non-aviation businesses. Its aviation business mainly consists of provision of terminal facilities, ground handling services and passenger services, and its non-aviation business mainly includes leasing of the commercial and retail outlets at Meilan Airport, franchising of the airport-related business, advertising, car parking, cargo handling and sales of consumable goods.

3. Financial information of the Group

Set out below is a summary of the audited consolidated financial information of the Group for the three years ended 31 December 2022 ("**FY2022**"), 2023 ("**FY2023**") and 2024 ("**FY2024**") as extracted from the annual reports of the Company for FY2023 (the "**2023 Annual Report**") and for FY2024 (the "**2024 Annual Report**") respectively and the unaudited consolidated financial information of the Group for the six months ended 30 June 2024 ("**1H2024**") and 2025 ("**1H2025**") as extracted from the interim report of the Company for 1H2025 (the "**2025 Interim Report**") respectively:

	FY2022	**FY2023**	**FY2024**	**1H2024**	**1H2025**
	(audited)	*(audited)*	*(audited)*	*(unaudited)*	*(unaudited)*
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Aviation business	361,137	974,620	1,081,103	603,635	575,602
Non-aviation business	780,325	1,111,060	1,089,885	545,642	503,661
Total revenue	**1,141,462**	**2,085,680**	**2,170,988**	**1,149,277**	**1,079,263**
Net loss for the year/period attributable to Shareholders	**(155,299)**	**(136,009)**	**(381,444)**	**(248,045)**	**(70,202)**
Add: Compensation for the Arbitration Case (as defined below)	–	–	205,929	272,780	–
Adjusted net (loss)/profit for the year/period attributable to Shareholders	**(155,299)**	**(136,009)**	**(175,515)**	**24,735**	**(70,202)**

FY2023 as compared to FY2022

The revenue of the Group from aviation business increased from approximately RMB361.1 million for FY2022 to approximately RMB974.6 million for FY2023, representing an increase of approximately 169.88%. Such increase was mainly due to the recovery of the PRC aviation industry where the passengers throughput had experienced a growth of approximately 118.06% from approximately 11.16 million headcounts in FY2022 to approximately 24.34 million headcounts in FY2023, the aircraft takeoff and landing increased by approximately 63.19% from 105,675 flights in FY2022 to approximately 172,454 flights in FY2023 and the cargo and mail throughput increased by approximately 40.63% from approximately 124,000 tons in FY2022 to approximately 175,000 tons in FY2023.

The revenue of the Group from non-aviation business increased from approximately RMB780.3 million for FY2022 to approximately RMB1,111.1 million for FY2023, representing an increase of approximately 42.38%. Such increase was mainly due to (i) the increase in franchise income by approximately 37.11% as a result of the significant growth of sales of duty-free shops at Meilan Airport; (ii) the increase of hotel income by approximately 53.26% due to the increase in passengers throughput of Meilan Airport; and (iii) the increase of freight and packaging income by approximately 33.15% due to the increase in cargo and mail throughput of Meilan Airport.

The Group recorded net loss attributable to Shareholders of approximately RMB136.01 million for FY2023, representing a decrease in net loss of approximately 12.42% as compared to that of approximately RMB155.30 million for FY2022. The net loss attributable to Shareholders reduced to a lower level in FY2023 with the Group achieving its highest revenue in the past five years due to recovered passenger throughput and enhanced utilisation of both Phase II facilities and additional revenue contributed from the relevant assets of Phase I and Phase II of Meilan Airport leased from the Seller (the "**Leased Assets**"). Despite the revenue growth, the Group continued to record net loss in FY2023, which was mainly attributed to the increased depreciation expenses from the Leased Assets as right-of-use assets, alongside higher operating costs from increased airport traffic and visitor volumes.

FY2024 as compared to FY2023

The revenue of the Group from aviation business demonstrated continued growth in FY2024 from approximately RMB974.6 million for FY2023 to approximately RMB1,081.1 million for FY2024, representing an increase of approximately 10.93%. Such increase was mainly due to the increase in passenger throughput as well as cargo and mail throughput resulting from the intensification of the layout of route network, and constant improvement of the domestic and overseas route network at Meilan Airport. The passenger throughput had grown by approximately 10.48% from approximately 24.34 million headcounts in FY2023 to approximately 26.89 million headcounts in FY2024, especially for the international and regional passengers, the passenger throughput increased by approximately 148.1% in FY2024 compared to that in FY2023. Meanwhile, the aircraft takeoff and landing and the cargo and mail throughput had also grown by approximately 7.92% and 19.69%, respectively.

The revenue of the Group from non-aviation business slightly decreased from approximately RMB1,111.1 million for FY2023 to approximately RMB1,089.9 million for FY2024, representing a decrease of approximately 1.91%. Such decrease was mainly due to the decrease in franchise income by approximately 18.49% as a result of the slowdown of consumption willingness which was offset by the increase in freight and packaging income and VIP room income due to the increase in passenger throughput and cargo and mail throughput at Meilan Airport.

The Group recorded net loss attributable to Shareholders of approximately RMB381.4 million for FY2024, representing an increase in net loss of approximately 180.45% as compared to that of approximately RMB136.01 million for FY2023. The increase in net loss was mainly due to the one-off expense in relation to the compensation payable by the Company for an arbitration case (the "**Arbitration Case**") of approximately RMB205.9 million. As disclosed in the announcement of the Company dated 25 October 2024, the Company received the second phase award of the Arbitration Case (being the final award of the case), it was determined that the Company should pay the damages and relevant arbitration fees of approximately HK$298.8 million (equivalent to approximately RMB272.5 million), and the interest from the hand-down date of the arbitration award of the second phase to the date of full payment of the arbitrated amount. After the amicable negotiation between the Company and Aero Infrastructure Holding Company Limited, the parties finally reached a settlement amount of HK$225 million (before tax) and waived the interest payable (equivalent to approximately RMB205.9 million). After excluding the one-off expense in relation to the Arbitration Case, the Group would have recorded an adjusted net loss attributable to Shareholders of approximately RMB175.5 million for FY2024, with an increase in net loss of approximately 29.05% as compared to that of FY2023.

1H2025 as compared to 1H2024

The revenue of the Group from aviation business was approximately RMB575.6 million for 1H2025, representing a decrease of approximately RMB28.0 million or approximately 4.64% as compared to approximately RMB603.6 million for 1H2024. Such decrease was mainly due to the decrease in aircraft takeoff and landing throughput and passenger throughput resulting from continuous improvement of various modes of transportation in Haikou, passengers now have more diverse travel options. The aircraft takeoff and landing throughput had decreased by approximately 3.43% from 98,929 flights in 1H2024 to 95,537 flights in 1H2025. Meanwhile, the passenger throughput was approximately 13.91 million headcounts in 1H2025, representing a decrease of approximately 4.05% as compared to approximately 14.49 million headcounts in 1H2024.

The revenue of the Group from non-aviation business decreased from approximately RMB545.6 million for 1H2024 to approximately RMB503.7 million for 1H2025, representing a decrease of approximately 7.69%. Such decrease was mainly due to the decrease in hotel income and VIP room income as a result of the weakening in passenger spending intentions and the decrease in passenger throughput at Meilan Airport.

The Group recorded net loss attributable to Shareholders of approximately RMB70.2 million for 1H2025, representing a decrease in net loss of approximately 71.7% as compared to that of approximately RMB248.0 million for 1H2024. The decrease in net loss was mainly due to the one-off expense in relation to the Arbitration Case of approximately RMB272.8 million recognised in 1H2024. However, if the Arbitration Case expenses were excluded, the Company would have recorded an adjusted net profit attributable to Shareholders of approximately RMB24.7 million for 1H2024, the net loss of the Group for 1H2025 would represent an increase of approximately RMB94.9 million as compared to the adjusted net profit for 1H2024. The increase in net loss was mainly due to the decrease in revenue as discussed above.

Set out below is a summary of consolidated financial position of the Group as at 31 December 2023 and 2024 as extracted from the 2024 Annual Report and as at 30 June 2025 as extracted from the 2025 Interim Report:

	As at 31 December 2023 *(audited)* *RMB'000*	**As at 31 December 2024** *(audited)* *RMB'000*	**As at 30 June 2025** *(unaudited)* *RMB'000*
Total Assets	11,360,952	10,982,577	10,623,864
Total Liabilities	7,123,059	6,931,325	6,615,336
Net Assets	4,237,893	4,051,252	4,008,528
Gearing ratio[1]	62.70%	63.11%	62.27%

Note 1: The gearing ratio was calculated by dividing the Group's total liabilities by its total assets.

The total assets of the Group mainly consisted of fixed assets, investment properties and intangible assets, which in total amounted to approximately RMB9,185.3 million, representing approximately 83.64% of the total assets of the Group as at 31 December 2024. The total assets of the Group decreased by approximately 3.33% to approximately RMB10,982,577 million as at 31 December 2024 compared to that as at 31 December 2023 which was mainly attributable to the depreciation of the fixed assets and right-of-use assets and the decrease in accounts receivable and was partially offset by the increase in cash at bank and on hand.

The total liabilities of the Group mainly consisted of construction payments payable for the Airport Project, lease liabilities, other payable and long-term borrowings, which in total amounted to approximately RMB5,142.4 million, representing approximately 74.19% of the total liabilities of the Group as at 31 December 2024. Total liabilities of the Group decreased by approximately 2.69% from approximately RMB7,123.1 million as at 31 December 2023 to approximately RMB6,931.3 million as at 31 December 2024, which was mainly attributable to the decrease in lease liabilities due to the settlement of lease payment and the settlement of the construction fee payables.

The total assets of the Group mainly consisted of fixed assets, investment properties and intangible assets, which in total amounted to approximately RMB9,057.3 million, representing approximately 85.25% of the total assets of the Group as at 30 June 2025. The total assets of the Group decreased by approximately 3.27% to approximately RMB10,623.9 million as at 30 June 2025 compared to that as at 31 December 2024 which was mainly attributable to the depreciation of the fixed assets and right-of-use assets.

The total liabilities of the Group mainly consisted of construction payments payable for the Airport Project, lease liabilities, other payable and long-term borrowings, which in total amounted to approximately RMB5,013.2 million, representing approximately 75.78% of the total liabilities of the Group as at 30 June 2025. Total liabilities of the Group decreased by approximately 4.56% from approximately RMB6,931.3 million as at 31 December 2024 to approximately RMB6,615.3 million as at 30 June 2025, which was mainly attributable to the decrease in lease liabilities due to the settlement of lease payment.

4. Industry overview and prospects of the Group

As of 2025, China's air and airport services industry has shown signs of steady recovery, supported by a rebound in domestic travel and ongoing infrastructure investment. According to the Civil Aviation Administration of China ("**CAAC**"), aircraft daily utilisation improved to 8.9 hours in 2024, compared to 8.1 hours in 2023, suggesting a gradual return to pre-pandemic operating efficiency. While forecasts of CAAC in 2025 indicate that the airport services segment which includes passenger services and ground services could experience notable growth over the coming years, estimates should be viewed with caution and remain subject to evolving market conditions.

According to the 2025 Interim Report, as at 30 June 2025, the entire industry achieved a total transportation turnover of 78.35 billion ton kilometers, passenger transport volume of 370 million person-times and cargo and mail transport volume of 4.784 million tons, representing an increase of 11.4%, 6% and 14.6% of the corresponding period last year, respectively, with transportation scale reaching a new high.

On 23 July 2025, the State Council Information Office of China announced that the Hainan Free Trade Port (the "**Hainan Free Trade Port**") will officially commence its independent customs operation on 18 December 2025. This operation will implement a "first-line opening, second-line control, in-island free movement (一線放開、二線管住、島內自由)" regulatory model. "First-line opening" designates the boundary between Hainan and other countries/regions outside China as the "first line", implementing a series of free and facilitated entry-exit measures to ensure smoother global connectivity for Hainan "Second-line control" manages precisely the flow of goods between Hainan and Mainland China; and "In-island free movement" ensures the relatively free flow of various production factors within Hainan Province. This milestone initiates a new phase in Hainan's opening-up, aligning with CPC Central Committee and State Council directives to refine policies, establish a new open economic regime, and position Hainan as a key gateway for China's opening-up in the new era.

Following the announcement, several supporting measures were issued, including the People's Government of Hainan Province issued the Measures for the Recognition and Management of "Zero-Tariff" Imported Goods Benefit-Eligible Entity of the Hainan Free Trade Port (Trial) (《海南自由貿易港「零關稅」進口貨物享惠主體認定管理辦法(試行)》) and several measures in relation to the tax on goods and customs supervision. These policies expand "zero-tariff" coverage, extend preferential treatment to nearly all Hainan-based entities with import needs, and relax entry-exit restrictions for foreign personnel, including lenient temporary visas, work visas, and residence system improvements. As various policies and supporting measures in respect of the independent customs operation are implemented in detail, Hainan will be able to better gather global elements, allocate global resources, promote industrial development, and demonstrating its firm confidence and significant opportunities for higher-level opening up through the actual results of policy implementation.

In addition, Hainan Province has been actively developing its tourism sector. In the first half of 2025, several major events took place in Hainan, including the Lantern Festival Fireworks Gala, the WATERBOMB Music Festival, and the Hainan Free Trade Port Global Industry Investment Conference. During the six months period ended 30 June 2025, Hainan received a total of approximately 55.2 million domestic and international tourists, representing a year-on-year increase of approximately 8.1% and total tourism revenue reached approximately RMB118.9 billion.

As reported by Hainan International Communication Network, a new air freight development policy has already been implemented by Hainan at the beginning of 2025, aiming to foster the opening up of the island. 20 specific measures have been issued by the Hainan Province Open Skies Working Group Office as well, accelerating the development of all provincial airports to reach a total of 320,000 tons of cargo throughputs and establish ten international cargo routes by the end of 2025, 350,000 tons and twelve routes by the end of 2027.

Construction of intelligent airport will remain a one major focus for the Group in the coming years. The Group has launched the data center on 24 December 2024 and rolled out the smart service platform, the harbours stands management system and the smart energy management and control system. These initiatives aim to connect business and data application scenarios, complete the in-depth mining of flight operations and enhance the efficiency of production and operation. Meilan Airport will continue its research and deployment of advanced technologies, utilising natural language processing, deep learning, and data analysis and reasoning capabilities of the DeepSeek platform to provide technical support for the digital transformation of the airport.

Having considered the above, the airport services industry is expected to continue its steady recovery, supported by rebounding domestic travel and infrastructure investments. The Hainan's Free Trade Port policies enhance global connectivity, zero-tariff benefits, and tourism growth. Furthermore, the supportive measures for Hainan's independent customs operations will accelerate industrial development and resource allocation. Accordingly, we are of the view that the prospects and outlook of the Group remain positive, with opportunities to capture growth from the evolving aviation and tourism markets in the PRC.

5. Information of the Offeror

The Domestic Share Offeror is a company incorporated in the PRC with limited liability and listed on the Shanghai Stock Exchange, with stock code 600515. The Domestic Share Offeror is principally engaged in airport management, duty free and commercial property operation, real estate, property management and hotel businesses. As at the Latest Practicable Date, the substantial shareholders of the Domestic Share Offeror are Hainan Airport Group (which is the single largest shareholder of the Domestic Share Offeror) and HNA Foundation Holding Group Co., Ltd.* (海航基礎控股集團有限公司) (holding approximately 24.87% and 19.69% interests respectively). Hainan Airport Group is wholly owned by Hainan Development Holdings Co., Ltd.* (海南省發展控股有限公司), which is in turn controlled by the Hainan SASAC.

The H Share Offeror is a limited liability company incorporated in Hong Kong and is a direct wholly-owned subsidiary of the Domestic Share Offeror. The H Share Offeror is primarily engaged in investment holding, focusing on airport operations management and ground services related to PRC domestic and international air transport sectors.

6. Principal terms of the Offers

Comparison of Domestic Share Offer Price and the H Share Offer Price

The Domestic Share Offer Price of RMB9.85 and the H Share Offer Price of HK$10.62 represent:

(i) a discount of approximately 1.21% or HK$0.13 per H Share to the closing price of HK$10.75 per H Share on the Latest Practicable Date;

(ii) a premium of approximately 10.63% or HK$1.02 per H Share over the closing price of HK$9.60 per H Share on the Last Trading Date;

(iii) a premium of approximately 6.84% or HK$0.68 per H Share over the average closing price of approximately HK9.94 per H Share for the last five trading days up to and including the Last Trading Date;

(iv) a premium of approximately 6.41% or HK$0.64 per H Share over the average closing price of approximately HK9.98 per H Share for the last 10 trading days up to and including the Last Trading Date;

(v) a premium of approximately 11.20% or HK$1.07 per H Share over the average closing price of approximately HK9.55 per H Share for the last 30 trading days up to and including the Last Trading Date;

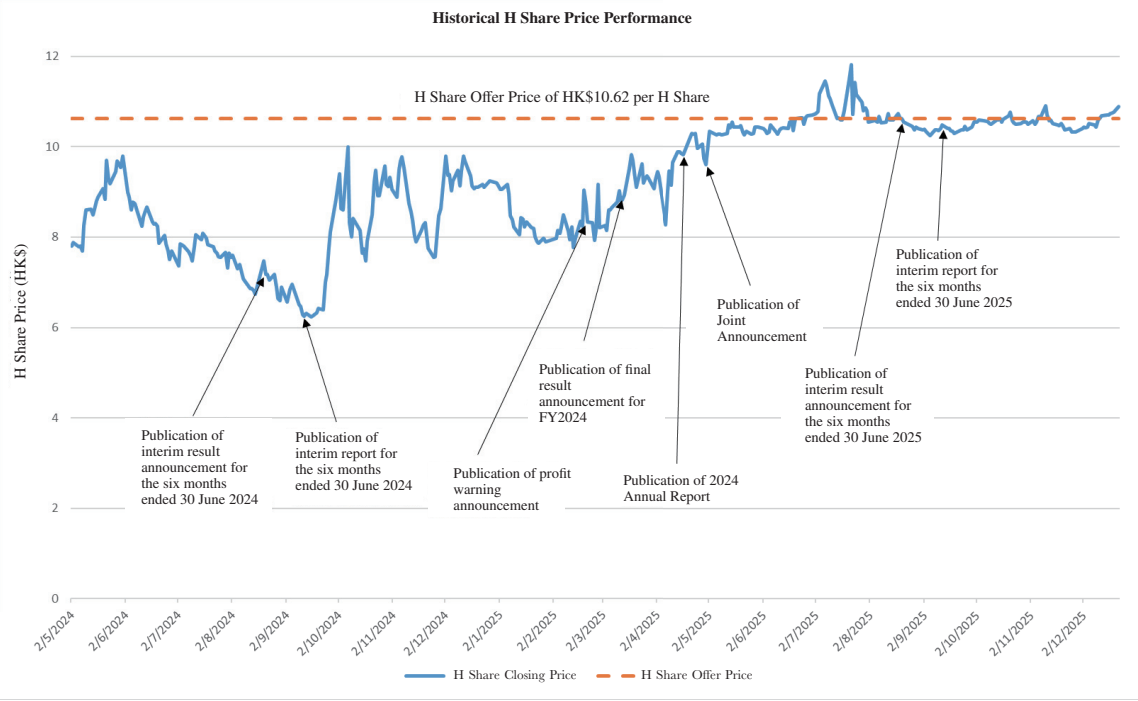
(vi) a premium of approximately 14.69% or HK$1.36 per Share over the audited net asset value attributable to Shareholders (the "**NAV**") per Share of approximately HK$9.26 as at 31 December 2024 (the "**2024 Annual NAV per Share**") based on 473,213,000 Shares in issue as at the date of the Joint Announcement based on RMB to HK$ exchange rate of RMB0.92604 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 31 December 2024);

(vii) a premium of approximately 14.32% or HK$1.33 per Share over the unaudited net asset value per Share of approximately HK$9.29 per Share as at 30 June 2025 (the "**2025 Interim NAV per Share**") based on 473,213,000 Shares in issue as at 30 June 2025, based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025); and

(viii) a premium of approximately 11.44% or HK$1.09 per Share over the adjusted unaudited net asset value (the "**Adjusted NAV**") per Share of approximately HK$9.53 as at 30 June 2025 (the "**Adjusted NAV per Share**") based on 473,213,000 Shares in issue as at 30 June 2025, after taking into account of the property valuation as at 30 September 2025 (the "**Valuation**") (details of which are set out in Appendix III to the Composite Document) and the related tax effects, based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025).

Historical price performance of the H Shares

We have reviewed the movement of the daily closing price of the H Shares as quoted on the Stock Exchange during the period commencing from 1 May 2024 up to 30 April 2025, i.e. the Last Trading Date (both days inclusive) (the "**Pre-announcement Period**") and from 1 May 2025 to the Latest Practicable Date (the "**Post-announcement Period**") (the Pre-announcement Period and the Post-announcement Period are collectively referred to as the "**Review Period**"). We consider that the duration of the Review Period of approximately one year prior to the date of the SPA would be a reasonable and sufficient period to illustrate the recent closing price movement of the H Shares. The daily closing prices of the H Shares are illustrated as follows:



Source: The website of the Stock Exchange (www.hkex.com.hk)

(i) Pre-announcement Period

The H Shares were generally traded within a band of HK$6 to HK$10 per H Share during the Pre-announcement Period. The highest closing price of the H Shares was HK$10.30 per H Share on 22 April 2025 and 24 April 2025 and the lowest closing price of the Shares was HK$6.24 per H Share on 16 September 2024. The H Shares were traded below the H Share Offer Price throughout the Pre-announcement Period. The H Share Offer Price represents (i) a premium of approximately 26.84% over the average closing price of approximately HK$8.37 per H Share; (ii) a premium of approximately 70.19% over the lowest closing price of HK$6.24 per H Share; and (iii) a premium of approximately 3.11% to the highest closing price of HK$10.30 per H Share during the Pre-announcement Period.

During the period from 2 May 2024 to 31 May 2024, the closing price of the H Shares exhibited an increasing trend and rose to a closing price of HK$9.8 per H Share. We have enquired with the management of the Company regarding the possible reasons for the share price movement in May 2024 and were advised that the management was not aware of any specific reasons for the increase in the closing price of the H Shares during that period. Subsequently, the closing price of the H Shares dropped gradually and the closing price on the date of publication of interim results for the six months ended 30 June 2024 (i.e. 23 August 2024) was HK$7.05 per H Share. The closing price of H Shares further dropped to its lowest closing price during the Pre-announcement Period of HK$6.24 per H Share on 16 September 2024, being the date immediately after the publication of the interim report for the six months ended 30 June 2024. Thereafter, the closing price of the H Shares increased sharply to HK$9.99 per H Share on 7 October 2024. We have enquired with the management of the Company and were advised that, except for Mr. Xie Lichao being proposed to be appointed as non-executive Director, they are not aware of any particular reason for the price movement. From mid-October 2024 to mid-April 2025, the closing price of the H Shares was fluctuating within a range between approximately HK$7.5 and HK$9.8 per H Share. The H Shares price was closed at HK$9.88 on 14 April 2025, being the date of publication of 2024 Annual Report and hovered around HK$10 thereafter. The closing price of H Share on the date of the Joint Announcement was HK$9.6.

(ii) Post-announcement Period

During the Post-announcement Period, the H Shares traded generally above their pre-announcement levels and within a range of HK$10.25 to HK$11.82 per H Share. Immediately following the Joint Announcement on 20 May 2025, which confirmed partial satisfaction of offer-related conditions and a delay in the despatch of the composite document, the closing price hovered slightly below the H Share Offer Price of HK$10.62, ranging between HK$10.26 and HK$10.54 with moderate trading volume. On 29 May 2025, following a further Joint Announcement regarding additional condition satisfaction and reinforcing the potential unconditional mandatory cash offers, there was no abrupt change in price, but the H Shares continued to trade within the HK$10.26 to HK$10.44 range throughout the end of May 2025. Starting in mid-June 2025, the H Share closing price gradually moved above the Offer Price, reaching HK$10.62 on 20 June 2025. From late June 2025 onwards, the H Share closing prices maintained an upward trajectory. After reaching its peak at HK$11.82 on 22 July 2025, the H Share closing price gradually moved downward to reach the range between HK$10.25 and HK10.90 from 1 August 2025 to the Latest Practicable Date. The trading volume during this phase remained relatively stable, though elevated around notable price advances, suggesting market anticipation and positive investor sentiment following the continued progress of the proposed Offers and the resolution of certain transactional conditions.

As mentioned in the paragraph headed "Comparison of Domestic Share Offer Price and the H Share Offer Price" above, the H Share Offer Price of HK$10.62 represents (i) a premium of approximately 10.63% or HK$1.02 over the closing price of HK$9.60 per H Share on the Last Trading Date; (ii) a premium of approximately 6.84% or HK$0.68 over the average closing price of approximately HK$9.94 per H Share for the five consecutive trading days up to and including the Last Trading Date; (iii) a premium of approximately 6.41% or HK$0.64 over the average closing price of approximately HK$9.98 per H Share for the ten consecutive trading days up to and including the Last Trading Date; and (iv) a premium of approximately 11.20% or HK$1.07 over the average closing price of approximately HK$9.55 per H Share for the thirty consecutive trading days up to and including the Last Trading Date. Moreover, the H Shares were traded below the H Share Offer Price for the entire Pre-announcement Period. Based solely on the historical H Share prices, we consider the Offer Price of HK$10.62 to be fair and reasonable. Nevertheless, Independent Shareholders should assess the Offers in light of all relevant information and factors discussed in various sections of this letter before deciding whether to accept the Offers.

However, we noted that the closing prices of the H Shares surpassed the H Share Offer Price occasionally during the Post-announcement Period, with the closing prices ranging from HK$10.25 to HK$11.82 per H Share. Accordingly, Independent Shareholders are reminded to closely monitor market prices and consider selling their H Shares on the open market during the Offer Period, if net proceeds from such sale exceeds the amount receivable under the Offers, rather than accepting the Offers.

Comparison of the H Share price against the net assets value attributable to owners of the Company per Share

The H Share Offer Price of HK$10.62 represent (i) a premium of approximately 14.69% over the 2024 Annual NAV per Share; (ii) a premium of approximately 14.32% over the 2025 Interim NAV per Share; and (iii) a premium of approximately 11.44% over the Adjusted NAV per Share.

Pursuant to Rule 11.1(e) of the Takeovers Code, valuations of assets must not be prepared or presented on a selective basis unless the Executive accepts that special circumstances justify it. The H Share Offeror has applied for, and the Executive has granted, a waiver from strict compliance with Rule 11.1(e) of the Takeovers Code to exclude the Group's property interests relating to highly airport-specific structures and infrastructure of Meilan Airport, comprising Terminal 1, Terminal 2 and the supporting facilities (the "**Excluded Assets**").

According to the property valuation report set out in Appendix III to the Composite Document, we noted that the property interests that are subject to the Valuation are attributable to the buildings and properties comprising the structure at the Meilan Airport known as the Terminal Complex, being a mixed-use complex providing carparking, catering, accommodation, retail and other ancillary services for inbound and outbound passengers at the Meilan Airport. The Group's property interests that relate to the highly airport-specific structures and infrastructure of the Meilan Airport, comprising: (i) assets in relation to Terminal 1 and 2 of Meilan Airport and (ii) the supporting facilities that are essential and/or ancillary to the operation of the Melian Airport (e.g. the aircraft parking aprons, customs building, fire rescue centre, emergency medical centre) of the Group were excluded from the Valuation.

Having considered that (i) the carrying value of the Excluded Assets has been properly reflected in the unaudited net asset value of the Group attributable to the Shareholders as at 30 June 2025, being the latest published financial information of the Group; (ii) it is unlikely that the Group will dispose of the Excluded Assets to realise any gain or loss as they are essential to the Group's principal business and disposing of them would prevent the Group from continuing its operations; and (iii) as set out in the Letter from the Board, the Offerors intend that the Company will maintain its existing principal business and the employment of the employees of the Company and of its subsidiaries, the exclusion of the valuation of the Excluded Assets would not affect the underlying capital value of the property interests in the Group to enable the Independent Shareholders to make an informed decision regarding the Offers and as such, we confirm that the exclusion of the Excluded Assets from the Valuation would not affect our recommendation to the Independent Shareholders as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

By taking into account the effect of fair value gain attributable to Shareholders arising from the valuation of the property interests of the Group as set out in Appendix III to the Composite Document, set out below is the calculation of the adjusted unaudited consolidated net asset value attributable to Shareholders as at 30 June 2025 as extracted from the section headed "5. Property Interest and Adjusted Net Asset Value" in Appendix II to the Composite Document:

	RMB
Unaudited consolidated net asset value attributable to owners of the Company as at 30 June 2025	4,008,727,779
Adjustment: Fair value gain attributable to owners of the Company arising from the valuation of the property interests of the Group as at 30 September 2025 based on the property valuation report set out in Appendix III to the Composite Document	105,387,247
Adjusted unaudited consolidated net asset value attributable to Shareholders as at 30 June 2025	4,114,115,026
Adjusted unaudited consolidated net asset value attributable to Shareholders per Share as at 30 June 2025	8.69 (equivalent to approximately HK$9.53 based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025))

Set out below is a table illustrating the historical average market capitalisation of the Company against the Company's published NAV/Adjusted NAV for the previous three financial years and up to the Latest Practicable Date.

Period	Latest published NAV per Share/Adjusted NAV per Share[1]	Closing price per Share			Premium/(Discount) over/to NAV/Adjusted NAV per Share		
		Highest	Lowest	Average	Highest	Lowest	Average
	(HK$)	*(HK$)*	*(HK$)*	*(HK$)*	*Approx. %*	*Approx. %*	*Approx. %*
26/08/2022 – 28/03/2023	10.48	26.00	12.20	19.60	148.09	16.41	87.02
29/03/2023 – 25/08/2023	10.22	19.56	8.70	13.19	91.39	(14.87)	29.06
26/08/2023 – 28/03/2024	10.1	8.20	5.37	6.83	(18.81)	(46.83)	(32.38)
29/03/2024 – 23/08/2024	9.9	9.80	6.19	7.81	(1.01)	(37.47)	(21.11)
24/08/2024 – 20/03/2025	9.33	9.99	6.24	8.35	7.07	(33.12)	(10.5)
21/03/2025 – 20/08/2025	9.41	11.82	8.28	10.35	25.61	(12.01)	9.99
21/08/2025 – the Latest Practicable Date	9.29	10.90	10.25	10.51	17.33	10.33	13.13
21/08/2025 – the Latest Practicable Date	9.53[2]	10.90	10.25	10.51	14.38	7.56	10.28

Source: The website of the Stock Exchange (www.hkex.com.hk)

Note:

1. The NAV per Share represents the latest published NAV of the Company divided by the number of issued Shares prior to the respective months based on the exchange rate of HK$1=RMB0.91195 for illustrative purpose. The respective latest published NAVs of the Company were extracted from the Company's annual results announcement for FY2022, FY2023 and FY2024 published on 28 March 2023, 28 March 2024 and 20 March 2025, respectively and the Company's interim results announcements for the six months ended 30 June 2022 and 2023, 1H2024 and 1H2025 published on 8 August 2022, 25 August 2023, 23 August 2024 and 20 August 2025, respectively.

2. The Adjusted NAV per Share in HK$.

As shown in the table above, the average premium/(discount) of the average closing price of the respective period in between the publication of latest NAV of the Company over/to the then latest published NAV/Adjusted NAV per Share in the corresponding period ranged from a discount of approximately 32.38% to a premium of approximately 87.02%. For a long period of time since 26 August 2023 (i.e. the date after the publication of the interim results for the six months ended 30 June 2023) up to 20 March 2025 (i.e. the date prior to the publication of the annual results for the year ended 31 December 2024), the average closing price of the H Shares represents a discount to the then latest published NAV per Share with discounts ranging from approximately 10.5% to approximately 32.38%.

For the period from 21 August 2025 (i.e. the date after the publication of the interim results for the six months ended 30 June 2025 in August 2025) up to the Latest Practicable Date, we noted there had been improvement in the average closing price per Share to NAV per Share ratio as the average closing price of the H Shares represented a premium of approximately 13.13% over the then latest NAV per Share and the comparison of the average closing price of the H Shares over the Adjusted NAV per Share for the period from 21 August 2025 (i.e. the date after the publication of the interim results of the Group for the six months ended 30 June 2025) up to the Latest Practicable Date also indicated a premium of approximately 10.28%.

In view of the fluctuation in the ratio of the closing price per H Share to the then published NAV per Share during the previous three financial years and up to the Latest Practicable Date, we observed that over the past three years, the investors in the stock market may not have valued the H Shares primarily based on the NAV per Share of the Company. Instead, they likely focused on other fundamentals, such as financial performance metrics of the Company (including revenue growth and profit margin), the industry trends, the market position and the Company's future prospects when determining the trading price of the H Shares. Nevertheless, as the H Share Offer Price represents premia over 2024 Annual NAV per Share, 2025 Interim NAV per Share and the Adjusted NAV per Share of approximately 14.69%, 14.32% and 11.44% respectively, we consider that it is favourable to the Independent Shareholders.

Liquidity of the Shares

The table below sets out the trading volume of the Shares of the Pre-announcement Period and the Post-announcement Period:

Month	Total trading volume of the Shares	Number of trading days	Average daily trading volume *(Note 1)*	Approximately % of average daily trading volume to the then total number of issued Shares held by the public as at the end of the period/month *(Note 2)*
Pre-announcement Period				
2024				
May	29,600,000	21	1,409,524	0.62%
June	15,865,940	19	835,049	0.37%
July	26,654,000	22	1,211,545	0.53%
August	19,047,815	22	865,810	0.38%
September	36,683,562	19	1,930,714	0.85%
October	65,186,401	21	3,104,114	1.37%
November	37,813,077	21	1,800,623	0.79%
December	44,334,100	20	2,216,705	0.98%
2025				
January	24,660,150	19	1,297,903	0.57%
February	55,961,000	20	2,798,050	1.23%
March	48,824,800	21	2,324,990	1.02%
April	63,180,200	19	3,325,274	1.47%
Post-announcement Period				
2025				
May	54,667,350	20	2,733,368	1.20%
June	35,309,466	21	1,681,403	0.74%
July	86,413,104	22	3,927,868	1.73%
August	40,513,000	21	1,929,190	0.85%
September	26,559,200	22	1,207,236	0.53%
October	35,047,000	20	1,752,350	0.77%
November	31,137,400	20	1,556,870	0.69%
December (from 1 December up to the Latest Practicable Date)	49,169,003	19	2,587,842	1.14%

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

1. Average daily trading volume is calculated by dividing the total trading volume of the Shares for the month/period by the number of trading days during the month/period.

2. The calculation is based on the average daily trading volumes of the Shares divided by the total issued share capital of the Company held by the public at the end of each month or each period, as applicable, whereas the total issued share capital of the Company held by the public during the Review Period was 226,913,000 Shares.

During the Pre-announcement Period, the average daily trading volume of the H Shares ranged from approximately 835,049 shares to approximately 3,325,274 shares, representing approximately 0.37% to 1.47% of the total number of issued H Shares held by the public. While trading activity varied amongst the months, overall liquidity remained moderate, with occasional upticks in volume observed in specific months such as October 2024 and April 2025.

During the Post-announcement Period, we noted that the average daily trading volume of the H Shares remained generally comparable to that during the Pre-announcement Period, ranging between approximately 1,207,236 shares and approximately 3,927,868 shares, representing approximately 0.53% to 1.73% of the total number of issued H Shares held by the public. Such trading volumes indicate that while there were market reactions to the Joint Announcements published, the increase in liquidity was not sustained over an extended period.

Taking into consideration that the trading volume of the H Shares was moderate during both the Pre-announcement Period and the Post-announcement Period, it is uncertain whether the overall liquidity of the H Shares could be maintained in the near future. It also remains uncertain whether there would be sufficient liquidity in the H Shares for the Independent Shareholders to dispose of a significant number of H Shares in the open market, particularly for those holding a relatively large block of H Shares, without exerting downward pressure on the market price. The Offers represent exit alternatives for the Independent Shareholders who would like to realise their investments in the H Shares, especially for those who are holding a large number of H Shares, at the H Share Offer Price.

Nonetheless, Independent Shareholders should also take into account their individual risk preferences and tolerance levels before making any investment decision in relation to the H Shares. If any Independent Shareholders who, after reviewing the Composite Document and this letter, would like to realise their investments in the H Shares and are able to dispose of their H Shares in the open market and/or identify potential purchasers to acquire their H Shares at a price higher than the H Share Offer Price, and the net proceeds from the sale of their H Shares would exceed the net amount receivable under the Offers, those Independent Shareholders may consider not accepting the Offers but selling their H Shares in the open market and/or to such potential purchasers (either in full or in part), as they deem appropriate having regard to their own circumstances and the relevant risks and uncertainties.

Market comparable analysis

To evaluate the fairness and reasonableness of the H Share Offer Price, we have considered price-to-earnings multiple (the "**P/E Ratio**") analysis and price-to-book multiple (the "**P/B Ratio**") analysis, which are commonly adopted approaches in the investment community when assessing valuation benchmarks for listed companies, particularly within capital-intensive industries such as airport management and operation services. In light that the Company recorded a net loss for the financial year ended 31 December 2024, we consider that the use of P/E Ratio would not be meaningful in this context. As such, the P/B Ratio has been selected as the appropriate parameter for our analysis.

Given that the Group is principally engaged in airport management and operation services in the PRC, we have conducted a search for comparable companies which are (i) listed in Hong Kong and/or the PRC; and (ii) are principally involved in airport-related operational businesses. Based on the above-mentioned selection criteria, we have identified an exhaustive list of five companies (the "**Industry Comparables**") which we consider to be representative of the broader market sector in which the Group operates.

Set out below is a summary of our findings based on the P/B Ratio analysis of the Industry Comparables:

Company name	**Principal business**	**Market capitalisation as at the Last Trading Date** *(Note 1)* *(HK$' million)*	**Net asset value attributable to the shareholders of the company** *(Note 2)* *(HK$' million)*	**P/B ratio as at the Last Trading Date** *(Note 3)* *(times)*
Beijing Capital International Airport Co., Ltd. (694.HK)	Principally engaged in operating and managing aeronautical and non-aeronautical businesses at Beijing Capital Airport	12,821.70	14,497.84	0.88
Guangzhou Baiyun International Airport Company Limited (600004.SH)	Principally engaged in aviation services such as aircraft takeoff and landing, parking, passenger services, security checks, and aviation ground support services for aircraft, passengers, cargo, and mail at Guangzhou Baiyun International Airport	23,026.37	19,767.19	1.16

Company name	Principal business	Market capitalisation as at the Last Trading Date *(Note 1)* *(HK$' million)*	Net asset value attributable to the shareholders of the company *(Note 2)* *(HK$' million)*	P/B ratio as at the Last Trading Date *(Note 3)* *(times)*
Shanghai International Airport Co., Ltd. (600009.SH)	Principally engaged in aeronautical services which directly associated with aircraft, passengers, and cargo services, and non-aeronautical businesses such as commercial leasing, office space rental, check-in counter rental, and freight station operations at Shanghai Pudong International Airport and Shanghai Hongqiao International Airport	86,065.80	44,879.04	1.92
Xiamen International Airport Co., Ltd (600897.SH)	Principally engaged in aeronautical services which directly associated with aircraft, passengers, and cargo services, and non-aeronautical businesses such as commercial leasing, office space rental, check-in counter rental, parking lot operations at multiple airports in Fujian province	6,333.99	4,812.48	1.32
Shenzhen Airport Co., Ltd. (000089.SZ)	Principally engaged in aeronautical services which refer to providing aviation ground support and ground handling agency services, and nonaeronautical businesses including aviation logistics, aviation value-added services, and advertising services at Shenzhen Baoan International Airport	14,958.80	12,230.57	1.22
		The P/B ratio analysis of the Industry Comparables		
		Maximum		1.92
		Minimum		0.88
		Average		1.30
		Median		1.22
		The P/B ratio analysis of the Shortlisted Industry Comparables (as defined below)		
		Maximum		1.32
		Minimum		0.88
		Average		1.15
		Median		1.19
the Company		5,025.52 *(Note 4)*	4,395.8 *(Note 5)*	1.14 *(Note 7)*
		5,025.52 *(Note 4)*	4,511.3 *(Note 5)*	1.11 *(Note 6)*

Source: The website of the Stock Exchange (www.hkex.com.hk), Shanghai Stock Exchange (www.sse.com.cn) and Shenzhen Stock Exchange (www.szse.cn)

Notes:

1. The market capitalisation is calculated based on the closing share price and number of issued shares of the respective companies as at the Last Trading Day.

2. The net asset value attributable to the shareholders of the company refers to the net asset value attributable to the shareholders of the company as disclosed in their respective latest published annual reports or interim reports of the Industry Comparables and those of the Company.

3. The P/B Ratio of the Industry Comparables are calculated based on their respective market capitalisation divided by the net asset value attributable to the shareholders of the company as disclosed in their respective latest published annual reports or interim reports.

4. The implied market capitalisation of the Company ("**Implied Market Capitalisation**") is calculated based on the Offer Price and the number of issued shares of the Company as at the Latest Practicable Date (i.e. 473,213,000 Shares).

5. It represents the NAV of approximately RMB4,008.7 million as at 30 June 2025 and based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025).

6. It represents the Adjusted NAV of approximately RMB4,114.1 million as disclosed in Appendix II and based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025).

7. The P/B Ratio of the Company is calculated based on the Implied Market Capitalisation divided by the NAV as at 30 June 2025 (the "**Implied P/B Ratio**").

8. The adjusted P/B Ratio of the Company is calculated based on the Implied Market Capitalisation divided by the Adjusted NAV (the "**Adjusted Implied P/B Ratio**").

Upon comparison with the Industry Comparables, we noted that the Implied P/B Ratio implied by the H Share Offer Price based on the NAV as at 30 June 2025 of approximately 1.14 times and the Adjusted Implied P/B Ratio implied by the H Share Offer Price based on the Adjusted NAV as at 30 June 2025 of 1.11 times, are both within the range of the P/B Ratios as presented by the Industry Comparables as at the Last Trading Day ranging from 0.88 time to 1.92 times and below the average and median P/B Ratios of approximately 1.30 times and 1.22 times respectively as presented by the Industry Comparables as at the Last Trading Day.

We further noted that the market capitalisation of Shanghai International Airport Co., Ltd. as at the Last Trading Date was exceptionally high among the Industry Comparables which could distort the overall results. Therefore, we have attempted to shortlist the Industry Comparables by excluding Shanghai International Airport Co., Ltd. from them (the "**Shortlisted Industry Comparables**"). Upon comparison, we noted that the Implied P/B Ratio and the Adjusted Implied P/B Ratio are within the range of the P/B Ratios as presented by the Shortlisted Industry Comparables as at the Last Trading Day ranging from 0.88 time to 1.32 times and are slightly below the the average and median P/B Ratios of approximately 1.15 times and 1.19 times respectively as presented by the Shortlisted Industry Comparables as at the Last Trading Day.

While the Implied P/B Ratio and the Adjusted Implied P/B Ratio are not the highest within the peer group, we wish to highlight that the Company's Implied P/B Ratio and the Adjusted Implied P/B Ratio exceed that of Beijing Capital International Airport Co., Ltd., being the only company among the Industry Comparables that is also listed on the Stock Exchange. In our view, this demonstrates that the H Share Offer Price reflects a valuation that is consistent with market levels and may be considered reasonable when viewed against its most direct listed peer. Accordingly, we consider that the level of the H Share Offer Price is fair and reasonable from this perspective.

RECOMMENDATIONS

Having considered the principal factors discussed above and in particular the following:

(i) the premium of the H Share Offer Price over the closing price of the H Shares on the Last Trading Date and the average closing prices for the last 5, last 10 and last 30 consecutive trading days immediately prior to and including the Last Trading Date are approximately 10.63%, 6.84%, 6.41%, and 11.20% respectively;

(ii) the H Share Offer Price has been above the closing price of the H Shares for the vast majority of the Pre-announcement Period, representing a premium of approximately 26.84% over the average closing price of approximately HK$8.37 per H Share during that period;

(iii) the trading volume of the H Shares was generally thin during the Review Period, whereas the Offers provide a viable liquidity event and an exit alternative for the Independent Shareholders who wish to realise their investments, particularly those with relatively large holdings, at a price that reflects a market premium;

(iv) the H Share Offer Price represents premia of approximately 14.69%, 14.32% and 11.44% over the 2024 Annual NAV per Share, the 2025 Interim NAV per Share and the Adjusted NAV per Share respectively;

(v) the Implied P/B Ratio of 1.14 is within the range of the P/B Ratios of the Industry Comparables and close to the average P/B Ratios of the Shortlisted Industry Comparables, and is higher than the only company among the Industry Comparables that is also listed on the Stock Exchange; and

(vi) while the airport management and services industry in the PRC exhibits signs of recovery, future developments may remain subject to macroeconomic factors, policy direction and evolving domestic travel demand;

we are of the opinion that the Offers, including the H Share Offer Price (which is equivalent to the Domestic Offer Price) are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to accept the Offers.

Having mentioned in the paragraph headed "Historical price performance of the H Shares" in this letter, the price of the H Shares has been traded higher than the H Share Offer Price occasionally during the Post-announcement period. As such, we recommend the Independent Board Committee to advise the Independent Shareholders that for those who wish to dispose of all or part of their shareholding, they are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period and to dispose of their Shares in the market should there be sufficient liquidity of the Shares and the net proceeds obtained from such disposal of the Shares (after deducting all transaction costs) would be higher than the net proceeds from accepting the Offers.

For those Independent Shareholders who are optimistic about the future prospects and operating performance of the Group and/or have a relatively long term investment horizon, they may retain their investment in the Shares by not accepting the Offers and are reminded to monitor the development of the Group, in particular the Offeror's business strategy, and any announcements of the Company during and after the Offer Period.

Yours faithfully,
For and on behalf of
Octal Capital Limited

Alan Fung	**Louis Chan**
Managing Director	*Director*

Note: Mr. Alan Fung has been a responsible officer of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 2003. Mr. Fung has more than 30 years of experience in corporate finance and investment banking and has participated in and completed various advisory transactions in respect of mergers and acquisitions, connected transactions and transactions subject to the compliance to the Takeovers Code of listed companies in Hong Kong.

Mr. Louis Chan has been a responsible officer of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities since 2008. Mr. Chan has more than 20 years of experience in corporate finance and investment banking and has participated in and completed various advisory transactions in respect of mergers and acquisitions, connected transactions and transactions subject to the compliance to the Takeovers Code of listed companies in Hong Kong.

* *For identification purposes only*

1. PROCEDURES FOR ACCEPTANCE OF THE OFFERS

(a) H Share Offer

(i) To accept the H Share Offer, you should complete and sign the accompanying WHITE Form of Acceptance, which shall be executed as a deed, in accordance with the instructions printed thereon, which instructions form part of the terms of the H Share Offer.

(ii) If the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your H Shares is/are in your name, and you wish to accept the H Share Offer, you must send the accompanying WHITE Form of Acceptance duly completed and signed together with the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the H Share Registrar, Computershare Hong Kong Investor Services Limited, by post or by hand, marked "**Hainan Meilan International Airport H Share Offer**" on the envelope, as soon as possible and in any event reach the H Share Registrar no later than by 4:00 p.m. on Friday, 30 January 2026, being the Closing Date, or such later time and/or date as the Offerors may determine and announce in compliance with the requirements of the Takeovers Code.

(iii) If the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your H Share(s) is/are in the name of a nominee company or a name other than your own, and you wish to accept the H Share Offer whether in respect of all or part of your Shares, you must either:

(1) lodge your H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) with the nominee company, or other nominee, with instructions authorising it to accept the H Share Offer on your behalf and requesting it to deliver the accompanying WHITE Form of Acceptance duly completed together with the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the number of Shares in respect of which you intend to accept the H Share Offer to the H Share Registrar in an envelope marked "**Hainan Meilan International Airport H Share Offer**"; or

(2) arrange for the H Shares to be registered in your name through the H Share Registrar and send the accompanying WHITE Form of Acceptance duly completed and signed together with the relevant H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the H Share Registrar in an envelope marked "**Hainan Meilan International Airport H Share Offer**"; or

(3) if your H Shares have been lodged with your licensed securities dealer (or other registered dealer in securities or custodian bank) through CCASS, instruct your licensed securities dealer (or other registered dealer in securities or custodian bank) to authorise HKSCC Nominees Limited to accept the H Share Offer on your behalf on or before the deadline set out by HKSCC Nominees Limited. In order to meet the deadline set out by HKSCC Nominees Limited, you should check with your licensed securities dealer (or other registered dealer in securities or custodian bank) for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer (or other registered dealer in securities or custodian bank) as required by them; or

(4) if your H Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set out by HKSCC Nominees Limited.

(iv) If the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your H Shares is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the H Share Offer, the accompanying WHITE Form of Acceptance should nevertheless be completed, signed and delivered in an envelope marked "**Hainan Meilan International Airport H Share Offer**" to the H Share Registrar together with a letter stating that you have lost one or more of your H Share certificate(s) and/or transfer receipts and/or other document(s) of title or that it/they is/are not readily available (and/or any satisfactory indemnity or indemnities required in respect thereof). If you find such document(s) or if it/they become(s) available, the relevant H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any indemnity or indemnities required in respect thereof) should be forwarded to the H Share Registrar as soon as possible thereafter. If you have lost your H Share certificate(s), you should also write to the H Share Registrar for a form of letter of indemnity which, when completed in accordance with the instructions given therein, should be returned to the H Share Registrar. The H Share Offeror shall have the absolute discretion to decide whether any H Shares in respect of which the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title is/are not readily available and/or is/are lost will be taken up by the H Share Offeror.

(v) If you have lodged transfer(s) of any of your H Shares for registration in your name and have not yet received your H Share certificate(s) and you wish to accept the H Share Offer, you should nevertheless complete and sign the accompanying WHITE Form of Acceptance and deliver it in an envelope marked "**Hainan Meilan International Airport H Share Offer**" to the H Share Registrar together with the transfer receipt(s) duly signed by you. Such action will be deemed to be an irrevocable instruction and authority to CICC and/or the H Share Offeror and/or any of their respective agent(s) to collect from the Company or the H Share Registrar, on your behalf, the relevant H Share certificate(s) when issued and to deliver such H Share certificate(s) to the H Share Registrar and to authorise and instruct the H Share Registrar to hold such H Share certificate(s), subject to the terms of the H Share Offer, as if it was/they were delivered to the H Share Registrar with the accompanying WHITE Form of Acceptance.

(vi) By signing and returning the WHITE Form of Acceptance, you warrant to the Offerors, the Company, CICC and parties acting in concert with any of them or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers that you have not taken or omitted to take any action which will or may result in any members in the Offerors, the Company, CICC or parties acting in concert with any of them or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers acting in breach of the legal or regulatory requirements of any territory in connection with the H Share Offer or your acceptance thereof.

(vii) Acceptance of the H Share Offer will be treated as valid only if the duly completed and signed WHITE Form of Acceptance is received by the H Share Registrar by no later than 4:00 p.m. on Friday, 30 January 2026, being the Closing Date, or such later time and/or date as the Offerors may determine and announce in compliance with the requirements of the Takeovers Code, and is:

(1) accompanied by the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and, if that/those H Share certificate(s) is/are not in your name, such other documents (for example a duly stamped transfer of the relevant H Share(s) in blank or in your favour executed by the registered holder) in order to establish your right to become the registered holder of the relevant H Shares;

(2) from a registered H Share Offer Shareholder or his personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to H Shares which are not taken into account under another sub-paragraph of this paragraph (vii));

(3) certified by the H Share Registrar or the Stock Exchange; or

(4) inserted in the WHITE Form of Acceptance, the total number of H Shares being equal to that represented by the H Share certificates for H Shares tendered for acceptance of the H Share Offer. If no number is inserted or a number inserted is either greater or smaller than that represented by the H Share certificates for H Shares tendered for acceptance of the H Share Offer or greater than the number of H Shares held by you, the WHITE Form of Acceptance will be returned to you for correction and resubmission. Any corrected WHITE Form of Acceptance must be resubmitted and received by the H Share Registrar by no later than 4.00 p.m. on the Closing Date or such later time and/or date as the Offerors may determine and announce in accordance with the Takeovers Code.

If the WHITE Form of Acceptance is executed by a person other than the registered H Share Offer Shareholder, appropriate documentary evidence of authority (for example grant of probate or certified copy of a power of attorney) to the satisfaction of the H Share Registrar must be produced.

(viii) If the H Share Offer is withdrawn or lapses, the H Share Offeror shall, as soon as possible but in any event no later than seven Business Days after the H Share Offer is withdrawn or lapses, return by ordinary post at your own risk the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the H Share Offer Shares tendered for acceptance together with the duly cancelled WHITE Form of Acceptance to the relevant H Shareholder(s).

(ix) No acknowledgement of receipt for any WHITE Form(s) of Acceptance, H Share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

(x) The address of the H Share Registrar is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(b) Domestic Share Offer

(i) If you wish to accept the Domestic Share Offer, you need to (1) send by post or deliver in person the duly completed GREEN Form of Acceptance and those supporting documents required under applicable PRC laws as further described in paragraph (ii) below in this section in an envelope marked "**Hainan Meilan International Airport Domestic Share Offer**", to the Company's registered office in the PRC at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC, no later than 4:00 p.m. on Friday, 30 January 2026, being the Closing Date, or such later time and/or date as the Offerors may determine and announce in compliance with the requirements of the Takeovers Code; and (2) pay the Domestic Share Offer Transfer Fee in accordance with the procedures more particularly set out in paragraph (iii) below in this section.

(ii) Acceptance of the Domestic Share Offer will be accepted and treated as valid only if the following documents are received by the Domestic Share Offeror no later than 4: 00 p.m. on the Closing Date:

(1) the duly completed GREEN Form of Acceptance, which shall be executed as a deed;

(2) if the GREEN Form of Acceptance is executed by a person other than the registered Domestic Shareholder, appropriate documentary evidence of authority (such as certified copy of power of attorney, which should be notarised) to the satisfaction of the Domestic Share Offeror must be produced;

(3) valid identification documents of the Domestic Shareholder. Such valid identification documents include:

a) in respect of a domestic legal person Domestic Shareholder, such Domestic Shareholder is required to provide a photocopy of the business license (營業執照複印件) affixed with official seal of the legal person and a photocopy of the identity card of its legal representative affixed with official seal of the legal person; or

b) where a domestic legal person Domestic Shareholder appoints a person other than its legal representative to submit the documentation in person, the authorisation document for the authorisation of such person, as well as the original copy of his/her resident identification card of the PRC and its photocopy (for a domestic legal person Domestic Shareholder, the official seal of such legal person and the signature of the legal representative also needs to be affixed to said photocopy) shall be provided;

(4) in respect of an accepting Domestic Shareholder under the Domestic Share Offer which is a legal person, the documents stated below:

a) for those that are not ultimately controlled by a state-owned entity, the resolution, written acknowledgment by the board of directors or shareholders of the company or any resolution or written acknowledgment by entity entitled to accept the Domestic Share Offer in accordance with its memorandum and articles of association; or

b) for those that are ultimately controlled by a state-owned entity, the approval documents for acceptance and settlement of the Domestic Share Offer from the relevant state-owned assets supervision and administration authorities (or written explanation, affixed with the official seal of the legal person, if this is not applicable); and

(5) such other documents as required by CSDCC for the registration and transfer of the Domestic Shares (which may include the Application Form for Non-Trading Transfer Registration of Securities* (《證券非交易過戶登記申請表》)).

(iii) Pursuant to applicable rules of CSDCC, the Domestic Share Offer Transfer Fee is required to be paid by the Domestic Share Offeror and the relevant accepting Domestic Shareholder under the Domestic Share Offer in equal shares (CSDCC charges a fee of 0.025%, being a fee of RMB0.00025 per Domestic Share, on each of the Domestic Share Offeror and the Domestic Shareholder, with a cap of RMB100,000 for each party). In this connection, after providing a valid GREEN Form of Acceptance that has been duly completed and all such other required documents (as more particularly described in paragraph (ii) above) to the Domestic Share Offeror, you shall coordinate with the Domestic Share Offeror to pay your share of the Domestic Share Offer Transfer Fee to the CSDCC on such date and at such time (which shall in any event be before the expiry of seven Business Days after the date on which a valid GREEN Form of Acceptance and the required documents as set out in paragraph (ii) above have been received by the Domestic Share Offeror) as stipulated by the Domestic Share Offeror by prior written notice to you, by way of telegraphic transfer to such bank account of the CSDCC as notified to you in such written notice. For avoidance of doubt, the Domestic Share Offeror will pay their share of the Domestic Share Offer Transfer Fee to the CSDCC on even date of payment being made by you to the CSDCC. No invoice or other payment proof will be issued to you by the Domestic Share Offeror or the Company regarding the payment of any transfer fees in connection with your acceptance of the Domestic Share Offer. If you require such documentation, please liaise with CSDCC directly.

(iv) In the event that you do not pay your share of the requisite Domestic Share Offer Transfer Fee to the CSDCC in accordance with the Domestic Share Offeror's instructions, the Domestic Share Offeror reserves the right to immediately demand repayment of the Domestic Share Offer Price received by you, if any, under the Domestic Share Offer from the Offeror and decline to continue with the registration of the transfer of the Domestic Shares with the CSDCC, on the premise that you have failed to comply with your obligation to pay the requisite Domestic Share Offer Transfer Fee. In these circumstances, the acceptance of the Domestic Share Offer by such accepting Domestic Shareholder will be deemed to have become void.

(v) No acknowledgement of receipt of any GREEN Form of Acceptance and any documents that are required to be provided for the acceptance of the Domestic Share Offer as stated in this Composite Document will be given.

* *For identification purpose only*

(vi) By signing and returning the GREEN Form of Acceptance, you warrant to the Offerors, the Company, CICC and parties acting in concert with any of them or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers that you have not taken or omitted to take any action which will or may result in any members in the Offerors, the Company, CICC or parties acting in concert with any of them or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers acting in breach of the legal or regulatory requirements of any territory in connection with the Domestic Share Offer or your acceptance thereof.

(vii) The Domestic Share Offeror will be entitled to reject any acceptance which does not comply with the provisions and instructions contained in this Composite Document and in the GREEN Form of Acceptance, or which is otherwise incomplete, incorrect or invalid in any respect. If you wish to accept the Domestic Share Offer, it is your responsibility to ensure that the GREEN Form of Acceptance is duly completed in all respects and all required documents are provided. A decision by the Domestic Share Offeror to reject any acceptance on the grounds that it has been invalidly, incorrectly or incompletely signed, completed or submitted will be final and binding and the Domestic Share Offeror shall not accept any responsibility or liability for the consequences of such a decision.

(viii) Please note that by completing and sending the GREEN Form of Acceptance and other required documentation (as more particularly set out in paragraph (ii) in this section) to the Company (who will promptly pass the same to the Domestic Share Offeror), you will be appointing the Company as your attorney to handle all matters in respect of all the Domestic Shares to which your acceptance relates (including the registration and transfer of such Domestic Shares).

(ix) In the event that the required documents set out in paragraph (ii) above for accepting the Domestic Share Offer are not provided by or before 4:00 p.m. on the Closing Date, you shall be deemed to be declining the acceptance of the Domestic Share Offer.

2. ACCEPTANCE PERIOD AND REVISIONS

(a) The Offers are capable of acceptance on and from Wednesday, 31 December 2025 and will remain open for acceptance until Friday, 30 January 2026, being the Closing Date, unless extended or revised in accordance with the Takeovers Code. The Offerors reserve the right to revise or extend the Offers in accordance with the Takeovers Code. Unless the Offers have previously been revised or extended with the consent of the Executive, to be valid, the Forms of Acceptance must be received by no later than 4:00 p.m. on Friday, 30 January 2026.

(b) If the Offers are extended or revised, the announcement of such extension will state the next closing date or a statement that the Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given to Offer Shareholders before the Offers are closed. If, during the course of the Offers, the Offerors revise the terms of the Domestic Share Offer and/or H Share Offer, all Offer Shareholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Domestic Share Offer and/or H Share Offer under the revised terms. The revised Domestic Share Offer and/or H Share Offer must be kept open for at least 14 days following the date on which the revised offer document is posted and shall not be closed earlier than the Closing Date.

(c) If the Closing Date is extended, any reference in this Composite Document and in the Forms of Acceptance to the "Closing Date" shall, except where the context otherwise requires, be deemed to refer to the subsequent Closing Date.

(d) The acceptance of the Offers by or on behalf of a Shareholder in its original form, shall be treated as an acceptance of the relevant Offer as so revised.

3. SETTLEMENT OF THE OFFERS

(a) In respect of the H Share Offer, provided that the WHITE Form of Acceptance and relevant H Share certificate(s) and/or transfer receipt(s) and/or any document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are in complete and good order and have been received by the H Share Registrar by not later than 4:00 p.m. on the Closing Date, a cheque for the amount due to the H Shareholders validly accepting the H Share Offer in respect of the H Shares tendered by them under the H Share Offer, less seller's ad valorem stamp duty payable by them, will be despatched to the H Shareholders validly accepting the H Share Offer at their respective addresses as they appear in the register of members of the Company or, in the case of joint Shareholders, to the Shareholder whose name appears first in the register of members of the Company, unless otherwise specified in the relevant Form of Acceptance completed, returned and received by the H Share Registrar, by ordinary post at their own risk as soon as possible, but in any event no later than seven Business Days after the date on which all relevant documents are received by the H Share Registrar to render such acceptance complete and valid.

(b) In respect of the Domestic Share Offer, provided that a valid GREEN Form of Acceptance is duly completed in all respects and all required documents to be provided for acceptance of the Domestic Share Offer have been received by the Domestic Share Offeror by no later than 4:00 p.m. on the Closing Date, remittances in respect of the cash consideration payable for the Domestic Shares tendered under the Domestic Share Offer will be made via wire transfer according to the bank account details of the transferor set out on the first page of the GREEN Form of Acceptance at their own risk as soon as possible but in any event no later than seven Business Days after the date of receipt by the Domestic Share Offeror of a duly completed GREEN Form of Acceptance together with all valid requisite documents from the Offer Shareholders accepting the Domestic Share Offer in accordance with the Takeovers Code.

(c) No fractions of a cent will be payable and the amount of the consideration payable to an Offer Shareholder who accepts the Domestic Share Offer or H Share Offer will be rounded up to the nearest cent.

(d) Cheque(s) not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and be of no further effect, and in such circumstances cheque holders should contact the H Share Offeror for payment.

(e) Settlement of the consideration to which an Offer Shareholder is entitled under the Offers will be implemented in full in accordance with the terms of the Offers without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offerors may otherwise be, or claim to be, entitled against such Offer Shareholder.

4. NOMINEE REGISTRATION

To ensure the equality of treatment of all Offer Shareholders, those Offer Shareholders who hold Share(s) as nominees on behalf of more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for beneficial owners of Share(s) whose investments are registered in the names of nominees (including those whose interests in Shares are held through CCASS) to accept the Offers, it is essential that they provide instructions of their intentions with regard to the Offers to their respective nominees.

5. ANNOUNCEMENTS

The announcement of the results of the Offers will be jointly issued by the Offerors and the Company and posted on the website of the Stock Exchange by 7:00 p.m. on the Closing Date. Such announcement will comply with the disclosure requirements under Rule 19.1 of the Takeovers Code and will include, among other things, the results of the Offers.

In any announcement of an extension of the Offers, either the next closing date must be stated or a statement may be made that the Offers will remain open for acceptance for 14 days thereafter in accordance with the Takeovers Code.

The results announcement shall state the total number of Shares and the rights over Shares:

(a) for which acceptances of the Offers have been received;

(b) held, controlled or directed by the Offerors or the Offerors Concert Parties before the Offer Period; and

(c) acquired or agreed to be acquired during the Offer Period by the Offerors or the Offerors Concert Parties.

The announcement shall also (i) specify the percentages of all issued Shares of the Company and the percentages of voting rights represented by these numbers of Shares; and (ii) include details of any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offerors or the Offerors Concert Parties has borrowed or lent, save for any borrowed Shares which have been either on-lent or sold.

If the Offerors, the Offerors Concert Parties or their advisers make any statement about the level of acceptances or the number or percentage of accepting Shareholders during the Offer Period, then the Offerors must make an immediate announcement in compliance with Note 2 to Rule 19 of the Takeovers Code.

As required under the Takeovers Code and the Listing Rules, all announcements in relation to the Offers in respect of which the Executive and the Stock Exchange have confirmed that they have no further comments thereon must be published on the website of the Stock Exchange and made in accordance with the requirements of the Listing Rules.

6. RIGHT OF WITHDRAWAL

(a) As the Offers are unconditional in all respects, acceptances of the Offers tendered by the Offer Shareholders shall be irrevocable and cannot be withdrawn, except as permitted under the Takeovers Code and in the circumstances set out in (b) below.

(b) If the Offerors are unable to comply with the requirements set out in paragraph 5 of this Appendix I, under Rule 19.2 of the Takeovers Code, the Executive may require that the Offer Shareholders who tendered acceptances of the Offers be granted a right of withdrawal on terms that are acceptable to the Executive until the requirements set out in that paragraph are met.

In such case, when the Offer Shareholders withdraw their acceptance(s), the Offerors shall, as soon as possible but in any event no later than seven Business Days after receipt of the notice of withdrawal, return by ordinary post the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) lodged with the Forms of Acceptance to the relevant Offer Shareholder(s).

Save as aforesaid, acceptances of the Offers shall be irrevocable and not capable of being withdrawn.

7. POSTING

All documents and remittances (if applicable) to be sent to Offer Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances (if applicable) will be sent to the Offer Shareholders' addresses as they appear in the register of members of the Company or, in the case of joint Offer Shareholders, to the Offer Shareholder whose name appears first in the register of members of the Company, unless otherwise specified in the relevant Form of Acceptance completed, returned and received by the H Share Registrar. None of the Company, the Offerors, CICC, the Independent Financial Adviser and the H Share Registrar or any of their respective directors, agents or advisers or any other person involved in the Offers will be responsible for any loss or delay in transmission or any other liability that may arise as a result thereof.

8. OVERSEAS SHAREHOLDERS

As at the Latest Practicable Date, there were 1,000 H Shares (representing approximately 0.0004% of the total number of H Shares and approximately 0.0002% of the total issued share capital of the Company) held by Shareholder(s) whose address(es) as shown in the register of members of the Company were in Singapore. Having made reasonable enquiries, the directors of the Offerors are satisfied that there is no restriction under the laws or regulations of Singapore against despatching this Composite Document to those Overseas Shareholder(s).

The Composite Document will not be filed under any laws or rules of any jurisdiction other than Hong Kong. As the Offers to persons not residing in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should obtain information about and observe any applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offers. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholders in respect of such jurisdictions).

Acceptance of the Offers by any Overseas Shareholder will constitute a representation and warranty by any such person to the Offerors and the Company (and their respective advisers, including CICC) that such person (i) is permitted under all applicable laws to receive and accept the Offers, and any revision thereof, (ii) has observed all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required, and (iii) has complied with any other necessary formality and has paid any issue, transfer or other taxes due from such Overseas Shareholders (including the filing of all required tax declarations under applicable laws which may result in any taxes being withheld) in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws. The Offerors, the Company, CICC, any concert parties (and presumed concert parties) of any of them, the Independent Financial Adviser and the H Share Registrar, or any of their respective agents or advisers or any of their respective directors, officers or associates or any other person involved in the Offers shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Overseas Shareholders are recommended to seek professional advice on whether to accept the Offers.

NOTICE TO U.S. HOLDERS OF H SHARES

The H Share Offer is subject to Hong Kong disclosure and procedural requirements, which are different from those of the United States. The financial information included in this Composite Document has been prepared in accordance with the Accounting Standard for Business-Enterprises-Basic Standard, the specific accounting standards and other relevant regulations issued by the Ministry of Finance of the PRC on 15 February 2006 and in subsequent periods, and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The H Share Offer will be extended to the United States pursuant to the applicable U.S. tender offer rules or certain available exemptions or exceptions therefrom and otherwise in accordance with the requirements of the laws of Hong Kong and the PRC. Accordingly, the H Share Offer is subject to Hong Kong and PRC disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

The receipt of cash pursuant to the H Share Offer by a U.S. holder of H Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each U.S. holder of H Shares is urged to consult his/her/its independent professional advisor immediately regarding the tax consequences of acceptance of the H Share Offer.

U.S. holders of H Shares may encounter difficulty enforcing their rights and any claims arising out of the U.S. federal securities laws, as the H Share Offeror and the Company are located in a country outside the United States and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of H Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, U.S. holders of H Shares may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

In accordance with the Takeovers Code and Rule 14e-5(b)(12) of the U.S. Exchange Act, CICC and its affiliates may continue to act as exempt principal traders in the Shares on the Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, provided that any such purchase or arrangement complies with applicable law and is made outside the United States. Any information about such purchases will be reported to the SFC in accordance with the requirements of the Takeovers Code and, to the extent made public by the SFC, will be available on the website of the SFC at http://www.sfc.hk.

9. STAMP DUTY

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the H Share Offer will be payable by the relevant Independent Shareholders at a rate of 0.10% of the market value of the Offer Shares or consideration payable by the H Share Offeror in respect of the relevant acceptances of the H Share Offer, whichever is higher (where the stamp duty calculated includes a fraction of HK$1.00, the stamp duty would be rounded-up to the nearest HK$1.00), and will be deducted from the amount payable to the relevant Independent Shareholders on acceptance of the H Share Offer. The H Share Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the H Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with such Offer Shares and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

For the avoidance of doubt, no stamp duty is payable in connection with acceptances of the Domestic Share Offer, but the Domestic Share Offeror and such accepting Domestic Shareholder under the Domestic Share Offer shall be required to pay the Domestic Share Offer Transfer Fee to the CSDCC in connection with the registration of transfer of such Domestic Shares tendered for acceptance under the Domestic Share Offer.

10. TAX IMPLICATIONS

Offer Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. It is emphasised that none of the Offerors, the Company, CICC, any concert parties (and presumed concert parties) of any of them, the Independent Financial Adviser and the H Share Registrar, or any of their respective agents or advisers or any of their respective directors, officers or associates or any other person involved in the Offers accepts responsibility or has any liability for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

11. GENERAL

(a) All communications, notices, Forms of Acceptance, H Share certificates, transfer receipts, other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to be delivered by or sent to or from the Offer Shareholders will be delivered by or sent to or from them, or their designated agents, at their own risk, and neither the Company, the Offerors and CICC nor any of their respective agents or advisers nor the H Share Registrar accepts any liability for any loss in postage or any other liabilities that may arise as a result.

(b) The provisions set out in the accompanying Forms of Acceptance form part of the terms of the Offers.

(c) The accidental omission to despatch this Composite Document and/or the Forms of Acceptance or any of them to any person to whom the Offers are made will not invalidate the Offers in any way.

(d) The Offers are, and all acceptances will be, governed by and construed in accordance with the laws of Hong Kong. Execution of a Form of Acceptance by or on behalf of an Offer Shareholder will constitute such Offer Shareholder's agreement that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute which may arise in connection with the Offers.

(e) Due execution of a Form of Acceptance will constitute the irrevocable appointment of any director or officer of the Offerors, CICC, or such other person as any of them may direct, as such accepting Shareholder's agent (the "**Agent**") and an irrevocable authority and instruction to the Agent to complete and execute the Forms of Acceptance and/or any other document at the Agent's discretion on behalf of such accepting Shareholder and to do any other act that may in the opinion of the Agent be necessary, expedient or desirable for the purposes of vesting in the Offerors or such person or persons as it may direct the Shares in respect of which such person has accepted the Offers.

(f) Acceptance of the Offers by any Offer Shareholder will be deemed to constitute a warranty by such person that all the Shares sold by such person under the Offers are free from all Encumbrances and together with all rights and benefits attaching to them as at the date of this Composite Document or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Offers are made, being the date of this Composite Document, unless the Offerors have reduced the Domestic Share Offer Price and/or the H Share Offer Price in respect of any dividend declared, paid/made or agreed to be paid/made by the Company up to the close of the Offers.

(g) The settlement of the consideration to which any Offer Shareholder is entitled under the Offers will be implemented in full in accordance with the terms of the Offers without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offerors may otherwise be, or claim to be, entitled against such Offer Shareholder.

(h) Any Offer Shareholders accepting the Offers will be responsible for payment of any transfer or cancellation or other taxes or duties payable in respect of the relevant jurisdiction due by such persons.

(i) Acceptance of the Offers by any nominee will be deemed to constitute a warranty by such nominee to the Offerors that the number of Shares it has indicated in the Forms of Acceptance is the aggregate number of Shares for which such nominee has received authorisations from the beneficial owners to accept the Offer on their behalf.

(j) All questions as to the validity, form, eligibility (including the time of receipt) and acceptance for payment of any acceptance under the Offers will be determined by the Offerors in their sole discretion, which determination will be final and binding on all of the parties (except as otherwise required under the applicable laws or regulations or by the Takeovers Code). The Offerors reserve the absolute right to reject any or all acceptances it determines not to be in proper form or the acceptance or payment therefor which may, in the opinion of the Offerors, be unlawful. The Offerors also reserve the absolute right (provided that this is exercised consistently with the requirements of the Takeovers Code or otherwise with the Executive's consent) to waive any of the terms of the Offers, either generally or in a particular case and any defect or irregularity in the acceptance of any particular Share or any particular holder thereof. An acceptance may be rejected as invalid unless all defects or irregularities have been cured or waived. In the event of a waiver, the consideration under the Offers will not be despatched until after the Forms of Acceptance are completed in all respects and the relevant H share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) satisfactory to the Offeror have been received. None of the Offerors, CICC, the H Share Registrar or any of their respective ultimate beneficial owners, directors, officers, agents, associates, professional advisers or any other person involved in the Offers is or will be obliged to give notice of any defects or irregularities in acceptances, and none of them will incur any liability for failure to give any such notice.

(k) In making their decision, the Offer Shareholders must rely on their own examination of the Group and the terms of the Offers, including the merits and risks involved. The contents of this Composite Document, including any general advice or recommendation contained herein together with the Forms of Acceptance, shall not be construed as any legal or business advice on the part of the Offerors, the Company, CICC, the H Share Registrar or their respective professional advisers. Offer Shareholders should consult their own professional advisers for professional advice.

(l) The making of the H Share Offer to the Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions. The Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. It is the responsibility of each Overseas Shareholder who wishes to accept the H Share Offer, to satisfy himself/herself/itself as to the full observance of the laws and regulations of all relevant jurisdictions in connection therewith, including but not limited to the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements. Such Overseas Shareholders shall be fully responsible for the payment of any transfer or other taxes and duties due by such Overseas Shareholders in respect of the relevant jurisdictions. The Overseas Shareholders are recommended to seek professional advice on deciding whether or not to accept the H Share Offer.

(m) This Composite Document and the Forms of Acceptance have been prepared for the purposes of compliance with the legislative and regulatory requirements applicable in respect of the Offers in Hong Kong and the operating rules of the Stock Exchange.

(n) The English text of this Composite Document and the accompanying Forms of Acceptance shall prevail over their respective Chinese text for the purpose of interpretation.

12. INTERPRETATION

(a) A reference in this Composite Document to an Offer Shareholder includes a reference to a person(s) who, by reason of an acquisition or transfer of Shares, is entitled to execute a Form of Acceptance and in the event of more than one person executing a Form of Acceptance, the provisions of this Composite Document apply to them jointly and severally.

(b) A reference in this Composite Document and the Forms of Acceptance to the Offers shall include any extension and/or revision thereof.

(c) A reference in this Composite Document and the Forms of Acceptance to the masculine gender includes the feminine and neuter genders, and a reference to the singular includes the plural, and vice versa.

1. SUMMARY OF FINANCIAL INFORMATION OF THE COMPANY

The following is a summary of certain audited consolidated financial information of the Company for the three financial years ended 31 December 2022, 2023 and 2024, and the unaudited financial information of the Company for the six months ended 30 June 2025, as extracted from the annual reports of the Company for the years ended 31 December 2022, 2023 and 2024, and the interim report of the Company for the six months ended 30 June 2025, respectively.

	Six months ended	Year ended 31 December		
	30 June 2025	**2024**	**2023**	**2022**
	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue	1,079,263,016	2,170,988,338	2,085,679,527	1,141,461,624
Total loss	(68,220,022)	(401,201,416)	(208,749,304)	(236,496,943)
Income tax credits	5,912,353	34,953,746	40,122,459	45,793,705
Net loss attributable to:				
– Shareholders of the Company	(70,202,444)	(381,444,206)	(136,008,897)	(155,298,891)
– Minority interests	7,894,775	15,196,536	(32,617,948)	(35,404,347)
Total comprehensive loss attributable to:				
– Shareholders of the Company	(71,305,260)	(392,562,635)	(136,008,897)	(169,373,320)
– Minority interests	7,894,775	15,196,536	(32,617,948)	(35,404,347)
Losses per share:				
Basic losses per share (RMB)	(0.15)	(0.81)	(0.29)	(0.33)
Diluted losses per share (RMB)	(0.15)	(0.81)	(0.29)	(0.33)
Dividends	–	–	–	–
Dividends per share (RMB)	–	–	–	–

The Board did not recommend the payment of final dividend for the years ended 31 December 2022, 2023 and 2024, and interim dividend for the six months ended 30 June 2025 respectively.

For the financial year ended 31 December 2022, the Group's then auditor, PricewaterhouseCoopers Zhong Tian LLP, issued an opinion with material uncertainty related to going concern, an extract of which is as follows:

"***Material Uncertainty Related to Going Concern***

We draw your attention to Note 2(1) to the consolidated financial statements, which states that the Group's net loss for the year ended 31 December 2022 amounted to approximately RMB190 million and the Group's net current liabilities amounted to RMB5.52 billion as at 31 December 2022. The arbitration case and overdue of debts of the Group incurred during the year ended 31 December 2020, the overdue of debts of Haikou Meilan, the Group's Parent Company, incurred during the year ended 31 December 2019 and Hainan High People Court's ruling on the acceptance of the substantial consolidated restructuring of HNA Group together with Haikou Meilan and other companies totalling 321 companies on 13 March 2021, have triggered the relevant default clauses of the Syndicated Loan, which resulted in the loan syndicate having the right to request, at any time, the Group to early repay the Syndicated Loan drawn down without repaid by the Company amounting to RMB1.94 billion as at 31 December 2022 and the Syndicated Loan drawn down without repaid by the Haikou Meilan amounting to RMB3.20 billion as at 31 December 2022 which the Group is jointly liable for repayment as a co-borrower. This matter, together with other matters set forth in Note 2(1) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Our audit opinion is not modified in respect of this matter."

For the financial year ended 31 December 2023, the Group's then auditor, PricewaterhouseCoopers Zhong Tian LLP, issued an opinion with material uncertainty related to going concern, an extract of which is as follows:

"***Material Uncertainty Related to Going Concern***

We draw your attention to Note 2(1) to the accompanying financial statements, which states that the Group's net loss for the year ended 31 December 2023 amounted to approximately RMB170 million and the Group's net current liabilities amounted to approximately RMB5.69 billion as at 31 December 2023. The arbitration case incurred during the year ended 31 December 2020 (as disclosed in Note 9 to the financial statements) has triggered the relevant default clauses of the Syndicated Loan, which resulted in the loan syndicate having the right to request, at any time, the Company, which is jointly liable for repayment as the co-borrower, to early repay the Syndicated Loan drawn down by Haikou Meilan International Airport Co., Ltd., the parent company of the Company, amounting to RMB3.10 billion and the Syndicated Loan drawn down without repaid by the Company. This matter, together with other matters set forth in Note 2(1) to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Our audit opinion is not modified in respect of this matter."

The matter giving rise to the above material uncertainty relating to going concern no longer existed for the financial year ended 31 December 2024. Accordingly, for the financial year ended 31 December 2024, the Group's then auditor, Pan-China Certified Public Accountants LLP, issued an unmodified opinion without material uncertainty related to going concern.

2. CONSOLIDATED FINANCIAL INFORMATION OF THE COMPANY

The Company is required to set out or refer to this Composite Document the consolidated statement of profit or loss and other comprehensive income, statement of financial position, consolidated statement of cash flows (if provided) and any other primary statements as shown in (i) the audited financial statements of the Company for the year ended 31 December 2022 (the "**2022 Financial Statements**"); (ii) the audited financial statements of the Company for the year ended 31 December 2023 (the "**2023 Financial Statements**"); (iii) the audited financial statements of the Company for the year ended 31 December 2024 (the "**2024 Financial Statements**"); (iv) the unaudited financial statements of the Company for the six months ended 30 June 2025 (the "**2025 Interim Financial Statements**"), together with the notes to the relevant published accounts which are of major relevance to the appreciation of the above financial information.

The 2022 Financial Statements are set out from page 193 to page 314 in the annual report of the Company for the year ended 31 December 2022, which was published on 24 April 2023. The annual report of the Company for the year ended 31 December 2022 is posted on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.mlairport.com/), and is accessible via the following hyperlink: https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0424/2023042400445.pdf.

The 2023 Financial Statements are set out from page 185 to page 304 in the annual report of the Company for the year ended 31 December 2023, which was published on 12 April 2024. The annual report of the Company for the year ended 31 December 2023 is posted on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.mlairport.com/), and is accessible via the following hyperlink: https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0412/2024041200619.pdf.

The 2024 Financial Statements are set out from page 205 to page 344 in the annual report of the Company for the year ended 31 December 2024, which was published on 14 April 2025. The annual report of the Company for the year ended 31 December 2024 is posted on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.mlairport.com/), and is accessible via the following hyperlink: https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0414/2025041400597.pdf.

The 2025 Interim Financial Statements are set out from page 48 to page 108 in the interim report of the Company for the six months ended 30 June 2025, which was published on 16 September 2025. The interim report of the Company for the six months ended 30 June 2025 is posted on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.mlairport.com/), and is accessible via the following hyperlink: https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0916/2025091600600.pdf.

The 2022 Financial Statements, the 2023 Financial Statements, the 2024 Financial Statements and the 2025 Interim Financial Statements (but not any other part of the annual reports of the Company for the year ended 31 December 2022, 2023 and 2024 and not any other part of the interim report of the Company for the six months ended 30 June 2025, respectively) are incorporated by reference into this Composite Document and form part of this Composite Document.

3. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 October 2025, being the latest practicable date for the purpose of this statement of indebtedness prior to printing of this Composite Document, the Group had indebtedness as follows:

	31 October 2025 *RMB'000*
Bank borrowings	
– Short-term borrowings – unguaranteed and unsecured (a)	465,000
– New syndicated loan – guaranteed and secured (b)	1,868,983
– Other long-term borrowings – unguaranteed and unsecured (c)	200,000
Other liabilities	
– Interest on bank loans payable	7,870
– Lease liabilities – unguaranteed and unsecured (d)	419,181
– Payable to BOCOM Financial Leasing Co., Ltd. ("**BOCOM Financial Leasing**") – unguaranteed and unsecured (e)	727,814
– Payables to related parties and third parties – unguaranteed and unsecured (f)	1,678,943
Total liabilities	**5,367,791**

(a) As at 31 October 2025, the Company had secured several working capital loan facilities totaling RMB1,448 million, of which the drawn loan amount was RMB465 million, with the average annual interest rate of 2.33%.

(b) As at 31 October 2025, the Company had withdrawn RMB1,910 million of the borrowings under the new syndicated loan arrangement and the cumulative principal amount of repayment was RMB41 million. The borrowings bear an annual interest rate of 2.95%.

In the meantime, the Seller had withdrawn outstanding principal of RMB2,857 million of the borrowings under the new syndicated loan arrangement, and the Company was jointly liable for the repayment of the outstanding principal borrowings withdrawn by the Seller.

(c) As at 31 October 2025, the Company secured a 3-year-term loan facility of RMB200 million, of which the drawn loan amount was RMB200 million, with the average annual interest rate of 2.50%.

(d) As at 31 October 2025, the balance of lease liabilities was approximately RMB419 million, of which RMB419 million will be due within one year.

(e) In June 2024, the Group entered into sale and leaseback agreements with BOCOM Financial Leasing. Pursuant to the agreements, BOCOM Financial Leasing will purchase the leased assets from the Company under the sale and leaseback agreements at a purchase price of RMB800 million in total, i.e. the principal of the finance lease, and lease out the leased assets to the Group for a period of approximately 120 months in return for the receipt of lease payments. The lease payments are payable every 6 months in 20 installments, with an effective annual interest rate of 3.58%. As at 31 October 2025, the balance of payable to BOCOM Financial Leasing was RMB728 million, of which the balance of payable to BOCOM Financial Leasing due within one year was RMB80 million.

(f) It represents mainly the amounts due to the Seller and third parties of HNA Equity Management Co., Ltd. and HNA Group Co., Ltd., which are interest-free, unsecured and presented as current liabilities.

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, as at the close of business on 31 October 2025, the Group did not have any other debt securities issued and outstanding, or authorised or otherwise created but unissued, bank overdrafts, loan or other similar indebtedness liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase commitments, mortgages or charges, contingent liabilities or guarantees.

4. MATERIAL CHANGES

As at the Latest Practicable Date, the Directors confirm that there had been no material change in the financial or trading position or outlook of the Company since 31 December 2024, being the date to which the latest published audited consolidated results of the Group were made up, up to and including the Latest Practicable Date.

5. PROPERTY INTEREST AND ADJUSTED NET ASSET VALUE

By taking into account the effect of fair value gain attributable to Shareholders arising from the valuation of the property interests of the Group as set out in Appendix III to this Composite Document, set out below is the calculation of the adjusted unaudited consolidated net asset value attributable to Shareholders:

	RMB
Unaudited consolidated net asset value attributable to owners of the Company as at 30 June 2025	4,008,727,779
Adjustment:	
Fair value gain attributable to owners of the Company arising from the valuation of the property interests of the Group as at 30 September 2025 based on the property valuation report set out in Appendix III to this Composite Document *(Note 1)*	105,387,247
Adjusted unaudited consolidated net asset value attributable to Shareholders	4,114,115,026
Adjusted unaudited consolidated net asset value attributable to Shareholders per Share	8.69 (equivalent to approximately HK$9.53 based on RMB to HK$ exchange rate of RMB0.91195 to HK$1 (being the median exchange rate as quoted by the People's Bank of China on 30 June 2025))

Notes:

1. The fair value gain attributable to Shareholders represents the increase in the market value of the property interests of the Group as at 30 September 2025 as compared to their corresponding net book value as at 30 June 2025.

2. The adjusted unaudited consolidated net asset value attributable to owners of the Company per Share is arrived at on the basis of 473,213,000 Shares in issue.

3. Figures in the above table are subject to rounding adjustments. Accordingly, figures shown may not be an arithmetic aggregation of the figures preceding them.

The following is the text of a letter and valuation report prepared for the purpose of incorporation in this Composite Document. received from Vigers Appraisal and Consulting Limited, an independent professional valuer, in connection with the valuation(s) of the property held by the Company as at 30th September 2025.

Vigers Appraisal and Consulting Limited
General Practice Sector

27/F Standard Chartered Tower,
Millennium City 1, 388 Kwun Tong Road,
Kowloon, Hong Kong

T: +852 6651-5330 E: GP@Vigers.com W: www.Vigers.com

The Board of Directors
Hainan Meilan International Airport Company Limited

Office of the Board, Office Building of Meilan International Airport,
Meilan District, Haikou City, Hainan Province,
The People's Republic of China

Dear Sir/Madam,

We refer to the recent instruction from "Hainan Meilan International Airport Company Limited" (referred to as the "**Company**") to us to value the property interest(s) of the property held by the Company. We confirm that we have inspected the property, made relevant enquiries and investigations as well as obtained such further information as we consider necessary for the purpose of providing with our opinion of value(s) of the property as at 30th September 2025 (the "**Date of Valuation**").

BASIS OF VALUE

Our valuation(s) is/are our opinion of market value(s) of the property which is defined as intended to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion". Our valuation(s) has/have been prepared in accordance with "HKIS Valuation Standards 2024" published by "The Hong Kong Institute of Surveyors" ("**HKIS**"), "RICS Valuation – Global Standards" published by the "Royal Institution of Chartered Surveyors" ("**RICS**"), relevant provisions in the Companies Ordinance, Chapter 5 and Practice Note 12 under the "the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" published by "The Stock Exchange of Hong Kong Limited" and Rule 11 of the "Code on Takeovers and Mergers" published by the "Securities & Futures Commission". Market value is the best price reasonably obtainable in the market by the seller and the most advantageous price reasonably obtainable in the market by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement(s), special consideration or concession granted by anyone associated with the sale, or any element of special value(s). The market value of a property is also estimated without regard to cost(s) of sale and purchase, and without offset for any associated tax(es).

APPROACH TO VALUE

In valuing the property interest(s), we have adopted a combination of the income approach and depreciated replacement cost approach ("**DRC**") in assessing the investment property(ies) and the non-investment property(ies). Hence, the sum of the two results represents the market value of the property as a whole.

1. In respect of the investment property(ies) (including the building and the land use rights it/they occupy), we have adopted income approach. The income approach is suitable for valuing income-generating properties, i.e., real estate that generates or has the potential to generate economic benefits. The property being valued has economic benefits or potential economic benefits; therefore, the income approach is appropriate for valuation. The income approach values investment properties by capitalizing rental income, using the capitalization rate to convert rental income into value. During the lease term, the rent stipulated in the lease agreement is used; outside the lease term, market rent is used. This valuation does not involve profit forecasts.

2. In respect of the non-investment property(ies) (including the buildings, structures and the land use rights shares) which is lack of sufficient comparable for comparison and for own use, we have adopted the DRC which "provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. When the subject property is an existing real estate, the cost approach can more accurately reflect the price composition of the real estate, and the various construction costs and construction-related taxes of the subject property are relatively easy to collect, so the cost approach is suitable for use. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence". Our valuation(s) of the property is/are assessed based on DRC which is "the current cost of replacing an asset with its modern equivalent asset less deductions for physical deterioration and all relevant forms of obsolescence and optimisation". Since the property comprises various building(s) and structure(s) of a complex or development(s), the reported market value(s) only apply(ies) to the whole of the complex or development as a unique interest; and no piecemeal transaction of the complex or development is assumed. The DRC assessed is subject to adequate potential profitability of the business (or to service potential of the entity from the use of assets as a whole) paying due regard to the total assets employed. In our valuation(s), no consideration has been taken into account of alternative use(s) or development option(s); nor have we considered any redevelopment potential of the property, unless otherwise stated in our valuation report(s).

TITLE INVESTIGATION

The property is located in the People's Republic of China (the "**PRC**"), and we have been given extracted copy(ies) of relevant title document(s) for the property(ies) but we have not checked the title(s) to the property nor scrutinized the original title document(s). We have relied on the advice given by the Company and her legal adviser on the laws of the PRC, Beijing King & Wood Mallesons (Haikou) Law Firm ("**PRC Legal Adviser**"), regarding title(s) to and ownership of the property. According to the "**Legal Memorandum Regarding the Property Rights of Haikou Meilan Airport Integrated Transportation Hub (GTC Phase I)**" issued by PRC Legal Adviser on 17th December 2025, the land where the property is located has been issued a real estate ownership certificate, and the building has undergone legal construction permit and building planning permit procedures. Subsequently, the completion acceptance and filing procedures were completed in accordance with the law, and the real estate ownership certificate was obtained, granting the property owner the relevant property rights. While we have exercised our professional judgement in arriving at our valuation(s), you are urged to consider our valuation assumptions with caution.

VALUATION CONSIDERATION

Having examined all relevant documents, we have relied to a considerable extent on the information given by the Company, particularly planning approval(s) or statutory notice(s), easement(s), land-use rights' term(s), site and floor areas, development costs incurred and to be incurred, occupancy status as well as in the identification of the property. We have had no reason to doubt the truth and accuracy of the information provided to us by the Company and the PRC Legal Adviser and we have been advised that no material fact has been omitted from the information provided. We have not carried out detailed on-site measurement to verify the correctness of the site and floor areas of the property but we have assumed that the site and floor areas shown on the document(s) handed to us are accurate and reliable. All dimension(s), measurement(s) and area(s) included in our valuation report(s) are based on the information contained in the document(s) provided to us and are therefore approximations. We had carried out on-site inspection to the property but we must stress that we have not carried out any structural survey nor have we inspected the woodwork or other part(s) of the structure(s) of the property which was/were covered, unexposed or inaccessible to us. We are therefore unable to report whether such part(s) of the property is/are free from any structural or non-structural defect(s).

VALUATION ASSUMPTION

Our valuation(s) has/have been made on the assumption, that the property could be sold in the prevailing market in existing state assuming sale with vacant possession and without the effect of any deferred term contract, leaseback, joint venture or any other similar arrangement which may serve to affect the value(s) of the property unless otherwise noted or specified. In addition, no account has been taken into of any option or right of pre-emption concerning or affecting the sale of the property.

In our valuation(s), as advised by the PRC Legal Adviser, the Company as the property owner, has the right to use and sale or disposal of the property, but is subject to the terms of the signed lease agreement, which requires it to ensure that the lessee's rights are not affected and that the lease agreement continues to be performed. Our valuation(s) for the property is/are carried out on the basis of a cash purchase, and no allowance has been made for interest(s) and/or funding cost(s) in relation to the sale or purchase of the property.

We had carried out on-site inspection to the property but no soil investigation has been carried out to determine the suitability of ground condition or building services for any property development(s) erected or to be erected on the property. Our valuation(s) has/have been carried out on the assumption that these aspects are satisfactory.

In conducting the valuation on the income approach, it is assumed that the industrial planning, transportation infrastructure, future interest rate environment, and operation-related policies of the region where the property is located will remain stable without any material adverse adjustments; it is also assumed that tenants have stable intentions to renew leases and will perform their obligations in accordance with the terms of the contracts. This valuation does not take into account the impact of extreme events (such as natural disasters, major public health incidents, and regional epidemics) on the operation of the property.

In conducting the valuation on the DRC, it is assumed that the market supply and cost structure will remain stable. The valuation refers to the average development costs of similar properties in the province and its surrounding areas; the relevant taxes and fees are calculated based on the current tax rates and tax bases, with no changes to preferential tax policies. The straight-line method is adopted for depreciation provision.

Our value assessment(s) of the property is/are the estimated value(s) without regard to cost(s) of sale or purchase or transaction and without offset for any associated tax(es) or potential tax(es). Any transaction cost(s) or encumbrances such as mortgage, debenture or other charges against the property has/have been disregarded. In our valuation(s), we have assumed that the property is free from encumbrances, restriction(s) and outgoing(s) of an onerous nature which may serve to affect the value(s) of the property.

REMARKS

As confirmed by the Company,

(1) the use(s) of the property do(es) not constitute any breach of environmental regulation(s); and

(2) there is no plan to change the use(s) of the property.

We hereby confirm that:

(1) we have no present or prospective interest in the property; and are not a related corporation of nor having a relationship with the Company or other party/parties who the Company is contracting with;

(2) we are authorised to practise as external valuer and have the necessary expertise and experience in valuing similar types of properties;

(3) our valuation(s) has/have been prepared on a fair and unbiased basis;

(4) the valuer's compensation is not contingent upon reporting of a predetermined value or direction in value that favours the cause of the vendor or purchaser, the amount(s) of the value estimate, the attainment of a stipulated result, or occurrence of subsequent event; and

(5) we are independent of the Company.

Unless otherwise stated, all monetary amounts stated herein are denoted in Renminbi ("**RMB**"), the lawful currency of the PRC.

We enclose herewith the Property Valuation Report.

Yours faithfully,
For and on behalf of
VIGERS APPRAISAL AND CONSULTING LIMITED

Sr. Gilbert K. M. YUEN
MRICS MHKIS R.P.S.(GP) CREA
RICS Registered Valuer
Executive Director

31 December 2025

Note: Sr. Gilbert K. M. YUEN is a Registered Professional Surveyor in General Practice Division with over 30 years' valuation experience on property in various regions, who has been vetted on the list of property valuers for undertaking valuations for incorporation or reference in listing particulars and circulars and valuations in connection with takeovers and mergers published by HKIS, and is suitably qualified for undertaking valuations relating to listing exercises.

PROPERTY VALUATION REPORT

Property held by the Company for Owner-occupation and Leased purpose

The Property	Description and Tenure	Occupancy Status	Market Value in Existing State as at the Date of Valuation
Complex Building at Station Front, Haikou Meilan Airport Integrated Transportation Hub, No. 3, Hang'an 1st Street, Meilan District, Haikou City, Hainan Province, the PRC	The property comprises a parcel of land with an area of 54,183.81 square meters and a station-front complex property completed in 2020, totalling 318,821.24 square meters. A structure is an underground passageway for the duty-free shop erected thereon. The land area of 54,183.81 square meters has been issued a state-owned land certificate. Of this, 22,845.00 square meters are investment properties, the Commercial Parking Building No. 2, while 31,338.81 square meters are non-investment properties, including the Hotel Building No. 1. The total gross floor area is 318,821.24 square meters, of which the above-ground gross floor area is 270,550.89 square meters and the underground gross floor area is 48,270.35 square meters. The property is held with the land use rights for a term expiring on 5th September 2049 for civil airport uses.	The property is partially occupied by the Company for hotel use. Commercial Building No. 2 Level 2 and Level 4, Level 3 (portion) and Level 5 (portion) is leased to "海南蔚監時代實業有限公司" for use as an aviation tourism city. Commercial Building No. 2 People's air raid defensive work, Level 1 non-commercial area, Level 6 and car parking building are leased to "海南瑞港物流有限公司" for commercial, office, and car parking uses.	RMB1,674,650,000 (RENMINBI ONE BILLION SIX HUNDRED SEVENTY FOUR MILLION SIX HUNDRED AND FIFTY THOUSAND ONLY) 100% interest attributable to the Company: RMB1,674,650,000 (RENMINBI ONE BILLION SIX HUNDRED SEVENTY FOUR MILLION SIX HUNDRED AND FIFTY THOUSAND ONLY)

Notes:

1. Pursuant to the "Real Estate Ownership Certificate" and detailed property list provided by the Company, 54,183.81 square meters of land has been obtained "Real Estate Ownership Certificates"; Qiong (2020) Haikou Shi Bu Dong Chan Quan Di No. 0018824. The land has been granted to the Company for airport use, with the land use rights expiring on 5th September 2049.

2. According to the information provided by the Company, the property has obtained the "Construction Work Planning Permit", "Construction Project Construction Permit" and "Haikou City Construction Project Completion Acceptance Filing Form". The construction unit is the Company.

Issuance Time	Issuing Authority	Document Name	No. of Document
24th December 2015	Haikou Municipal Bureau of Natural Resources and Planning	Construction Work Planning Permit	Jianzi Di No. 460100201500197
27th June 2016	Haikou Municipal Housing and Urban-Rural Development Bureau	Construction Project Construction Permit	No. 460100201606270101
31st December 2019	Haikou Municipal Housing and Urban-Rural Development Bureau	Haikou City Construction Project Completion Acceptance Filing Form	

3. Pursuant to the "Haikou City Building Area Survey Report" provided by the Company and the "Real Estate Ownership Certificate" issued on 16th December 2025, the total gross floor area of the property is 318,821.24 square meters, of which the above-ground gross floor area with a registered real estate ownership certificate is 270,550.89 square meters, and the underground gross floor area without a registered ownership certificate is 48,270.35 square meters. The owner of the property is the Company. A summary is as follows:

Real Estate Ownership Certificate Number	Property	Current Usage	Gross Floor Area (square metres)
Qiong (2025) Haikou City Real Estate Certificate No. 0237206	Complex Building at Station Front – Commercial Building No. 2, Car Parking Building	Commercial, Car Parking	192,171.96
Qiong (2025) Haikou City Real Estate Certificate No. 0237205	Complex Building at Station Front – Hotel Building No. 1	Hotel	78,378.93
Not obtained Real Estate Ownership Certificate	Complex Building at Station Front – Commercial Building No. 2, Parking Garage Basement	Commercial, Car Parking	27,975.04
Not obtained Real Estate Ownership Certificate	Complex Building at Station Front-Basement of Hotel Building No. 1	Car Parking, Hotel Ancillary Rooms	20,295.31
	Total		318,821.24

4. Complex Building at Station Front -Commercial Building No. 2 Level 2 and Level 4, Level 3 (portion) and Level 5 (portion) is leased to "海南蔚監時代實業有限公司" for use as an aviation tourism city. The lease term commencing from 12th December 2023 to an indefinite period, and the usable area is 16,039 square meters.

Commercial Building No. 2 People's air raid defensive work, Level 1 non-commercial area, Level 6 and car parking building are leased to "海南瑞港物流有限公司" for commercial, office, and car parking uses. The lease term commencing from 1st April 2025 to 31st March 2027.

5. The commercial building – In our valuation, we selected several comparable cases that were recently completed, had the same usage, were geographically similar, for example selection criteria, transaction date is within 3 months (i.e. from 1 July 2025 to 30 September 2025), located adjacent to the airport, and within 30 kilometers. We have compared the asset with identical or comparable (that is similar) assets with similar character, use and so on for which yield information is available. The capitalization rate of comparable assets is in the range of about 3.5% to 4.5%. Our valuation adopted 4% as capitalization rate which falls within these ranges. The selection criteria for comparable cases we chose were mainly based on similarity in location, usage, grade, scale, and building structure to the property being valued. See the table below for details:

Location of Comparable Properties	Gross Floor Area (square metres)	Asking Price (RMB)	Monthly Rent (RMB/square meter)	Capitalization Rate (%)
Ground Floor Shop of Champs-Elysees Garden	1,366	15,000,000	50,000	3.5
Ground Floor Shop of HNA Grand Court	135	5,000,000	18,000	3.8
Ground Floor Shop of Haidian Island	198	5,200,000	20,000	4.1
Ground Floor Shop of Yongxiu Garden	50	1,500,000	5,500	3.9
Shop of Meishe Community Zhenxing Road	200	5,000,000	20,000	4.2
Ground Floor Shop of Huandao Building	263	3,500,000	15,000	4.5
Ground Floor Shop of Huajin Mingdu	112	2,650,000	10,000	4.0

The car parking building – In our valuation, we selected several comparable cases that were recently completed, had the same usage, were geographically similar, for example selection criteria, transaction date is within 3 months (i.e. from 1 July 2025 to 30 September 2025), located adjacent to the airport, and within 25 kilometers. We have compared the asset with identical or comparable (that is similar) assets with similar character, use and so on for which yield information is available. The capitalization rate of comparable assets is in the range of about 1.9% to 3.5%. Our valuation adopted 3% as capitalization rate which falls within these ranges. The selection criteria for comparable cases we chose were primarily based on similarity in location, usage, grade, scale, and building structure to the property being valued. See the table below for details:

Location of Comparable Properties	Asking Price (RMB)	Monthly Rent (RMB/square meter)	Capitalization Rate (%)
HNA Grand Court North Garden Parking Space	170,000	500	3.1
Hefeng Riverside Parking Space	150,000	500	3.5
Country Garden Hainan Heart Parking Space	150,000	450	3.2
Yanhao International Commercial Complex Parking Space	200,000	450	2.4
Changxiu Plaza, Haikou Parking Space	180,000	400	2.3
Haikou Bay Yufu Parking Space	220,000	400	1.9

6. If the sale of property incurs potential tax liabilities, such as value-added tax, urban maintenance and construction tax, education surcharge, local education surcharge, stamp duty, and land value-added tax, the total amount is approximately RMB188,200,902.11. Specific figures are subject to the local tax authorities. As confirmed by the Company, the property is held for owner-occupation and leased. Therefore, the likelihood of such tax liability being crystallised to the Company is slim and is excluded from our valuation.

Taxes on the sale of property	**Estimated Amount (RMB)**	**Explanation**
Value-added tax	138,273,853.21	The general tax calculation method is 9%
Urban maintenance and construction tax	9,679,169.72	7% of Value-added tax
Education surcharge	4,148,215.60	3% of Value-added tax
Local education surcharge	2,765,477.06	2% of Value-added tax
Stamp duty	837,325.00	At 0.05%
Land value-added tax	32,496,861.52	Land value-added tax adopts a four-level progressive tax rate
Corporate income tax	–	Assume no corporate income tax is payable on losses from the sale of property
Total	**188,200,902.11**	

The core of this equity transaction is the transfer of company shares between shareholders, and it does not involve the direct transfer of ownership of the company's property assets. According to tax regulations, the equity transfer itself does not generate value-added tax, land value-added tax, or other taxes related to the transfer of property assets.

7. An internal inspection to the property and surrounding environment, but not in any form of a building survey, was carried out by Ms. Kathy XU *CREA* on 17th September 2025.

VALUATION BREAKDOWN

Item		Property	Site Area (square metres)	Gross Floor Area (square metres)	Market Value in Existing State as at the Date of Valuation (RMB)	Remarks
Investment Properties	Land	Land occupied by Commercial Space and Car Parking Building No. 2	22,845.00		1,029,990,000	The land has been consolidated for valuation consideration
	Building	Complex Building at Station Front – Commercial Building No. 2, Car Parking Building		220,147.00		
Sub-total			22,845.00	220,147.00	1,029,990,000	
Non-Investment Properties	Land	Land occupied by Hotel Building No. 1	31,338.81		20,630,000	
	Building	Complex Building at Station Front – Hotel Building No. 1		98,674.24	621,860,000	
		Complex Building at Station Front – Three-story Aviation Hall			0	Combined into investment properties for valuation consideration
		Complex Building at Station Front – Building Cultural Center (Function Renovation)			0	
	Structure	Complex Building at Station Front (Underground passageway for the duty-free shop)			2,170,000	
Sub-total			31,338.81	98,674.24	644,660,000	
Total			54,183.81	318,821.24	**1,674,650,000**	

1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than in relation to the Offerors, Hainan Airport Development, HNA, Tianyu and HNA Technic) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the directors of the Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document the omission of which would make any statements in this Composite Document misleading.

The information contained in this Composite Document relating to the H Share Offeror and Domestic Share Offeror has been supplied by the H Share Offeror and Domestic Share Offeror respectively. As at the date of this Composite Document, the directors of the Domestic Share Offeror are Mr. YANG Xiaobin, Mr. FU Kui, Ms. FU Qili, Ms. SUI Tongtong, Mr. LIAO Hongyu, Mr. YA Zhihui, Dr. LIN Guangming, Dr. OUYANG Ling and Dr. TANG Yuejun. As at the date of this Composite Document, the sole director of the H Share Offeror is Mr. ZHOU Peng. The directors of the Offerors accepts full responsibility for the accuracy of information contained in this Composite Document (other than any information relating to the Group and the Seller) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document the omission of which would make any statements in this Composite Document misleading.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the registered share capital of the Company was RMB473,213,000 and there are 473,213,000 Shares in issue (comprising (i) 246,300,000 Domestic Shares and (ii) 226,913,000 H Shares).

All the issued Shares rank *pari passu* in all respects including the rights to dividends (except that payment of dividend will be made in RMB to the Domestic Shareholders and in HK$ to H Shareholders), voting rights and return of capital.

No Shares had been issued since 31 December 2024 (being the date on which the latest audited consolidated financial statements of the Company were prepared) and up to and including the Latest Practicable Date.

The Company did not have any outstanding options, derivatives, warrants or relevant securities which were convertible or exchangeable into Shares or right affecting the Shares as at the Latest Practicable Date.

3. MARKET PRICES

The table below sets out the closing price of the H Shares on the Stock Exchange on (1) the last trading day of each of the calendar months during the Relevant Period, (2) the Last Trading Day, and (3) the Latest Practicable Date:

Date	Closing price of each H Share *(HK$)*
31 October 2024	9.32
29 November 2024	8.63
31 December 2024	9.20
31 January 2025	7.90
28 February 2025	8.21
31 March 2025	9.08
30 April 2025 (the Last Trading Day)	9.60
30 May 2025	10.44
30 June 2025	10.70
31 July 2025	10.80
29 August 2025	10.41
30 September 2025	10.55
31 October 2025	10.50
28 November 2025	10.34
29 December 2025 (the Latest Practicable Date)	10.75

During the Relevant Period, the highest closing price of the H Shares as quoted on the Stock Exchange was HK$11.82 on 22 July 2025 and the lowest closing price of the H Shares as quoted on the Stock Exchange was HK$7.55 on 25 November 2024.

4. DISCLOSURE OF INTERESTS

The Offerors

(a) for the purpose of paragraph 4 in this Appendix IV to this Composite Document, "interested" has the same meaning as ascribed to that term in Part XV of the SFO. Save as disclosed in the table at the end of this section, as at the Latest Practicable Date, the Offerors did not hold any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;

(b) as at the Latest Practicable Date, the directors of the Offerors were not interested in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;

(c) save as disclosed in the table at the end of this section, as at the Latest Practicable Date, none of the Offerors Concert Parties owned or controlled any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;

(d) as at the Latest Practicable Date, no person had any arrangement of the kind referred to in the third paragraph of Note 8 to Rule 22 of the Takeovers Code with the Offerors or any of the Offerors Concert Parties;

(e) as at the Latest Practicable Date, none of the Offerors or the Offerors Concert Parties had borrowed or lent any Shares or any convertible securities, warrants, options or derivatives or any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of any Shares, save for any borrowed Shares which have been either on-lent or sold; and

(f) as at the Latest Practicable Date, save for the SPA, none of the Offerors, its directors or the Offerors Concert Parties had dealt for value in the Shares, outstanding options, derivatives, warrants or other securities convertible into Shares during the Relevant Period.

The Company

(a) Interests of the Directors, supervisors and chief executive of the Company in the securities of the Company and the securities of the associated corporations of the Company

As at the Latest Practicable Date, none of the Directors, supervisors or chief executive of the Company had any interest or short positions in the Shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix C3 to the Listing Rules; or would be required to be recorded in the register to be kept by the Company pursuant to section 352 of the SFO; or would be required to be disclosed under the Takeovers Code.

(b) Interests of substantial shareholders in the securities of the Company

As at the Latest Practicable Date, so far as was known to the Directors, supervisors or chief executive of the Company, the following persons (other than a Director, supervisor or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or would be required to be recorded in the register to be kept by the Company under section 336 of the SFO.

Domestic Shares

Name of Shareholders	Capacity	Number of Domestic Shares	Percentage to Domestic Shares issued	Percentage to total issued share capital
Hainan Airport Infrastructure Co., Ltd.* (海南機場設施股份有限公司) *(Note 1)*	Beneficial owner	237,500,000(L)	96.43%	50.19%
Hainan Development Holdings Co., Ltd.* (海南省發展控股有限公司) *(Note 1)*	Interest of controlled corporations	237,500,000(L)	96.43%	50.19%

H Shares

Name of Shareholders	Capacity	Number of H Shares	Percentage to H Shares issued	Percentage to total issued share capital
M&G Plc *(Note 2)*	Interest of controlled corporations	34,046,000(L)	15.00%	7.19%
M&G Investment Funds (1) *(Note 3)*	Beneficial owner	11,455,000(L)	5.05%	2.42%
HSBC Holdings plc *(Note 4)*	Interest of controlled corporations	9,078,000(L) 9,078,000(S)	4.00% 4.00%	1.92% 1.92%
	Custodian (other than an exempt custodian interest)	3,703,000(L)	1.63%	0.78%

Notes:

1. Hainan Airport Infrastructure Co., Ltd.*(海南機場設施股份有限公司) is established in the PRC and is the controlling shareholder of the Company. Hainan Development Holdings Co., Ltd.* (海南省發展控股有限公司) held 100% interest in Hainan Airport Group Co., Ltd.* (海南機場集團有限公司), and Hainan Airport Group Co., Ltd. held 24.87% interest in Hainan Airport Infrastructure Co., Ltd. (which was also controlled by Hainan Development Holdings Co., Ltd.). Therefore, Hainan Development Holdings Co., Ltd. was deemed to be interested in the 237,500,000 Domestic Shares in long position.

2. According to the disclosure of interest filed on the website of the Stock Exchange, M&G Plc held 100% interest in M&G Group Regulated Entity Holding Company Limited, which held 100% interest in M&G Group Limited. M&G Plc also 100% interest in The Prudential Assurance Company. M&G Group Limited held 100% interest in M&G FA Limited, which held 100% interest in M&G Luxembourg S.A., M&G Investment Management Limited, M&G Securities Limited and M&G Investments (Singapore) Pte. Ltd. Accordingly, M&G Plc was deemed to be interested in the 4,880,000, 34,046,000, 29,166,000 and 34,046,000 H Shares in long position held by M&G Luxembourg S.A., M&G Investment Management Limited, M&G Securities Limited and M&G Investments (Singapore) Pte. Ltd respectively.

3. According to the disclosure of interest filed on the website of the Stock Exchange, M&G Investment Funds (1) was a managed fund of M&G Investment Management Limited.

4. According to the disclosure of interests filed on the website of the Stock Exchange, HSBC Holdings plc held 100% interest in HSBC Bank plc. Therefore, HSBC Holdings plc was deemed to be interested in 12,781,000 H Shares in long position and 9,078,000 H Shares in short position held by HSBC Bank plc.

5. (L) and (S) represent long position and short position respectively.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, supervisors or chief executives of the Company, no other person (not being a Director, supervisor or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or would be required to be recorded in the register to be kept by the Company under section 336 of the SFO.

5. DEALING AND INTERESTS IN THE COMPANY'S SECURITIES AND OTHER ARRANGEMENTS

The Directors confirm that, during the Relevant Period and up to (and including) the Latest Practicable Date:

(i) save that the Company and its subsidiaries in aggregate held 2,948,813 shares in the Domestic Share Offeror as at the Latest Practicable Date (representing approximately 0.03% of the issued shares of the Domestic Share Offeror as at the Latest Practicable Date), the Company had not dealt for value and did not hold any interest in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offerors;

(ii) none of the Directors had dealt for value in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offerors and the Company; and

(iii) none of the Directors had any interests in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offerors and the Company.

During the Offer Period and up to the Latest Practicable Date:

(i) none of the subsidiaries of the Company, pension funds of the Company or any adviser to the Company or person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of acting in concert or who is an associate of the Company by virtue of class (2) of the definition of associate under the Takeovers Code but excluding exempt principal traders and exempt fund managers (as defined under the Takeovers Code) had owned or controlled or dealt for value in any of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;

(ii) no person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of acting in concert or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of associate; and

(iii) no relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Company were managed on a discretionary basis by fund managers (other than exempt fund managers) connected with the Company.

As at the Latest Practicable Date:

(i) no Directors had a beneficial holding in the Shares;

(ii) no benefit (other than statutory compensation) would be given to any Director as compensation for loss of office or otherwise in connection with the Offers;

(iii) there was no agreement or arrangement between any Director and any other person which was conditional on or dependent upon the outcome of the Offers or otherwise connected with the Offers;

(iv) there was no agreement, arrangement or understanding (including any compensation arrangement) between the Offerors or any of the Offerors Concert Parties, on the one hand, and any Directors, recent directors of the Offerors, Shareholders or recent Shareholders of the Offerors, on the other hand, having any connection with or dependence upon the Offers;

(v) save for (1) the arrangements relating to the acquisition of the Sale Shares by the Domestic Share Offeror from the Seller, the material terms of which have been disclosed in the section headed "(1) The SPA" of Part A of the Joint Announcement and (2) the agreements listed in the section headed "Other arrangements" of Part B of the Joint Announcement, there was no understanding, arrangement, agreement or special deal between the Offerors or any the Offerors Concert Parties on the one hand, and the Seller and any party acting in concert with it on the other hand;

(vi) save for the Special Deals and certain other arrangements in relation to the provision of consumer goods and services entered into in the parties' ordinary course of business which involved (1) a continuation or an extension of a previous arrangement and (2) no material change to the terms when compared with the previous arrangement or the terms were determined pursuant to pre-determined formulas without the influence of either party, there was no understanding, arrangement or agreement or special deal between any Shareholder on the one hand, and the Offerors and any of the Offerors Concert Parties on the other hand;

(vii) there was no material contract entered into by the Offerors in which any Director had a material personal interest;

(viii) save for the Special Deals and certain other arrangements in relation to the provision of consumer goods and services entered into in the parties' ordinary course of business which involved (1) a continuation or an extension of a previous arrangement and (2) no material change to the terms when compared with the previous arrangement or the terms were determined pursuant to pre-determined formulas without the influence of either party, there was no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholder and (2) the Company, its subsidiaries or associated companies;

(ix) neither the Company nor any of the Directors had borrowed or lent any of the relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Company; and

(x) there was no agreement, arrangement or understanding that the Offer Shares acquired in pursuance to the Offers would be transferred, charged or pledged to any other persons.

6. SERVICE CONTRACTS OF DIRECTORS

As at the Latest Practicable Date, save as disclosed below, none of the Directors had any existing service contract with the Company or any of its subsidiaries or associated companies which (i) (including both continuous and fixed-term contracts) had been entered into or amended within six months before the date of commencement of the Offer Period; (ii) was a continuous contract with a notice period of 12 months or more; or (iii) was a fixed term contract with more than 12 months to run irrespective of the notice period:

(a) a service contract dated 27 December 2024 and entered into between the Company and Mr. Wang Hong, pursuant to which Mr. Wang Hong was appointed as an executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Wang Hong does not receive remuneration for his directorship from the Company (which is the same as the previous service contract);

(b) a service contract dated 27 December 2024 and entered into between the Company and Mr. Ren Kai, pursuant to which Mr. Ren Kai was appointed as an executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Ren Kai does not receive remuneration for his directorship from the Company (which is the same as the previous service contract);

(c) a service contract dated 27 December 2024 and entered into between the Company and Mr. Xing Zhoujin, pursuant to which Mr. Xing Zhoujin was appointed as an executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Xing Zhoujin does not receive remuneration for his directorship from the Company (which is the same as the previous service contract);

(d) a service contract dated 27 December 2024 and entered into between the Company and Mr. Wu Jian, pursuant to which Mr. Wu Jian was appointed as a non-executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Wu Jian does not receive remuneration for his directorship from the Company (which is the same as the previous service contract);

(e) a service contract dated 27 December 2024 and entered into between the Company and Mr. Li Zhiguo, pursuant to which Mr. Li Zhiguo was appointed as a non-executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Li Zhiguo does not receive remuneration for his directorship from the Company (which is the same as the previous service contract);

(f) a service contract dated 27 December 2024 and entered into between the Company and Mr. Wen Zhe, pursuant to which Mr. Wen Zhe was appointed as a non-executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Wen Zhe does not receive remuneration for his directorship from the Company (which is the same as the previous service contract);

(g) a service contract dated 27 December 2024 and entered into between the Company and Mr. Fung Ching, Simon, pursuant to which Mr. Fung Ching, Simon was appointed as an independent non-executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Fung Ching, Simon is entitled to receive remuneration from the Company of RMB100,000 per year for his directorship and no variable remuneration (which is the same as the previous service contract);

(h) a service contract dated 27 December 2024 and entered into between the Company and Mr. Ye Zheng, pursuant to which Mr. Ye Zheng was appointed as an independent non-executive Director for a term of three years from 27 December 2024. Under this service contract, Mr. Ye Zheng is entitled to receive remuneration from the Company of RMB100,000 per year for his directorship and no variable remuneration (which is the same as the previous service contract); and

(i) a service contract dated 27 December 2024 and entered into between the Company and Ms. Liu Hongbin, pursuant to which Ms. Liu Hongbin was appointed as an independent non-executive Director for a term of three years from 27 December 2024. Under this service contract, Ms. Liu Hongbin is entitled to receive remuneration from the Company of RMB100,000 per year for her directorship and no variable remuneration.

7. MATERIAL LITIGATION

As at the Latest Practicable Date, neither the Company nor any subsidiary in the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against either the Company or any other company in the Group.

8. MATERIAL CONTRACTS

Save as disclosed below, no contracts which are or may be material (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by any member of the Group) have been entered into by the members of the Group after the date two (2) years before the commencement of the Offer Period and up to and including the Latest Practicable Date:

(a) the agreements in relation to the New Loan, pursuant to which the lenders agreed to grant a loan to the Company and the Seller on a joint and several liability basis in the principal amount of RMB6.36327 billion, further details of which are disclosed in the announcement dated 31 December 2024 and the circular dated 28 January 2025 of the Company;

(b) the New Loan Allocation Agreement dated 31 December 2024 between the Company and the Seller, pursuant to which each of the Company and the Seller agreed to be allocated RMB3.181635 billion (representing 50% of the loan) and shall be responsible for repaying the principal amount and accrued interests of their respective part of the loan in accordance with the terms of the New Loan Allocation Agreement, further details of which are disclosed in the announcement dated 31 December 2024 and the circular dated 28 January 2025 of the Company;

(c) the sale and leaseback agreements dated 12 June 2024 entered into between the Company and Bank of Communications Financial Leasing Co., Ltd. (交銀金融租賃有限責任公司) ("**BOCOM Financial Leasing**"), pursuant to which BOCOM Financial Leasing shall purchase the lease assets under each of sale and leaseback agreements from the Company at the purchase price of RMB500 million and RMB300 million respectively, and lease the lease assets to the Company for a term of approximately 120 months in return for the lease payment, further details of which are disclosed in the announcement dated 12 June 2024 of the Company; and

(d) the 2023 Supplemental Parent Company Domestic Shares Subscription Agreement dated 17 September 2023 between the Company and the Seller for the amendments of certain terms and conditions of the 2020 Parent Company Domestic Shares Subscription Agreement and the 2021 Supplemental Parent Company Domestic Shares Subscription Agreement, further details of which are disclosed in the announcement dated 17 September 2023 and the circular dated 16 November 2023 of the Company.

9. EXPERTS' QUALIFICATIONS AND CONSENTS

The following are the names and qualifications of the experts who have given its letter/opinion which is contained in this Composite Document:

Name	Qualification
CICC	a corporation licensed under the SFO, licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
Octal Capital Limited	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Vigers Appraisal and Consulting Limited	an independent property valuer

Each of CICC, Octal Capital Limited and Vigers Appraisal and Consulting Limited has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of the text of its letter, report, recommendation, opinion, and/or references to its name in the form and context in which it appears.

10. MISCELLANEOUS

(a) The registered address of the Domestic Share Offeror is 19th Floor, Block C, Internet Finance Building, No. 3 Guoxing Avenue, Meilan District, Haikou City, Hainan Province, the PRC.

(b) The registered address of the H Share Offeror is Room 1123, 11th Floor, Star House, No. 3 Salisbury Road, Tsim Sha Tsui, Hong Kong.

(c) The directors of the Domestic Share Offeror are Mr. YANG Xiaobin, Mr. FU Kui, Ms. FU Qili, Ms. SUI Tongtong, Mr. LIAO Hongyu, Mr. YA Zhihui, Dr. LIN Guangming, Dr. OUYANG Ling and Dr. TANG Yuejun.

(d) The sole director of the H Share Offeror is Mr. ZHOU Peng.

(e) The principal members of the Offerors' concert group include (i) Seller; (ii) HNA; (iii) Haikou City Xinlineng. Details (including directors) of the principal members of the Offerors' concert group are as follows:

Name of principal member	**Directors**	**Registered Office/ Correspondence Address**
Seller	Mr. WANG Hong, Mr. MAI Qun, Mr. LI Zhiguo, Ms. MA Jun, Mr. WU Zhongbiao, Mr. YANG Xiaobin and Ms. ZHANG Tingting	Meilan International Airport, Meilan District, Haikou City, Hainan Province, the PRC
HNA	Mr. ZHU Tao, Mr. WU Feng, Mr. YU Chaojie, Mr. DING Yongzheng, Mr. LI Dudu, Mr. ZHANG Xiaohui, Mr. DAI Xinmin, Mr. WU Chengchang, Mr. WANG Tong	Comprehensive Office Building, Building 21, Hainan Airlines Haikou Meilan Base, No. 9 Meilan Airport Road, Meilan District, Haikou City, Hainan Province, the PRC
Haikou City Xinlineng	Mr. LIANG Lang	Unit 2907-3, 29th Floor, R&F Center, No. 21 Guoxing Avenue, Meilan District, Haikou City, Hainan Province, the PRC

(f) CICC is the financial adviser to the Offerors and its address is 29/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

(g) The principal place of business and the registered address of the Company is at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.

(h) The Board comprises Mr. Wang Hong, Mr. Ren Kai and Mr. Xing Zhoujin as executive Directors; Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wen Zhe as non-executive Directors; and Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin as independent non-executive Directors.

(i) As at the Latest Practicable Date, the joint company secretaries of the Company are Mr. Xing Zhoujin and Mr. Chen Yingjie.

(j) The H Share Registrar and Transfer Office of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(k) The registered office of the Independent Financial Adviser is at Unit 801-805, 8/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong.

(l) The address of the independent property valuer, Vigers Appraisal and Consulting Limited, is 27/F Standard Chartered Tower, Millennium City 1, 388 Kwun Tong Road, Kowloon, Hong Kong.

(m) The English texts of this Composite Document and the Forms of Acceptance shall prevail over the Chinese translations in the case of inconsistency.

11. DOCUMENTS ON DISPLAY

A copy of the following documents will be available for inspection (i) on the website of the SFC (https://www.sfc.hk); and (ii) on the website of the Company (http://www.mlairport.com/) during the period from the date of this Composite Document up to and including the Closing Date:

(a) the articles of association of the Company;

(b) the articles of association of the Domestic Share Offeror;

(c) the articles of association of the H Share Offeror;

(d) the annual reports of the Company for the three years ended 31 December 2022, 31 December 2023 and 31 December 2024 and the interim report of the Company for the six months ended 30 June 2025;

(e) the annual reports of the Domestic Share Offeror for the two years ended 31 December 2023 and 31 December 2024;

(f) the letter from CICC as set out on pages 10 to 18 of this Composite Document;

(g) the letter from the Board, the text of which is set out on pages 19 to 26 of this Composite Document;

(h) the letter from the Independent Board Committee, the text of which is set out on pages 27 to 28 of this Composite Document;

(i) the letter from the Independent Financial Adviser, the text of which is set out on pages 29 to 53 of this Composite Document;

(j) the Property Valuation Report of the Group prepared by Vigers Appraisal and Consulting Limited, the text of which is set out in Appendix III to this Composite Document;

(k) the service contracts referred to in the paragraph headed "6. Service Contracts of Directors" in this Appendix;

(l) the written consents referred to in the paragraph headed "9. Experts' Qualifications and Consents" in this Appendix;

(m) the material contracts referred to in the paragraph headed "8. Material Contracts" in this Appendix; and

(n) this Composite Document and the accompanying Forms of Acceptance.