
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hainan Meilan International Airport Company Limited**, you should at once hand this supplemental circular together with the enclosed revised form of proxy to the purchaser or other transferees or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

海南美蘭國際空港股份有限公司
Hainan Meilan International Airport Company Limited*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 357)

**SUPPLEMENTARY CIRCULAR TO THE CIRCULAR
TO THE SHAREHOLDERS DATED 27 NOVEMBER 2025**

**MAJOR AND CONNECTED TRANSACTIONS
IN RELATION TO THE RENEWED LEASE AGREEMENT
AND
SUPPLEMENTAL NOTICE OF THE EGM**

**Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders**



This supplemental circular should be read in conjunction with the circular of the Company dated 27 November 2025 in relation to, among other things, the EGM (the “**First Circular**”). A notice convening the EGM was set out in the First Circular. The supplemental notice given by the Company on 12 December 2025 for convening the EGM to be held at 10:00 a.m. on Wednesday, 31 December 2025 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC is set out on pages EGM-1 to EGM-3 of this supplemental circular.

A letter from the Board is set out on pages 7 to 21 of this supplemental circular. A letter from the Independent Board Committee is set out on page 22 of this supplemental circular. A letter from Octal Capital, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 23 to 40 of this supplemental circular.

An additional resolution will be proposed at the EGM. Details of such resolution are set out in this supplemental circular. The revised form of proxy for the use at the EGM which contains the additional resolution to be proposed at the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying revised form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meetings. Completion and return of the forms of proxy (including the revised form of proxy) shall not preclude you from attending and voting at the meetings or any adjourned meetings should you so desire.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board.	7
Letter from the Independent Board Committee	22
Letter from the Independent Financial Adviser	23
Appendix I – Financial Information of the Group	I-1
Appendix II – Valuation Report	II-1
Appendix III – General Information.	III-1
Supplemental Notice of the Extraordinary General Meeting.	EGM-1

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	refers to any day except Saturdays, Sundays and PRC statutory holidays, excluding Mondays to Fridays announced by the PRC government as temporary rest days, but including Saturdays and Sundays announced by the PRC government as temporary working days
“CAS”	China Accounting Standards for Business Enterprises
“Commencement Date”	the commencement date of the Renewed Lease Agreement, i.e. 1 January 2026
“Company”	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 PRC with limited liability
“Condition(s)”	the condition(s) precedent to the Renewed Lease Agreement, details of which are set out in the section headed “The Renewed Lease Agreement – Material Terms of the Renewed Lease Agreement – Conditions precedent” in this supplemental circular
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic ordinary share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company, which is/are subscribed for in RMB
“Domestic Shares Subscription Assets”	the target assets (including land use rights, buildings, structures and relevant equipment, the scope of which may be subject to further negotiations between the Company and Haikou Meilan, if necessary) of Meilan Airport Phase I, which are the consideration from the Haikou Meilan for the Subscription Shares under the Haikou Meilan Domestic Shares Subscription Agreements
“Domestic Shareholder(s)”	holders of Domestic Shares

DEFINITIONS

“equipment”	facilities and equipment for the daily operation of Meilan Airport
“Existing Lease Agreement”	the Existing Lease Agreement dated on 9 November 2022 and entered into between the Company (as lessee) and the Haikou Meilan (as lessor) in relation to the leasing of the Leased Assets
“EGM”	the extraordinary general meeting to be convened by the Company on Wednesday, 31 December 2025 for the purposes of considering and, if thought fit, approving the Renewed Lease Agreement and the transactions contemplated thereunder, including any adjournment in respect thereof
“Group”	the Company and its subsidiaries
“Haikou Meilan”	海口美蘭國際機場有限責任公司 (Haikou Meilan International Airport Co., Ltd.*), a limited liability company established in the PRC and the controlling Shareholder of the Company
“Haikou Meilan Domestic Shares Subscription Agreements”	the subscription agreement dated 24 July 2020 entered into between the Company and Haikou Meilan in respect of the Haikou Meilan Subscription, together with two supplemental agreements dated 21 August 2021 and 17 September 2023, details of which are set out in the Company’s announcement dated 17 September 2023 and circular dated 16 November 2023
“H Share(s)”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors to advise the Independent Shareholders on the Renewed Lease Agreement and the transactions contemplated thereunder

DEFINITIONS

“Independent Financial Adviser” or “Octal Capital”	Octal Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Renewed Lease Agreement and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders who do not have any material interests in the Lease Agreement and the transactions contemplated thereunder and are not required to abstain from voting at the EGM pursuant to the Listing Rules
“Investment and Construction Agreement”	the investment and construction agreement dated 21 August 2015 (as supplemented by the Supplemental Investment and Construction Agreement) entered into between the Company and the Haikou Meilan in relation to the construction of the Phase II Expansion Project, details of which were set out in the announcement of the Company dated 21 August 2015 and the circular of the Company dated 7 October 2015
“Latest Practicable Date”	10 December 2025, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information referred to in this supplemental circular
“Leased Asset(s)”	the assets to be leased by the Haikou Meilan to the Company under the Lease Agreement, details of which are set out in the section headed “The Renewed Lease Agreement – Material Terms of the Renewed Lease Agreement – Leased Assets” in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as 海口美蘭國際機場 (Haikou Meilan International Airport*) located in Haikou City, Hainan Province, the PRC, comprising Meilan Airport Phase I and Meilan Airport Phase II
“Meilan Airport Phase I”	Meilan Airport (excluding Meilan Airport Phase II)

DEFINITIONS

“Meilan Airport Phase II”	the Phase II Expansion Project as approved pursuant to the approval of the feasibility study report in relation to the construction of the Phase II Expansion Project (《關於海口美蘭國際機場二期擴建工程可行性研究報告的批復》) (NDRC Infrastructure [2015] No. 1215) dated 2 June 2015 issued by the NDRC. For the purpose of this supplemental circular, the airport project under the Phase II Expansion Project that was jointly invested and constructed by the Parties pursuant to the Investment and Construction Agreement
“NDRC”	National Development and Reform Commission of the People’s Republic of China (中華人民共和國國家發展和改革委員會)
“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 Haikou Meilan (both as borrowers), as disclosed in the announcement dated 31 December 2024 and the circular dated 28 January 2025 of the Company
“Notice of EGM”	the notice of the EGM of the Company dated 27 November 2025
“Operation Date”	the date of completion of all final acceptance procedure and putting into operation of the corresponding construction-in-progress
“Parties”	the parties to the Renewed Lease Agreement, namely the Company and Haikou Meilan
“Phase II Expansion Project”	the Phase II expansion project of Meilan Airport which comprised three parts, i.e. the airport project, an air traffic control project and a fuel supply project
“PRC”	the People’s Republic of China and for the purpose of this supplemental circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan, China

DEFINITIONS

“Renewed Lease Agreement”	the renewed lease agreement dated 3 November 2025 and entered into between the Company (as lessee) and Haikou Meilan (as lessor) in relation to the leasing of the Leased Assets
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the Domestic Shareholders and the H Shareholders
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Shares”	the maximum number of 140,926,000 new Domestic Shares proposed to be subscribed by Haikou Meilan pursuant to the Haikou Meilan Domestic Shares Subscription Agreements
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Supplemental Investment and Construction Agreement”	the supplemental investment and construction agreement dated 11 May 2020 entered into between the Company and the Haikou Meilan to make certain amendments to the Investment and Construction Agreement in order to, among others, specify the allocation of investment amount between the Company and the Haikou Meilan and arrange further financing the airport project under the Investment and Construction Agreement and the Supplemental Investment and Construction Agreement, details of which were set out in the announcement of the Company 11 May 2020 and the circular of the Company dated 20 August 2020
“Valuer”	Vigers Appraisal & Consulting Limited, an independent valuer
“VAT”	value added tax as at the date of signing the Renewed Lease Agreement, i.e. at the rate of 9% for lands, buildings and structures and at the rate of 13% for equipment, which are subject to adjustment from time to time according to the tax laws and regulations in the PRC
“%”	per cent

DEFINITIONS

Unless otherwise specified in this supplemental circular, the English names of the PRC entities are transliteration of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

For the purpose of this supplemental circular, the exchange rate of HK\$1.00 = RMB0.91175 has been used for currency translation, where applicable. Such exchange rate is for illustrative purpose only and does not constitute representations that any amount in HK\$ or RMB has been, could have been or may be converted at such a rate.

LETTER FROM THE BOARD

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,
Authorized Representative*)
Ren Kai (*Chief Financial Officer*)
Xing Zhoujin (*Joint Company Secretary,
Authorized Representative*)

Non-executive Directors:

Wu Jian
Li Zhiguo
Wen Zhe

Independent Non-executive Directors:

Fung Ching, Simon
Ye Zheng
Liu Hongbin

To the Shareholders,

Dear Sir/Madam,

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

**SUPPLEMENTARY CIRCULAR TO THE CIRCULAR
TO THE SHAREHOLDERS DATED 27 NOVEMBER 2025**

**MAJOR AND CONNECTED TRANSACTIONS
IN RELATION TO THE RENEWED LEASE AGREEMENT
AND
SUPPLEMENTAL NOTICE OF THE EGM**

I. INTRODUCTION

References are made to (i) the First Circular and Notice of EGM, which set out the time and venue of the EGM and contain the resolutions to be tabled at the EGM for Shareholders' approval; and (ii) the announcement of the Company dated 3 November 2025 in relation to the Renewed Lease Agreement and the transactions contemplated thereunder.

The purpose of this supplemental circular is to provide you with, among other things, (i) further details of the Renewed Lease Agreement and the transactions contemplated thereunder; (ii) the valuation of the leasehold interests of the Leased Assets; and (iii) the view of the Independent Board Committee and the Independent Financial Adviser on the Renewed Lease Agreement and the transactions contemplated thereunder, and to give you supplemental notice of the EGM to consider and, if thought fit, to approve the resolution proposed at the EGM.

* For identification purposes only

LETTER FROM THE BOARD

II. THE RENEWED LEASE AGREEMENT

Reference is made to the announcement of the Company dated 9 November 2022 and the circular of the Company dated 14 December 2022 in relation to the Existing Lease Agreement. The term of the Existing Lease Agreement will expire on 31 December 2025. As the Company intends to continue the transactions under the Existing Lease Agreement, the Board announces that on 3 November 2025, the Company (as lessee), and Haikou Meilan (as lessor) entered into the Renewed Lease Agreement in respect of the leasing of the Leased Assets for a term of three years commencing from 1 January 2026 to 31 December 2028.

Material terms of the Renewed Lease Agreement

The key terms of the Renewed Lease Agreement are basically the same with the Existing Lease Agreement, other than necessary adjustments made by the Parties. The material terms of the Renewed Lease Agreement are as follows:

Date: 3 November 2025

Parties: (1) the Company (as lessee); and
(2) Haikou Meilan (as lessor).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Haikou Meilan held 50.19% of the total issued Shares of the Company and is a controlling Shareholder of the Company, and therefore a connected person of the Company under the Listing Rules.

Leased Assets: The Leased Assets comprise of:

- (1) Meilan Airport Phase I: lands, buildings, structures and equipment, which includes the Domestic Shares Subscription Assets; and
- (2) Meilan Airport Phase II: lands, buildings, structures and equipment,

such as the airport runways, security inspection assets, water and power supply assets, logistics and support assets (including lands, buildings, structures, equipment, as well as the construction-in-progress (在建工程), which is expected to be completed by the end of 2025 and put in operation in 2026).

LETTER FROM THE BOARD

In light of the large scale of the Leased Assets under the Renewed Lease Agreement, and in order to ensure the continuous operation of Meilan Airport and enhance the commercial operability of the Parties, the Parties agreed that the scope and subject matter of the Leased Assets under the Renewed Lease Agreement may be reasonably adjusted pursuant to the then conditions and use of the Leased Assets (including but not limited to the use of necessary substitute assets and/or the renovated Leased Assets), provided that the variation of the aggregate rental fee under the Renewed Lease Agreement payable by the Company to Haikou Meilan during the term of the lease in accordance with the terms of the Renewed Lease Agreement is within the range of 5%.

During the term of the Renewed Lease Agreement, Haikou Meilan may enter into financing arrangement(s) (including but not limited to finance lease(s) and financing guarantee(s)) using all or part of the Leased Assets to meet its normal and commercial needs, provided that:

- (1) Haikou Meilan shall ensure that the Company is entitled to continuously use such assets without interruption during the term of the Renewed Lease Agreement;
- (2) the rental fee of such assets and all other relevant matters shall remain the same as agreed by the Parties under the Renewed Lease Agreement and shall not be adjusted or amended by reason of the financing arrangement(s) entered into by Haikou Meilan; and
- (3) Haikou Meilan shall consult the Company on the financing plans prior to entering into any financing arrangement(s) with such assets mentioned above, and submit copies of relevant financing agreement(s) or contract(s) (including any supplemental agreement(s) or contract(s) thereunder) with third party(ies) to the Company within ten (10) days upon execution.

LETTER FROM THE BOARD

Provided that the above conditions are fulfilled, the Company may voluntarily, after taking into account the transactions between Haikou Meilan and the third party(ies), cooperate and sign relevant agreement(s) as appropriate to facilitate the financing arrangement(s).

Under any circumstances, in the event that the relevant assets are seized, detained, put to an auction or sale by any judicial or administrative authority due to the financing arrangement(s), resulting or likely to result in the Company being unable to continuously use such assets without interruption in accordance with the terms of the Renewed Lease Agreement, Haikou Meilan shall promptly apply for and complete the unblocking and release of such assets per the Company's request, and/or actively assist and cooperate with the Company to exercise the right of first refusal to acquire such assets in the auction or sale, or the Company may elect to terminate the Renewed Lease Agreement or the lease of such assets, and Haikou Meilan shall compensate the Company for all resulting losses and expenses.

Usage:

The Leased Assets shall be used in accordance with the planning, design, function, use and/or the approval of the relevant civil aviation governing authorities (if any) of such assets and for the management, operation and support of Meilan Airport. The Company shall not change the above-mentioned use of the Leased Assets in breach of the Renewed Lease Agreement without consent of Haikou Meilan.

Term:

three years commencing from 1 January 2026 to 31 December 2028.

LETTER FROM THE BOARD

In respect of the Domestic Shares Subscription Assets, in the event that Haikou Meilan subscribes for the Subscription Shares with the Domestic Shares Subscription Assets as consideration during the term of the Renewed Lease Agreement, the lease of the relevant Domestic Shares Subscription Assets shall end on the date of completion of allotment of the Subscription Shares to Haikou Meilan (i.e. the date of registration of such Subscription Shares under the name of Haikou Meilan with China Securities Depository and Clearing Corporation Limited). Accordingly, the rental fee in respect of the relevant Domestic Shares Subscription Assets shall continue to accrue under the Renewed Lease Agreement only until the day immediately preceding the date on which the Company completes the issuance of such Domestic Shares to Haikou Meilan.

In respect of the construction-in-progress, if the Operation Date of the corresponding construction-in-progress is later than the Commencement Date, the lease term of such construction-in-progress shall start on such Operation Date to 31 December 2028.

Rental fee:

The annual benchmark rental fee for the Leased Assets payable by the Company to Haikou Meilan under the Renewed Lease Agreement shall be approximately RMB458 million (equivalent to approximately HK\$502 million) (calculated on the basis of 365 days per year and excluding VAT), subject to potential adjustment within a range of 5% due to change in the scope and subject matter of the Leased Assets as set out in the sub-section headed “Leased Assets” above.

LETTER FROM THE BOARD

If there is any change to the scope of the Leased Assets within the term of the Renewed Lease Agreement (including but not limited to the acquisition of the ownership or state-owned land use rights of any part of the Leased Assets by the Company due to any other transaction arrangements, loss of any part of the Leased Assets for reasons other than the Company or the reasonable adjustment of the scope and subject matter of the Leased Assets by the Parties in accordance with the Renewed Lease Agreement), the Parties shall adjust the rental fee for the Leased Assets accordingly.

(i) In respect of the construction-in-progress, if the Operation Date of the corresponding construction-in-progress is later than the Commencement Date, or (ii) in the event of early termination of the Renewed Lease Agreement or expiry of the term of the lease of any part of Leased Assets prior to the expiry of the Renewed Lease Agreement, the rental fee for such construction-in-progress/Leased Assets shall be calculated as follows:

The actual number of days during which
the relevant part of the Leased Assets is leased
by the Company * Daily rental fee (*Note*)

Note: Daily rental fee = Annual rental fee/365

The rental fee under the Renewed Lease Agreement has been determined based on the fair and just principles, after arm's length negotiations between the Parties with reference to the aggregated market rental fee of approximately RMB458 million (equivalent to approximately HK\$502 million) as appraised by the Valuer, (a) in relation to the valuation of the leased value of the lands, etc., adopting the market approach and (b) in relation to the valuation of the leased value of the buildings, structures, construction-in-progress, equipment, etc., based on their market value, which is arrived at by adopting the depreciated replacement cost approach, and the discounted capitalisation rates.

LETTER FROM THE BOARD

During term of the lease, if there are material changes in, for example, the passenger throughput of Meilan Airport or the loan prime rate (LPR), or if, after the signing of the Renewed Lease Agreement, any material changes as provided by Article 533 of the Civil Code of the People's Republic of China occur, the Parties shall make appropriate adjustment to the rental fee after negotiation based on the objective circumstances and the principles of fairness and reasonableness.

Payment terms:

Unless otherwise agreed between the Parties, the rental fee together with VAT shall be settled and paid on a monthly basis. The Company shall pay, upon the end of each month, the rental fee for the Leased Assets together with any VAT on the rental fee based on the then applicable rate for the previous month to the bank account designated by Haikou Meilan within fifteen (15) Business Days after receipt of the invoices issued by Haikou Meilan (or any later date as then agreed by the Parties) in accordance with the terms of the Renewed Lease Agreement.

Conditions precedent:

The Renewed Lease Agreement shall become effective subject to the fulfilment of the following Conditions:

- (1) the Renewed Lease Agreement being signed by each Party's legal representative or authorized representative under the seals of each Party;
- (2) the Renewed Lease Agreement and the lease of the Leased Assets contemplated thereunder being approved at the shareholders' meeting of Haikou Meilan; and
- (3) the Renewed Lease Agreement and relevant transactions contemplated thereunder being approved by the Independent Shareholders at the EGM.

As at the Latest Practicable Date, conditions (1) and (2) have been satisfied. Condition (3) has not yet been satisfied.

LETTER FROM THE BOARD

Renewal:

In the event the Company intends to renew the Renewed Lease Agreement upon its expiry, it shall express such intention to Haikou Meilan no later than ninety (90) days before the term expires. Subject to consent of Haikou Meilan and completion of the relevant processes and approvals by the Company in compliance with the relevant Listing Rules, the Renewed Lease Agreement may be renewed by the Parties upon negotiation and by entering into a renewal lease agreement.

Haikou Meilan shall ensure that the Company shall have the priority to renew the lease of the Leased Assets under any circumstances and conditions.

Operation of the Leased Assets:

The Company shall, from the Commencement Date, be entitled to all income and benefits arising from the operation and management of the Leased Assets and shall bear all costs and expenses (including, among others, insurance costs as well as repairs and maintenance expenses for daily operation) incurred in the course of operating and managing the Leased Assets, unless otherwise provided in the Renewed Lease Agreement or agreed by the Parties.

Sub-lease:

During the term of the Renewed Lease Agreement, the Company shall be entitled to sub-lease or otherwise entrust the whole or any part of the Leased Assets to any subsidiary(ies) or associate(s) of the Company for management and operation in the manner as it determines. The Company and/or its subsidiary(ies) and/or its associate(s) shall be entitled to enter into any business contract or agreement in relation to the Leased Assets (including but not limited to franchise, lease and/or cooperation contract or agreement) with any third party according to its business needs in the course of managing and operating Meilan Airport.

Right of first refusal:

In the event that Haikou Meilan proposes to dispose of the Leased Assets, the Company shall have the right of first refusal under the same conditions.

LETTER FROM THE BOARD

Termination:

The Renewed Lease Agreement may be terminated:

- (1) by written consent between the Parties;
- (2) upon occurrence of a force majeure event, by agreement between the Parties in accordance with the terms of the Renewed Lease Agreement;
- (3) in the event that any defaulting Party commits a material breach of the terms of the Renewed Lease Agreement, and fails to remedy or ratify such breach within thirty (30) days after the other non-defaulting Party delivers a written notice requesting the defaulting Party to immediately take remedial or ratifying action in respect of such breach, the non-defaulting Party shall be entitled to terminate the Renewed Lease Agreement unilaterally by written notice;
- (4) in the event that either Party fails to perform or fails to perform promptly or properly any of its obligations under the Renewed Lease Agreement, resulting in a failure to achieve the purpose of the Renewed Lease Agreement, the other Party shall be entitled to terminate the Renewed Lease Agreement unilaterally by written notice; or
- (5) any other circumstances and manners in which agreements may be terminated as provided by applicable laws.

Other material terms and information

Haikou Meilan agreed to apply the rental fees received under the Renewed Lease Agreement in priority for repayment of the liabilities incurred to fund the Phase II Expansion Project under the Supplemental Investment and Construction Agreement and related loans and bonds and/or the due liabilities under any financing arrangement(s) using the Leased Assets (including but not limited to finance lease(s) and financing guarantee(s)) (if any), or other due liabilities under the Leased Assets (if any), where the failure to discharge such due liabilities may lead to the seizure, detention, prohibition or restriction on use or the auction or the sale of the relevant Leased Assets, which might affect the use of such Leased Assets by the Company. In the event that Haikou Meilan fails to repay the amount under the above-mentioned due liability, the Company is entitled to repay/pay such amount directly on behalf of Haikou Meilan to the relevant creditors after issuing written notice to Haikou Meilan and directly deduct the same amount from the rental fees payable to Haikou Meilan.

LETTER FROM THE BOARD

Reference is made to the Company's announcement dated 17 September 2023 and circular dated 16 November 2023. Pursuant to the Haikou Meilan Domestic Shares Subscription Agreements, the Parent Company agreed to subscribe for up to 140,741,000 new Domestic Shares and to settle the consideration by transferring the Domestic Shares Subscription Assets to the Company. The authorizations granted by the Company's Shareholders to the Board for the transactions under the Haikou Meilan Domestic Shares Subscription Agreements have expired. In relation to the Domestic Shares Subscription Assets, as at the Latest Practicable Date, the Company has not entered into any legally binding agreement with Haikou Meilan regarding the next steps. Given that the Company does not rule out the possibility of entering into further transactions in respect of the Domestic Shares Subscription Assets, it considers that the provision in the Renewed Lease Agreement, as mentioned in the paragraph "Term" above, will help preserve the necessary flexibility. The Company confirms that it will comply with the relevant requirements under the Listing Rules in respect of the Domestic Shares Subscription Assets, if necessary.

III. FINANCIAL IMPACTS OF ENTERING INTO THE RENEWED LEASE AGREEMENT

Pursuant to CAS21-Lease, the Group will recognise the right-of-use asset and lease liability amounting to approximately RMB1,314 million (equivalent to approximately HK\$1,441 million), of which RMB451 million representing present value of rental payments due within one year will be classified as current liabilities, in its consolidated statement of financial position at the Commencement Date. The lease liability is recognised at the present value of the aggregated lease payments made during the lease term, discounted using an incremental borrowing rate of approximately 2.95%, which is estimated based on the interest rate that the Group has to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Lease liabilities will be subsequently measured using the effective interest rate method, and will decrease upon the settlement of lease payments to the lessor accordingly. The right-of-use asset is initially measured at cost, which consists of the initial lease liability, taking into account lease payments made at or before the Commencement Date, initial direct costs, and lease incentives received (if any). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses. There would be no change in net assets on the consolidated statement of financial position of the Group immediately after the entering into of the Renewed Lease Agreement.

Regarding the impact on the consolidated income statement, the Group will incur a monthly depreciation expense of the right-of-use asset over the term of the Renewed Lease Agreement on a straight line basis amounting to approximately RMB36.5 million (equivalent to approximately HK\$40.0 million) and recognise the annual finance costs of approximately RMB33.1 million, RMB20.3 million and RMB7.2 million for the years ending 31 December 2026, 2027 and 2028, respectively, based on incremental borrowing rates. All income generated from the Leased Assets will be attributed to the Group, and the Group will bear the corresponding operating costs.

LETTER FROM THE BOARD

IV. INFORMATION ON THE PARTIES

The Company is principally engaged in aeronautical and non-aeronautical businesses at Meilan Airport, in Hainan Province, the PRC.

Haikou Meilan is principally engaged in ancillary airport service business in the PRC. As at the Latest Practicable Date, Haikou Meilan was owned by Hainan Airport Industrial Investment Co., Ltd.* (海南機場實業投資有限公司) and Hainan Airport Group Co., Ltd.* (海南機場集團有限公司) (each a company controlled by the State-owned Assets Supervision and Administration Commission of Hainan Province) as to approximately 46.71% and 0.1% respectively, CDB Development Fund Co., Ltd.* (國開發發展基金有限公司, a subsidiary of China Development Bank which is the financial policy institution directly under the State Council of China) as to approximately 14.18%, China Southern Group Capital Holding Co., Ltd.* (中國南航集團資本控股有限公司) and China National Aviation Fuel Supply Co., Ltd.* (中國航空油料有限責任公司) (each a company controlled by the State-owned Assets Supervision and Administration Commission) as to approximately 2.42% and 1.56%, respectively. CITIC Limited indirectly held approximately 35.03% of equity interest of Haikou Meilan. The State-owned Assets Supervision and Administration Commission of Hainan Province is a special institution directly under the government of Hainan Province and responsible for the supervision and administration of state-owned assets of Hainan Province. CDB Development Fund Co., Ltd.* (國開發發展基金有限公司) is a policy-oriented investment company focusing on investment in national key projects. China Southern Group Capital Holding Co., Ltd.* (中國南航集團資本控股有限公司) is principally engaged in equity investment, investment management services and investment consulting services. China National Aviation Fuel Supply Co., Ltd.* (中國航空油料有限責任公司) is principally engaged in the wholesale of gasoline, kerosene and diesel oil in the civil aviation system of the PRC. CITIC Limited is a company listed on the Stock Exchange (stock code:00267), mainly engaging in businesses in comprehensive financial services, advanced intelligent manufacturing, advanced materials, new consumption and new-type urbanisation.

V. REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWED LEASE AGREEMENT

The Company believes that the leasing model is the customary model for domestic airport operation in the PRC (under the circumstances where the assets of an airport are owned by different entities), and can ensure the stability of the Company's business operation and promote the long-term development of the Company. Since all the Leased Assets will be operated by the Company under the leasing model, this will enable the Company to better run its operational assets in line with the "High Standard, Strict Compliance" (高標準、嚴要求) standards prevalent in the civil aviation industry. Specifically, the leasing model ensures the integrity and completeness of the Company's daily operations and the relevant assets required for the management of Meilan Airport. Under the leasing model, the Company will be responsible for the management and operation of the Leased Assets and thus can adopt consistent and uniform high standards during daily operation of Meilan Airport. Further, the leasing model improves the efficiency and safety of the overall operation of Meilan Airport. As airports are important infrastructure and a part of public transportation, the operation of the airports in the PRC needs to comply with specific legal and industrial requirements issued by relevant governmental authorities in the PRC, including the Civil Aviation Administration of China, and make adjustments in accordance with the latest developments of the relevant legal and industrial requirements in a timely manner. The leasing model helps to ensure that the Leased Assets are operated with high efficiency and safety standards using consistent and uniform management methods, and enhances the coordination of the operation of various Leased Assets. Moreover, the leasing model has a fairer pricing basis, with the rental fees determined with reference to the valuation report of a professional third-party. Without a third-party valuation, it would be difficult for the Company and Haikou Meilan to have a fair determination on the revenue-sharing ratio. Based on the above-mentioned reasons, Haikou Meilan agrees to continue to lease and the Company agrees to continue to rent the Leased Assets pursuant to the terms and conditions of the Renewed Lease Agreement.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) consider that the Renewed Lease Agreement is entered into on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Renewed Lease Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

VI. LISTING RULES IMPLICATIONS

Pursuant to CAS21 - Lease, the entering into of the Renewed Lease Agreement by the Company will require the Group to recognise the Leased Assets as right-of-use assets on its consolidated statement of financial position. Therefore, the entering into of the Renewed Lease Agreement will be regarded as an acquisition of asset by the Group under the definition of transaction set out in Rule 14.04(1)(a) of the Listing Rules. The unaudited value of right-of-use asset recognised by the Company under the Renewed Lease Agreement amounted to approximately RMB1,314 million (equivalent to approximately HK\$1,441 million).

As the highest applicable percentage ratio(s) as defined under the Listing Rules in respect of the acquisition of right-of-use assets recognised by the Group pursuant to CAS21 – Lease based on the upper limit of the rental fees under the Renewed Lease Agreement is more than 25% but less than 100%, the entering into of the Renewed Lease Agreement constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, the Haikou Meilan held 50.19% of the total issued Shares of the Company and was a controlling Shareholder of the Company, and therefore a connected person of the Company under the Listing Rules. Accordingly, the entering into of the Renewed Lease Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio(s) as defined under the Listing Rules in respect of the acquisition of right-of-use assets recognised by the Group pursuant to CAS21 – Lease based on the upper limit of the rental fees under the Renewed Lease Agreement is more than 25%, the entering into of the Renewed Lease Agreement constitutes a connected transaction for the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

VII. EGM

The EGM will be convened to consider and, if thought fit, approve, among other things, the Renewed Lease Agreement and the transactions contemplated thereunder, including any adjournment in respect thereof. Haikou Meilan, which held and controlled over the voting right of 50.19% of the total issued Shares of the Company as at the Latest Practicable Date, will abstain from voting on the resolution to be proposed at the EGM for approving the Renewed Lease Agreement and the transactions contemplated thereunder.

Save as disclosed above, to the best knowledge, information and belief of the Directors, having made all reasonable enquires, no Shareholder has a material interest in the Renewed Lease Agreement and the transactions contemplated thereunder, and no Shareholder is required to abstain from voting to approve the relevant resolution(s) at the EGM.

LETTER FROM THE BOARD

The Independent Board Committee comprising three independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin, none of whom has any direct or indirect interest in the Renewed Lease Agreement and the transactions contemplated thereunder, has been established to advise the Independent Shareholders and Octal Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on (i) whether the terms of the Renewed Lease Agreement and the transactions contemplated thereunder are fair and reasonable; (ii) whether the transactions contemplated under the Renewed Lease Agreement are entered into in the ordinary and usual course of business, on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole; and (iii) how to vote on the Renewed Lease Agreement and the transactions contemplated thereunder.

The EGM will be held at 10:00 a.m. on Wednesday, 31 December 2025 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. Set out on pages EGM-1 to EGM-3 of this supplemental circular is the supplemental notice for convening the EGM.

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

The first form of proxy ("**First Form of Proxy**") was despatched to the Shareholders on Thursday, 27 November 2025 and has also been published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mlairport.com). Since the First Form of Proxy does not contain the resolution as set out in the supplemental notice of the EGM contained in this supplemental circular, the Company has prepared the revised form of proxy ("**Revised Form of Proxy**") for despatch together with this supplemental circular.

The Revised Form of Proxy for use at the Extraordinary General Meeting is accompanied with this supplemental circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying Revised Form of Proxy in accordance with the instructions printed thereon, and in any event not later than 24 hours before the time appointed for convening the EGM.

If a Shareholder has already lodged the First Form of Proxy with the Company's H Share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders), he/she should note that:

- (i) If the Revised Form of Proxy is not lodged with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shares) 24 hours prior to the time designated for convening the EGM (the "**Closing Time**") or if it is incorrectly completed, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by him/her will be entitled to vote at the proxy's discretion or to abstain on any resolution properly put to the EGM other than those referred to in the Notice of EGM dated 27 November 2025 and the First Form of Proxy, including the newly added resolution as set out in this supplemental circular.

LETTER FROM THE BOARD

- (ii) If he/she lodged the Revised Form of Proxy with the Company's H share registrar (for H Shares) or delivered to the office of the secretary to the Board (for Domestic Shares) before the Closing Time, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by he/she provided that the Revised Form of Proxy is correctly completed.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Revised Form of Proxy will not preclude the Shareholders from attending and voting in person at the EGM or at any adjourned meeting(s) should they so wish.

VIII. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 11 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which no transfer of Shares will be registered. The Shareholders who are registered on Thursday, 11 December 2025, being the record date for the EGM, and their proxies will be entitled to attend the EGM, provided they present valid identity documents. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 10 December 2025.

IX. RECOMMENDATIONS

The Board, including the Independent Board Committee, is of the opinion that the terms of the Renewed Lease Agreement and the transactions contemplated thereunder are (i) fair and reasonable so far as the Shareholders (including the independent Shareholders) are concerned; (ii) entered into in the ordinary and usual course of business of the Group; (iii) on normal commercial terms; and (iv) in the interests of the Group and the Shareholders as a whole. Accordingly, the Board, including the Independent Board Committee, recommends that the Independent Shareholders vote in favour of the resolution set out in the supplemental notice of the EGM for approval of the Renewed Lease Agreement and the transactions contemplated thereunder.

The Renewed Lease Agreement and the transactions contemplated thereunder were approved by the Board.

Each of Mr. Wang Hong, Mr. Ren Kai, Mr. Xing Zhoujin, Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wen Zhe is interested in the Renewed Lease Agreement and the transactions contemplated thereunder as they hold directorship or senior management position or other positions in Haikou Meilan or its related company, and therefore had abstained from voting on the relevant resolutions at the Board meeting approving the same. Mr. Wang Hong, an executive Director, the chairman of the Board and president of the Company, has served as chairman of the board of directors and the legal representative of Haikou Meilan, Mr. Ren Kai, an executive Director and chief financial officer of the Company, has served as the chief financial officer of Haikou Meilan, Mr. Xing Zhoujin, an executive Director, has served as the secretary to the board of directors of Haikou Meilan, Mr. Wu Jian, a non-executive Director, has served as the vice president of Haikou Meilan, Mr. Li Zhiguo, a non-executive Director, has served as the vice president and a director of Haikou Meilan, and Mr. Wen Zhe, a non-executive Director, has served as the director of the airport safety committee office (安委辦) of Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司), respectively.

LETTER FROM THE BOARD

X. ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee which contains its recommendation to the Independent Shareholders as to the voting at the EGM regarding the Renewed Lease Agreement and the transactions contemplated thereunder, and the letter from Octal Capital containing, among other things, its advice to the Independent Board Committee and the Independent Shareholders in relation to the Renewed Lease Agreement and the transactions contemplated thereunder, details of which are set out on pages 23 to 40 of this supplemental circular. None of the members of the Independent Board Committee has any material interest relating to the Renewed Lease Agreement and the transactions contemplated thereunder.

Your attention is also drawn to the additional information set out in the appendices to this supplemental circular.

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

Hainan Province, the PRC
12 December 2025

* *For identification purposes only*

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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)

12 December 2025

To the Shareholders

Dear Sir/Madam,

**MAJOR AND CONNECTED TRANSACTIONS
IN RELATION TO THE RENEWED LEASE AGREEMENT**

We refer to the supplemental circular dated 12 December 2025 (the “**Supplemental Circular**”) to the Shareholders of which this letter forms part. Unless otherwise specified, terms defined in the Supplemental Circular shall have the same meanings in this letter.

We have been appointed to form the Independent Board Committee to advise the Independent Shareholders in respect of the Renewed Lease Agreement and the transactions contemplated thereunder, details of which are set out in the “Letter from the Board” contained in the Supplemental Circular. The Independent Financial Adviser has been appointed to advise the Independent Shareholders and us in this regard.

Details of the advice of the Independent Financial Adviser and the principal factors and reasons that the Independent Financial Adviser has taken into consideration in giving such advice are set out in the “Letter from the Independent Financial Adviser” in the Supplemental Circular. Your attention is also drawn to the “Letter from the Board” in the Supplemental Circular and the additional information set out in the appendices thereto.

Having taken in to account the (i) terms of the Renewed Lease Agreement and the transactions contemplated thereunder; and (ii) views of the Independent Financial Adviser in the “Letter from the Independent Financial Adviser” in the Supplemental Circular and the main factors and reasons in arriving at such views, we are of the opinion that the terms of the Renewed Lease Agreement and the transactions contemplated thereunder are (i) fair and reasonable so far as the Shareholders (including the independent Shareholders) are concerned; (ii) entered into in the ordinary and usual course of business of the Group; (iii) on normal commercial terms; and (iv) in the interests of the Group and the Shareholders as a whole. We therefore recommend you to vote in favour of the Renewed Lease Agreement and the transactions contemplated thereunder.

Yours faithfully,

Independent Board Committee

Fung Ching, Simon
*Independent non-executive
Director*

Ye Zheng
*Independent non-executive
Director*

Liu Hongbin
*Independent non-executive
Director*

^{*} For identification purposes only

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter of advice from Octal Capital Limited to the Independent Board Committee and the Independent Shareholders dated 12 December 2025 in relation to, inter alia, the transactions contemplated under the Renewed Lease Agreement for the purpose of inclusion in this supplemental circular.



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

12 December 2025

*To the Independent Board Committee and
the Independent Shareholders*

Dear Sirs,

MAJOR AND CONNECTED TRANSACTIONS IN RELATION TO THE RENEWED LEASE AGREEMENT

INTRODUCTION

We refer to our engagement to advise the Independent Board Committee and the Independent Shareholders in respect of the leasing of the Leased Assets for a term of three years commencing from 1 January 2026 to 31 December 2028 pursuant to the Renewed Lease Agreement entered into between the Company (as lessee) and Haikou Meilan (as lessor), particulars of which are set out in the letter from the Board (the “**Letter from the Board**”) of this supplemental circular dated 12 December 2025 (the “**Circular**”) to the Shareholders, of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as given to them under the definitions section of the Circular.

THE RENEWED LEASE AGREEMENT

Reference is made to the announcement of the Company dated 9 November 2022 in relation to the Existing Lease Agreement; (ii) the circular of the Company dated 14 December 2022 in relation to, inter alia, the Existing Lease Agreement (the “**2022 Circular**”); and (iii) the announcement of the Company dated 3 November 2025 in relation to the transactions contemplated under the Renewed Lease Agreement. The term of the Existing Lease Agreement will expire on 31 December 2025. As the Company intends to continue the transactions under the Existing Lease Agreement, the Board announces that on 3 November 2025, the Company (as lessee), and Haikou Meilan (as lessor) entered into the Renewed Lease Agreement in respect of the leasing of the Leased Assets for a term of three years commencing from 1 January 2026 to 31 December 2028.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Pursuant to CAS21-Lease, the entering into of the Renewed Lease Agreement by the Company will require the Group to recognise the Leased Assets as right-of-use assets on its consolidated statement of financial position. Therefore, the entering into of the Renewed Lease Agreement will be regarded as an acquisition of asset by the Group under the definition of transaction set out in Rule 14.04(1)(a) of the Listing Rules. The unaudited value of right-of-use asset recognised by the Company under the Renewed Lease Agreement amounted to approximately RMB1,314 million (equivalent to approximately HK\$1,441 million).

As the highest applicable percentage ratio(s) as defined under the Listing Rules in respect of the acquisition of right-of-use assets recognised by the Group pursuant to CAS21- Lease based on the upper limit of the rental fees under the Renewed Lease Agreement is more than 25%, the entering into of the Renewed Lease Agreement constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the Latest Practicable Date, Haikou Meilan held 50.19% of the total issued Shares of the Company and is a controlling Shareholder of the Company, and therefore a connected person of the Company under the Listing Rules. As the highest applicable percentage ratio(s) as defined under the Listing Rules in respect of the acquisition of right-of-use assets recognised by the Group pursuant to CAS21-Lease based on the upper limit of the rental fees under the Renewed Lease Agreement is more than 25%, accordingly, the entering into of the Renewed Lease Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee comprising three independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin, none of whom has any direct or indirect interest in the transactions contemplated under the Renewed Lease Agreement, has been established to advise the Independent Shareholders in relation to their voting on the resolutions relating to the transactions contemplated under the Renewed Lease Agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We, Octal Capital, have been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. As at the Latest Practicable Date, we were not connected with the Directors, chief executive and substantial shareholders of the Company or Haikou Meilan or any of their respective subsidiaries or associates and are therefore considered suitable to give independent advice to the Independent Board Committee and the Independent Shareholders. During the last two years, 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 of the Company proposed to be subscribed by Haikou Meilan (the “**Haikou Meilan Subscription**”) and the extension of validity period of Shareholder’s resolutions and authorisation granted to the Board in relation to the Haikou Meilan Subscription and a maximum of 155,000,000 new H shares of the Company proposed to be issued upon the exercise of specific mandate (details can be referred to the circular of the Company dated 16 November 2023); (ii) the major and connected transaction in relation to the new loan agreement, the new loan allocation agreement and the transactions contemplated thereunder details can be referred to the circular of the Company dated 28 January 2025); (iii) acquisition of approximately 50.19% shareholding in the Company by Hainan Airport Infrastructure Co., Ltd. and the possible unconditional mandatory cash offer to acquire all of the domestic shares and H shares of the Company (details can be referred to the joint announcement of the Company dated 30 April 2025); and (iv) the special deals in relation to the transfer of equity interest in Hainan Sky Plumage Flight Training Co., Ltd.* (海南天羽飛行訓練有限公司) from Hainan Airport Development Industry Group Co., Ltd.* (海南空港開發產業集團有限公司) (“**Hainan Airport Development**”) to Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司) (“**HNA**”) and the pro rata capital contribution by Hainan Airport Development and HNA into HNA Technic Co., Ltd.* (海航航空技術有限公司) (details can be referred to the circular of the Company dated 30 September 2025) (the “**Previous Engagements**”). Under the Previous Engagements, we were required to express our opinions on and give recommendations to the Independent Board Committee and Independent Shareholders in respect of the transactions. Apart from normal professional fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Group or the directors, chief executive and substantial shareholders of the Company or Haikou Meilan or any of its subsidiaries or their respective associates. Despite the Previous Engagements, we consider our independence is unaffected due to the facts that (i) under the Previous Engagements, we were entitled to receive normal professional fees that were comparable to market rates and the fees did not form a significant portion to our overall income; (ii) we had discharged our responsibilities with due care and skill and performed our duties with impartiality in respect of the Previous Engagements with the Company; and (iii) the Previous Engagements were handled independently as an individual task. Therefore, we consider ourselves eligible to act as the independent financial adviser to the Company under the requirements of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In formulating our opinion, we have relied on the accuracy of the information and representations contained in the Circular and have assumed that all information and representations made or referred to in the Circular were true at the time they were made and continued to be true as at the Latest Practicable Date. We have also relied on our discussion with the Directors and management of the Company regarding the Group and Haikou Meilan, including the information and representations contained in the Circular. We have also assumed that all statements of belief, opinion and intention made by the Directors and management of the Company in the Circular were reasonably made after due enquiry. We consider that we have reviewed sufficient information to reach an informed view, to justify our reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have no reason to suspect that any material facts have been omitted or withheld from the information contained or opinions expressed neither in the Circular nor to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and management of the Company. We have not, however, conducted an independent in-depth investigation into the business and affairs of the Group, Haikou Meilan and their respective subsidiaries or associates nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED IN RELATION TO THE RENEWED LEASE AGREEMENT

In arriving at our recommendation in relation to the Renewed Lease Agreement, we have considered the following principal factors and reasons:

1. Reasons for and benefits of entering into, among others, the Renewed Lease Agreement

The Company (as lessee under the Renewed Lease Agreement) is principally engaged in aeronautical and non-aeronautical businesses at Meilan Airport, in Hainan Province, the PRC. Haikou Meilan (as the lessor under the Renewed Lease Agreement) is a company established in the PRC with limited liability which is principally engaged in ancillary airport service business in the PRC.

As the Existing Lease Agreement in respect of the Leased Assets will expire on 31 December 2025, according to the Letter from the Board, the Company agrees to continue to rent the Leased Assets pursuant to the Renewed Lease Agreement. The Company believes that the current leasing model is the customary model for domestic airport operation in the PRC under the circumstances where the assets of an airport are owned by different entities, and can ensure the stability of the Company's business operation and promote the long-term development of the Company. Specifically, the leasing model: (i) ensures the integrity of the Company's daily operations and the relevant assets required for the management of Meilan Airport; (ii) improves the efficiency and safety of the overall operation of Meilan Airport; and (iii) has a fairer pricing basis, with the rental fees determined with reference to the valuation report of a professional third-party.

We understand that, the Leased Assets which comprise fundamental infrastructure essential to aeronautical operations of Meilan Airport, including runways, security check facilities, water and electricity supply facilities, logistic support facilities. Prior to the Existing Lease Agreement, Meilan Airport was operated jointly by the Company and Haikou Meilan with revenues allocated according to the sharing ratios stipulated in relevant agreements.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Since 2023, the Group has been operating the leased assets under the Existing Lease Agreement on its own which introduced a lease model for Meilan Airport. With the introduction of the lease model, Meilan Airport's operational indicators have shown continued improvements where passenger throughput has increased from approximately 11,160 thousand headcounts in 2022, and 24,340 thousand headcounts in 2023, to 26,890 thousand headcounts in 2024; and cargo and mail throughput has increased from approximately 124,373 tonnes in 2022, and 174,905 tonnes in 2023, to 209,336 tonnes in 2024.

Additionally, the lease model also assisted the Group to operate Meilan Airport under consistent and centralised management principles in accordance with high efficiency and safety standards with high-quality passenger services. According to the 2024 Annual Report, Meilan Airport once again received the honor of "Five-Star Airport" from SKYTRAX and successfully passed the aviation security audit by CAAC, and achieved a comprehensive victory in the fight against Typhoon "Yagi", successfully marking the twenty-sixth year of safety.

Having considered (i) that the Leased Assets comprise fundamental infrastructure essential to aeronautical operations of Meilan Airport (including runways, security check facilities, water and electricity supply facilities and logistic support facilities); (ii) effective and stable operation of the Existing Leased Assets by the Group throughout the term of the Existing Lease Agreement, as demonstrated by the growth in both passenger throughput and cargo throughput; and (iii) the lease model's effectiveness in maintaining operational standards and efficiency, we consider that the entering into of the Renewed Lease Agreement is in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the Renewed Lease Agreement

On 3 November 2025, the Company and Haikou Meilan entered into the Renewed Lease Agreement in respect of the leasing of the Leased Assets. Set out below is a summary of the salient terms of the Renewed Lease Agreement:

Date: 3 November 2025

Parties: (1) the Company (as lessee); and
(2) Haikou Meilan (as lessor).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Haikou Meilan held 50.19% of the total issued Shares of the Company and is a controlling Shareholder of the Company, and therefore a connected person of the Company under the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Leased Assets:

The Leased Assets comprise of:

- (1) Meilan Airport Phase I: lands, buildings, structures and equipment, which includes the Domestic Shares Subscription Assets; and
- (2) Meilan Airport Phase II: lands, buildings, structures and equipment,

such as the airport runways, security inspection assets, water and power supply assets, logistics and support assets (including lands, buildings, structures, equipment, as well as the construction-in-progress (在建工程) which is expected to be completed by the end of 2025 and put in operation in 2026).

In light of the large scale of the Leased Assets under the Renewed Lease Agreement, and in order to ensure the continuous operation of Meilan Airport and enhance the commercial operability of the Parties, the Parties agreed that the scope and subject matter of the Leased Assets under the Renewed Lease Agreement may be reasonably adjusted pursuant to the then conditions and use of the Leased Assets (including but not limited to the use of necessary substitute assets and/or the renovated Leased Assets), provided that the variation of the aggregate rental fee under the Renewed Lease Agreement payable by the Company to Haikou Meilan during the term of the lease in accordance with the terms of the Renewed Lease Agreement is within the range of 5%.

During the term of the Renewed Lease Agreement, Haikou Meilan may enter into financing arrangement(s) (including but not limited to finance lease(s) and financing guarantee(s)) using all or part of the Leased Assets to meet its normal and commercial needs, provided that:

- (1) Haikou Meilan shall ensure that the Company is entitled to continuously use such assets without interruption during the term of the Renewed Lease Agreement;
- (2) the rental fee of such assets and all other relevant matters shall remain the same as agreed by the Parties under the Renewed Lease Agreement and shall not be adjusted or amended by reason of the financing arrangement(s) entered into by Haikou Meilan; and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (3) Haikou Meilan shall consult the Company on the financing plans prior to entering into any financing arrangement(s) with such assets mentioned above, and submit copies of relevant financing agreement(s) or contract(s) (including any supplemental agreement(s) or contract(s) thereunder) with third party(ies) to the Company within ten (10) days upon execution.

Provided that the above conditions are fulfilled, the Company may voluntarily, after taking into account the transactions between Haikou Meilan and the third party(ies), cooperate and sign relevant agreement(s) as appropriate to facilitate the financing arrangement(s).

Under any circumstances, in the event that the relevant assets are seized, detained, put to an auction or sale by any judicial or administrative authority due to the financing arrangement(s), resulting or likely to result in the Company being unable to continuously use such assets without interruption in accordance with the terms of the Renewed Lease Agreement, Haikou Meilan shall promptly apply for and complete the unblocking and release of such assets per the Company's request, and/or actively assist and cooperate with the Company to exercise the right of first refusal to acquire such assets in the auction or sale, or the Company may elect to terminate the Renewed Lease Agreement or the lease of such assets, and Haikou Meilan shall compensate the Company for all resulting losses and expenses.

Term:

Three years commencing from 1 January 2026 to 31 December 2028.

In respect of the Domestic Shares Subscription Assets, in the event that Haikou Meilan subscribes for the Subscription Shares with the Domestic Shares Subscription Assets as consideration during the term of the Renewed Lease Agreement, the lease of the relevant Domestic Shares Subscription Assets shall end on the date of completion of allotment of the Subscription Shares to Haikou Meilan (i.e. the date of registration of such Subscription Shares under the name of Haikou Meilan with China Securities Depository and Clearing Corporation Limited). Accordingly, the rental fee in respect of the relevant Domestic Shares Subscription Assets shall continue to accrue under the Renewed Lease Agreement only until the day immediately preceding the date on which the Company completes the issuance of such Domestic Shares to Haikou Meilan.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In respect of the construction-in-progress, if the Operation Date of the corresponding construction-in-progress is later than the Commencement Date, the lease term of such construction-in-progress shall start on such Operation Date to 31 December 2028.

Rental fee:

The annual benchmark rental fee for the Leased Assets payable by the Company to Haikou Meilan under the Renewed Lease Agreement shall be approximately RMB458 million (equivalent to approximately HK\$502 million) (calculated on the basis of 365 days per year and excluding VAT), subject to potential adjustment within a range of 5% due to change in the scope and subject matter of the Leased Assets as set out in the sub-section headed “Leased Assets” above.

If there is any change to the scope of the Leased Assets within the term of the Renewed Lease Agreement (including but not limited to the acquisition of the ownership or state-owned land use rights of any part of the Leased Assets by the Company due to any other transaction arrangements, loss of any part of the Leased Assets for reasons other than the Company or the reasonable adjustment of the scope and subject matter of the Leased Assets by the Parties in accordance with the Renewed Lease Agreement), the Parties shall adjust the rental fee for the Leased Assets accordingly.

(i) In respect of the construction-in-progress, if the Operation Date of the corresponding construction-in-progress is later than the Commencement Date, or (ii) in the event of early termination of the Renewed Lease Agreement or expiry of the term of the lease of any part of the Leased Assets prior to the expiry of the Renewed Lease Agreement, the rental fee for such construction-in-progress/Leased Assets shall be calculated as follows:

The actual number of days during which the relevant part of the
Leased Assets is leased by the Company

* Daily rental fee (*Note*)

Note: Daily rental fee = Annual rental fee/365

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The rental fee under the Renewed Lease Agreement has been determined based on the fair and just principles, after arm's length negotiations between the Parties with reference to the aggregated market rental fee of approximately RMB458 million (equivalent to approximately HK\$502 million) as appraised by the Valuer, (a) in relation to the valuation of the leased values of the lands etc., adopting the market approach and (b) in relation to the valuation of the leased values of the buildings, structures, construction-in-progress and equipment etc., based on their market value, which is arrived at by adopting the depreciated replacement cost approach, and the discounted capitalisation rates.

During term of the lease, if there are material changes, for example, in the passenger throughput of Meilan Airport or the loan prime rate (LPR), or, after the signing of the New Lease Agreement, if any material changes as provided by Article 533 of the Civil Code of the People's Republic of China occur, the Parties shall make appropriate adjustment to the rental fee after negotiation based on the objective circumstances and the principles of fairness and reasonableness.

For other principal terms of the Renewed Lease Agreement, please refer to the Letter from the Board.

Reference is made to the Company's announcement dated 17 September 2023 and circular dated 16 November 2023. Pursuant to the Haikou Meilan Domestic Shares Subscription Agreements, the Parent Company agreed to subscribe for up to 140,741,000 new Domestic Shares and to settle the consideration by transferring the Domestic Shares Subscription Assets to the Company. The authorizations granted by the Company's Shareholders to the Board for the transactions under the Haikou Meilan Domestic Shares Subscription Agreements have expired. In relation to the Domestic Shares Subscription Assets, as at the Latest Practicable Date, the Company has not entered into any legally binding agreement with Haikou Meilan regarding the next steps. Given that the Company does not rule out the possibility of entering into further transactions in respect of the Domestic Shares Subscription Assets, it considers that the provision in the Renewed Lease Agreement, as mentioned in the paragraph "Term" above, will help preserve the necessary flexibility. According to the Letter from the Board, the Company confirms that it will comply with the relevant requirements under the Listing Rules in respect of the Domestic Shares Subscription Assets, if necessary.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. The terms of annual rental fees under the Renewed Lease Agreement

The annual rental fees (the “**Annual Rent**”) under the Renewed Lease Agreement are expected to be approximately RMB458 million during the term of the Renewed Lease Agreement subject to potential adjustment within a range of 5% due to change in scope and subject matter of the Leased Assets and Haikou Meilan’s potential subscription under the Domestic Shares Subscription Agreement. The Annual Rent has been determined upon arm’s length negotiations between the Company and Haikou Meilan with reference to the rental fee appraised by an independent valuer, Vigers Appraisal & Consulting Limited (the “**Valuer**”). As set out in the Letter from the Board, pursuant to the CAS21-Lease, the Group will recognise a right-of-use asset amounting to approximately RMB1,314 million (subject to the abovementioned potential adjustment to the rental fee) in its consolidated statement of financial position upon commencement of lease. In order to assess the fairness and reasonableness of the Annual Rent, we have obtained and reviewed the appendix to the Renewed Lease Agreement, being a list of the Leased Assets comprising (i) land; (ii) buildings; (iii) structure; (iv) construction-in-progress; and (v) facilities and equipment which, as mentioned in the Renewed Lease Agreement, are wholly-owned/legally used by the Parent Company. Set out below is a breakdown of the Annual Rent under the Renewed Lease Agreement based on our review on information provided by the Company.

	Annual Rent of the Leased Assets <i>(approximately RMB’ million)</i>
Land	183
Building	35
Structure	192
Construction-in-progress	2
Facilities & equipment	46
Total	458

In compliance with the requirements of Rule 13.80 of the Listing Rules, we have interviewed the Valuer, and noted that the Valuer has possessed sufficient qualifications and experience in valuing annual rents under lease agreements for listed companies in Hong Kong over the years. Meanwhile, we have reviewed the scope of services provided under the engagement of the Valuer and we noted that the scope of work is appropriate to the opinion given and, as confirmed by the Valuer during our enquiry, there were no limitations on the scope of work. We have also made inquiry on any current or prior relationship between the Valuer and the Group, Haikou Meilan and their core connected persons which the Valuer has confirmed their independence.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have reviewed the valuation report for the Annual Rent (the “**Valuation Report**”) and discussed with the Valuer on the Valuation Report and made enquiry on the Valuer’s valuation approaches on the Leased Assets. We noted that the Valuer adopted market approach on the Annual Rent of the land (the “**Land**”) and part of the buildings (i.e. dormitories and guesthouse) (the “**Dormitories**”) under the Leased Assets (the “**Land and Dormitories**”); and cost approach on the Annual Rent of the remaining Leased Assets (the “**Remaining Assets**”).

We understand that the Valuer has considered three generally accepted valuation approaches, namely market approach, income approach and cost approach: (i) the market approach measures the value of an asset through an analysis of recent sales or offerings of comparable property while sales and offering prices are adjusted for differences in key characteristics including location, physical condition, utility, development status and tenure of land use rights between the asset being appraised and the comparable assets; (ii) the income approach measures the value of an asset with reference to the present value of its future economic benefits such as project income after netting off expenses; and (iii) the cost approach measures the value of an asset by the cost to reproduce or replace it with comparable ones and adjusted based on key characteristics including site conditions, functionality, term, physical deterioration and depreciation.

According to the Valuer, income approach is generally applied in valuation of entity comprising various assets like buildings, facilities, intangible assets and operation expenses. Given the auxiliary nature of the Leased Assets, being land for airport uses, airport runways, security inspection assets, water and power supply assets, logistics and support assets, it is practically difficult to allocate income and expenses to each of the Leased Assets and thus income approach is not applicable to valuation of the Leased Assets and Annual Rent. Instead, market approach is the most appropriate for the Leased Assets if there are sales or offerings of comparable or same assets in the market and adjustments would be made in accordance with the physical conditions and status of use of the assets subject to valuation.

Having considered the rationale of the Valuer in choosing valuation approaches as mentioned above, in particular, (i) the availability of market transactions and offerings of airport and comparable lands and residential buildings in the PRC; and (ii) the parameters under income approach are difficult to be accurately estimated as the Land and Dormitories are not generating revenue independent of other assets in Meilan Airport, we consider the adoption of market approach, being a generally accepted valuation approach which takes into account the recent market conditions and similarity of use of the Land and Dormitories, to assess the Annual Rent of the Land and Dormitories by the Valuer is fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Remaining Assets are also of supporting use rather than directly generating income independently. Apart from that, the Valuer advised that market information on the rent of the Remaining Assets is unavailable. Due to the impracticability of market approach and income approach, the Valuer selected another common valuation approach, cost approach for valuation of the Annual Rent of the Remaining Assets. In view of the auxiliary use of the Remaining Assets in Meilan Airport and the lack of market comparable, we concur with the Valuer that both income approach and market approach are not applicable to assess the Annual Rent of the Remaining Assets. Given both market approach and income approach are not applicable and the details of the Remaining Assets, such as construction material, construction area, construction dates, dates of use, initial costs and net book values (“**Available Information**”), are recorded by the Company and known to the Valuer. Therefore, we concur with the Valuer that it is fair and reasonable to adopt cost approach in assessing the Annual Rent of the Remaining Assets where the Valuer will make reference to the construction costs or replacement costs of comparable assets taking into account the Available Information of the Remaining Assets.

After considering the reasons for adopting the above valuation methodologies and assumptions for valuing the Annual Rent of the Leased Assets by the Valuer, we are of the opinion that the valuation methodologies and the basis used are reasonable and acceptable in establishing the Annual Rent of the Leased Assets. Therefore, we did not cross-check the valuation of the Annual Rent using other methodologies. Nevertheless, (i) in respect of the Annual Rent of Land and Dormitories, we have further assessed its fairness and reasonableness by conducting independent search for alternative comparable offerings of land and residential property; and (ii) in respect of the Annual Rent of Remaining Assets, we have further assessed its fairness and reasonableness by assessing the rationale and calculation of rental yield and conducting independent search for alternative comparable rental yields, where applicable. For details of the above further analysis, please refer to the paragraphs headed “Analysis of the Annual Rent of the Land and Dormitories” and “Analysis of the Annual Rent of the Remaining Assets” in this letter.

In order to assess the fairness and reasonableness of any assumptions and calculation made in arriving the Annual Rent, we have obtained from the Valuer and reviewed lists of the Leased Assets (the “**Asset Lists**”) including (i) Land and Dormitories; (ii) buildings except for the Dormitories (the “**Building(s)**”) comprising mainly logistic centre, office, duty-free warehouse and electricity stations etc.; (iii) structures of the Leased Assets (the “**Structure(s)**”) comprising mainly runways, pathways, aprons and sewage infrastructure etc.; (iv) construction-in-progress (the “**CIP(s)**”); and (v) facilities & equipment of the Leased Assets (the “**F&E(s)**”) comprising mainly lighting system, power supply units, airplane parking system, communication system, security information system, panoramic video surveillance system, X-ray machines etc.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Analysis of the Annual Rent of the Land and Dormitories

For the valuation of the Annual Rent of the Land and Dormitories under the market approach, we have obtained the respective lists of recent offerings of industrial land comparable for the Land and residential property comparable for the Dormitories in 2025 based on, among others, their use and geographic proximity, and we concur with the Valuer that they are fair and representative for comparison to the Land and the Dormitories, respectively. We understood that the Annual Rent of the Land and Dormitories was calculated by multiplying the benchmark rents which were derived from rents of comparable (the “**Benchmark Rate(s)**”), with the areas of respective properties. We noted that adjustments were made on the rents of land comparable for differences in availability of utility, terrain condition and accessibility and made on the rents of residential property comparable for differences in interior decoration, age of building, equipment and facilities and property management service to determine the Benchmark Rates. As the Valuer explained that the adjustments were commonly made in valuation for similar land and residential property transactions and we understand that these adjustments serve to eliminate the material impacts from the dissimilarities in respect of the abovementioned characteristics, we consider these adjustments are reasonable. We have conducted independent search on publicly available sources to obtain the available information of alternative land comparable and residential property comparable in assessing the Benchmark Rates used by the Valuer to derive the Annual Rent of the Land and Dormitories. We selected 5 samples of rent offerings from industrial land parcels for assessment on the Benchmark Rate in respect of the Land, and 5 samples of rent offerings from residential buildings for the assessment on the Benchmark Rate in respect of the Dormitories, all located within 30 minutes’ driving time from Meilan Airport. For the Land, the Valuer used a Benchmark Rate of RMB2.45 per square metres per month. Our 5 samples for the Land showed rent offerings ranging from RMB2.13 per square metres per month to RMB3.65 per square metres per month, with an average of RMB2.68 per square metres per month. For the Dormitories, the Valuer applied a benchmark rate of RMB16.3 per square metre per month. Our 5 samples for the Dormitories showed rent offerings ranging from RMB11.78 per square metres per month to RMB25.8 per square metres per month, averaging RMB20.62 per square metres per month. Therefore, we noted that both Valuer’s Benchmark Rates in respect of the Land and Dormitories fall within their respective market ranges and below their respective averages. Furthermore, we have searched for the terms of lease of airport lands in the PRC announced by listed companies on the Stock Exchange, Shenzhen Stock Exchange and Shanghai Stock Exchange during 2025. We noted that the unit Annual Rent of the Lands per month per square metre falls at the lower end of the unit rents range among the announced unit rents in 2025. However, such leased airport lands, announced by various listed companies, are located in different regions with different economic conditions. Therefore, we concur with the view of the Valuer that the land comparable and residential property comparable are fair and representative samples for comparison.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Analysis of the Annual Rent of the Remaining Assets

For the valuation of the Annual Rent of the Buildings under the cost approach, we have obtained from the Valuer and reviewed the Asset Lists with details including assets, building dates, initial costs and the computation of the depreciated replacement costs of the Buildings by the Valuer with consideration of (i) current construction costs of similar type and scale of assets based on construction project benchmark of relevant/adjacent cities; and (ii) depreciation rates. We understand that the Valuer has categorised the Buildings according to their use such as office, warehouse, sewage treatment station, logistic centre, staff quarters, guesthouse etc. and applied different unit construction costs. As part of our due diligence, we have reviewed the composition of such construction costs and noted that they comprise costs of civil engineering, decoration, and installations etc. which are common and major costs in building and construction. We noted that the Valuer has made reference to the relevant benchmark/reference unit construction costs cited in the PRC government and related publications and quotation of similar construction projects in the market after their on-site inspection of the Buildings. Hence, we considered that the Valuer has taken into account the use of the Buildings, the scale of the Buildings and the relevant major construction and related costs when assessing the market values of the Buildings and their valuation fair and reasonable. We have further reviewed the calculation of the Annual Rate of the Buildings and noted that it is calculated by multiplying each depreciated replacement cost of assets under the Buildings and the discounted capitalisation rates. We were given to understand that discounted capitalisation rates were calculated by the Valuer based on a yield of comparable industrial properties in Haikou city of 5.0% per annum as adjusted in accordance with a standard formula with consideration of the remaining terms/useful lives of assets. As part of our due diligence, we have searched the unit asking rents per monthly and price offerings of industrial properties in Hainan Province as alternative comparable, particularly those areas around Haikou city and computed the market yield which is around 5.0% per annum. Given the Buildings comprise various assets with different building dates and useful lives, we consider the adoption of the discounted capitalisation rates would reflect the status of each assets under the Buildings in the Annual Rent and thus the calculation in the Annual Rent is fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

For the Annual Rent of the Structures under the cost approach, we have obtained from the Valuer and reviewed the Asset Lists with details including assets, construction dates, initial costs and the computation of the depreciated replacement costs of the Structures by the Valuer with consideration of (i) historical construction costs of the Structures; (ii) respective accumulated change of construction price based on the historical producer price index published by the National Bureau of Statistics of the PRC; and (iii) depreciation rates. We understand from the Valuer that given the nature of the Structures tailored for airport use and unavailability of detailed breakdown of construction works, it is impractical to assess the values of the Structures in the same way of the Buildings with market-derived construction cost benchmarks. Instead, the Valuer has assessed the values of the assets under the Structures based on their historical costs as adjusted with accumulated change of construction price level since their respective years of construction. Furthermore, the Valuer has made reference to the useful lives of the Structures in accordance with their respective natures, uses, structures, major raw materials and working environments, and in line with their common valuation practice and duration since construction/use when computing the depreciation rate. Hence, we considered the valuation fair and reasonable. We have further reviewed the calculation of the Annual Rent of the Structures and noted that it is calculated by multiplying values of each assets under the Structures and the respective discounted capitalisation rates. We understand that discounted capitalisation rates were calculated by the Valuer based on a rental yield of 2.95% per annum as adjusted in accordance with a standard formula with consideration of the remaining terms/useful lives of assets. As advised by the Valuer, the aforesaid 2.95% represents the interest rate of the syndicated loan for the expansion project of the Meilan Airport Phase II and thus a minimum required return rate of Haikou Meilan in relation to the lease to cover its relevant financing costs. We have also obtained and reviewed the syndicated loan agreement entered into by the Company and Haikou Meilan specifically for financing the expansion project of the Meilan Airport Phase II. We noted that the loan interest rate for the above syndicated loan agreement is determined by fifty-five (55) basis points lower than the Five-year LPR. We consider the capitalisation rate of 2.95% is reasonable taking account into the Five-year LPR of 3.5% released by The People's Bank of China in September 2025. Given the Structures are specifically for airport use and comprise various assets with different construction dates and useful lives, we consider the adoption of the discounted capitalisation would reflect the status of each assets under the Structures and thus the calculation in the Annual Rent is fair and reasonable.

For the Annual Rent of the CIPs under the cost approach, we have obtained from the Valuer and reviewed the Asset Lists with details including assets, construction progress, accumulated costs and the computation of the replacement costs of the CIPs by the Valuer with consideration of accumulated historical construction costs of the CIPs. We understand from the Valuer that given CIPs are assets not yet ready for operational use, it is appropriate to value them at their accumulated historical costs without applying depreciation rates, as they have not commenced utilisation. Hence, we considered the valuation fair and reasonable. We have further reviewed the calculation of the Annual Rent of the CIPs and noted that it is calculated by multiplying values of each assets under the CIPs and the respective discounted capitalisation rates. We understand that discounted capitalisation rates were calculated by the Valuer based on either (i) a rental yield of 2.95% per annum for CIPs with intended use of structures, or (ii) rental yield of 5.0% per annum for CIPs with intended use of buildings, as adjusted in accordance with a standard formula with consideration of the useful lives of assets. Given the CIPs comprise various assets with different intended uses and useful lives, we consider the adoption of the discounted capitalisation would reflect the status of each asset under the CIPs and thus the calculation in the Annual Rent is fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

For the Annual Rent of the F&E under the cost approach, we have obtained from the Valuer and reviewed the Asset Lists with details including assets, dates of use, initial costs and also the computation of the depreciated replacement costs of the F&Es by the Valuer with consideration of (i) historical construction/purchase costs of the F&Es; (ii) respective accumulated change of production price of industrial products; and (iii) depreciation rates. The Valuer has first computed the replacement costs of the F&Es by multiplying the historical construction/purchase costs of the F&Es and accumulated change of the Producer Price Index for Industrial Products over the period since construction/purchase as published by the National Bureau of Statistics of the PRC (except those F&E purchased in 2025 which the Valuer has simply adopted their carrying values and certain assets such as vehicles, information technology and electronic products which the Valuer has adopted significant discounts due to the technological change over time in line with their common valuation practice). Then the Valuer has applied depreciation rates based on the date of use and useful lives of the F&E with reference to similar machinery and equipment set out in a valuation manual published China Machine Press (supervised by State-owned Assets Supervision and Administration Commission of the State Council) and their on-site inspection to compute the depreciated replacement costs of the F&Es which we consider fair and reasonable. Given the specialty and age of the F&Es and lack of market comparable, we consider the valuation method conducted by the Valuer is acceptable. We have further reviewed the calculation of the Annual Rent of the F&Es and noted that it is calculated by multiplying values of each assets under the F&Es and the respective discounted capitalisation rates. We understand that discounted capitalisation rates were calculated by the Valuer based on a rental yield of 2.95% per annum as adjusted in accordance with a standard formula with consideration of the remaining terms/useful lives of assets. As discussed above for the Structures, the aforesaid 2.95% represents the interest rate of the syndicated loan for the expansion project of the Meilan Airport Phase II and thus a minimum required return rate of Haikou Meilan in relation to the lease to cover its relevant financing costs. Given the F&Es are specifically for airport use and comprise various assets with different deployment dates and useful lives, we consider the adoption of the discounted capitalisation rates would reflect the status of each of the F&Es in the Annual Rent and thus is fair and reasonable.

According to the Renewed Lease Agreement, in the event Haikou Meilan subscribes for the Subscription Shares with the Domestic Shares Subscription Assets as consideration during the term of the Renewed Lease Agreement, the lease of the relevant Domestic Shares Subscription Assets shall end on the date of completion of allotment of the Subscription Shares to Haikou Meilan (i.e. the date of registration of such Subscription Shares with China Securities Depository and Clearing Corporation Limited). Annual Rent in relation to the Domestic Shares Subscription Assets of approximately RMB63 million as valued by the Valuer will no longer be accrued after such registration. In that case, the Annual Rent will become approximately RMB395 million (subject to potential adjustment with a range of 5% due to change in the scope and subject matter of the Leased Assets) and we consider such deduction is fair and reasonable.

Additionally, according to the Renewed Lease Agreement, if the Operation Date of the CIPs falls after the Commencement Date, the corresponding rental fee of the CIPs shall only start accruing from the Operation Date. This arrangement ensures that the Company only pays rent for assets that are operational and generating value. We note that this provision reflects a fair allocation of costs based on actual asset utilisation, which we consider to be fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Given the Valuer has (i) considered the specific nature of Leased Assets when determining which valuation approaches to be applied; (ii) calculated the values of the Leased Assets to reflect the status of the Leased Assets; and (iii) assessed the market rent of the Leased Assets either with reference to market, if available, or minimum required return rate of Haikou Meilan to cover its relevant debt financing costs in relation to the expansion project of the Meilan Airport Phase II, we concur with the Valuer that the valuation approaches and methodologies are fair and reasonable. Taking into consideration the above arrangements regarding the Domestic Shares Subscription Assets and the CIPs and the analysis above in relation to valuation approaches and methodologies adopted by the Valuer, we are of the view that the Annual Rent is fair and reasonable, the Renewed Lease Agreement is on normal commercial terms and the entering into of the Renewed Lease Agreement is in the interests of the Shareholders and the Company as a whole.

4. Possible financial effects of entering into the Renewed Lease Agreement

According to the Letter from the Board, the entering into of the Renewed Lease Agreement will result in the recognition of right-of-use asset and lease liability of approximately RMB1,314 million of which RMB451 million representing present value of rental payments due within one year will be classified as current liabilities, with such amounts subject to potential subsequent rental adjustments under the Renewed Lease Agreement and possibly affected by Operation Date of the CIPs being later than the Commencement Date as well as Haikou Meilan's potential subscription under the Domestic Shares Subscription Agreement in relation to the relevant Domestic Shares Subscription Assets. The Group expects to recognise (i) monthly depreciation of the right-of-use asset of approximately RMB36.5 million on a straight-line basis over the lease term; and (ii) annual finance costs of approximately RMB33.1 million, RMB20.3 million and RMB7.2 million for the years ended 31 December 2026, 2027 and 2028, respectively, based on the incremental borrowing rate, both subject to the aforementioned potential adjustments. Following the completion of the Renewed Lease Agreement, all income generated from the Leased Assets will be attributed to the Group, and the Group will bear the corresponding operating costs.

5. Internal control measures within the Group

As advised by the Company, to ensure compliance with the Listing Rules, the Company will implement regular monitoring measures on the transaction amounts under the Renewed Lease Agreement to ensure that adjustments to the total rental fee under the Renewed Lease Agreement during the term of the Renewed Lease Agreement will be within the 5% threshold. As such, we are of the view that the Company has appropriate and effective internal control procedures to ensure the Renewed Lease Agreement to be conducted on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Having considered the above principal factors, we are of the opinion that the Renewed Lease Agreement is on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, as well as the entering into of the Renewed Lease Agreement is in the interests of the Company and the Shareholders as a whole. Furthermore, having considered that the primary function of the Group centers around airport operation and the Leased Assets form an essential component of its airport services in its daily airport operation, we are of the opinion that the transaction contemplated under the Renewed Lease Agreement is in the ordinary and usual course of business of the Group. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders, and we advise the Independent Shareholders, to vote in favour of the resolution in respect of the entering into of the Renewed Lease Agreement to be proposed at the EGM.

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.

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three years ended 31 December 2022, 2023 and 2024 and six months ended 30 June 2025 is disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.mlairport.com>) respectively:

- annual report of the Company for the year ended 31 December 2022 published on 24 April 2023 (pages 193 to 314)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0424/2023042400445.pdf>);

- annual report of the Company for the year ended 31 December 2023 published on 12 April 2024 (pages 185 to 304)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0412/2024041200619.pdf>);

- annual report of the Company for the year ended 31 December 2024 published on 14 April 2025 (pages 205 to 344)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0414/2025041400597.pdf>); and

- interim report of the Company for the six months ended 30 June 2025 published on 16 September 2025 (pages 48 to 108)

(<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0916/2025091600600.pdf>).

2. 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 supplemental circular, the Group had total indebtedness as follows:

	31 October 2025 <i>RMB'000</i>
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	<u>5,367,791</u>

(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, Haikou Meilan 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 Haikou Meilan.

(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 Haikou Meilan 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 normal course of business, as at the close of business on 31 October 2025, the Group did not have any debt securities, issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

The Directors are of the opinion that, taking into account the Group's available financial resources including internally generated cash flows and credit facilities, the Group has sufficient working capital for its present requirements, that is for at least 12 months from the date of publication of this supplemental circular, in the absence of unforeseeable circumstances.

The Company has received a confirmation letter from the Company's auditors confirming that (i) in their opinion, the above statement as to the sufficiency of working capital has been made by the Directors after due and careful enquiry; and (ii) the persons or institutions providing finance have confirmed in writing or by providing an agreement the existence of such facilities as of 31 October 2025 that are shown to be required by the Company's working capital forecast.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

For the year ended 31 December 2024, the Group recorded audited revenue of approximately RMB2,170.99 million and net loss attributable to shareholders of approximately RMB381.44 million. Loss per share amounted to RMB0.81. For the six months ended 30 June 2025, the Group recorded unaudited revenue of approximately RMB1,079.26 million and net loss attributable to shareholders of approximately RMB70.20 million. Loss per share amounted to RMB0.15.

In the first half of 2025, China's civil aviation industry adhered to the overarching principle of seeking progress while maintaining stability, fully and accurately implementing the new development concept in a comprehensive manner, and serving the construction of a new development pattern, firmly establishing the concept of safe development, actively serving the expansion of domestic demand and opening up to the outside world, effectively responding to external shocks, deepening reforms in key areas, and continuously improving operational efficiency and service quality. As a result, the civil aviation industry achieved new results in high-quality development. The whole industry exhibited the characteristics of "overall stability, rapid international growth, strong freight resilience, and increased efficiency and benefits". 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.

For the six months ended 30 June 2025, the Group's total revenue amounted to RMB1,079,263,016, representing a decrease of 6.09% as compared to the corresponding period of 2024; net loss after tax amounted to RMB62,307,669 (the corresponding period of 2024: net loss of RMB256,552,623). Net loss attributable to shareholders amounted to RMB70,202,444 (the corresponding period of 2024: net loss attributable to shareholders of loss per share of RMB248,045,330); loss per share amounted to RMB0.15 (the corresponding period of 2024: loss per share amounted to RMB0.52). The decrease in net loss was mainly due to the provision for compensation payable for an arbitration case (the "**Arbitration Case**") during the corresponding period of 2024. Excluding the impact of the Arbitration Case, the Group's net loss for the first half of 2025 increased by RMB78,555,038 as compared to the corresponding period last year, which are mainly due to: first, a decline in Meilan Airport's operational metrics, with aircraft takeoff and landing throughput and passenger throughput decreasing by 3.43% and 4.05% respectively year-on year, which led to aviation-related revenue decreasing by RMB28,033,365 year-on year; second, factors such as decline in passenger spending intentions resulted in a year-on-year decrease in non-aviation revenue of RMB41,980,874.

In the second half of 2025, despite ongoing external uncertainties and insufficient domestic effective demand, China will continue to adhere to the overall policy of seeking progress while maintaining stability, fully and accurately implementing the new development philosophy in a comprehensive manner, accelerating the construction of a new development pattern, coordinating domestic economic work with international trade struggles, further strengthening the domestic economic cycle, and using the certainty of high-quality development to address external uncertainties, thereby promoting the sustained, stable, and healthy development of the economy.

In the second half of 2025, the Group will seize the opportunities presented by the independent customs operation of the Hainan Free Trade Port and make every effort to build a regional aviation gateway hub facing "Two Oceans". Focusing on core businesses, we will optimise our flight route network layout, expand aviation passenger and cargo markets, cultivate new profit growth points, and advance safety ecosystem construction; simultaneously, we will lay a solid foundation and build momentum, closely monitor the progress of key projects, enhance international transit support capabilities, optimise strategic planning, and strengthen external cooperation; in terms of operational services, we will strive to improve service quality and operational efficiency while enhancing employee care; in terms of management, we will reduce burden and efficiency improvements, strengthen talent reserves and digitalisation initiatives, and implement a series of measures to drive high-quality development, thereby providing support for the construction of the Hainan Free Trade Port.

The following is the text of a valuation report prepared for the purpose of incorporation in this supplemental circular received from Vigers Appraisal and Consulting Limited, in connection with the rental valuation of the Leased Property held by the Company for owner-occupation purpose as at 30th September 2025.

Vigers Appraisal and Consulting Limited

General Practice Sector

27/F Standard Chartered Tower,
Millennium City 1, No. 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 Sirs,

In accordance with the instructions of Hainan Meilan International Airport Company Limited (海南美蘭國際空港股份有限公司) (referred to as the “**Company**”) for us to assess the market rent of the property held by Haikou Meilan International Airport Co., Ltd. (海口美蘭國際機場有限責任公司) (“**Haikou Meilan**”) in the People's Republic of China (“**PRC**”), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market rent of such property as at 30th September 2025 (“**Date of Valuation**”).

BASIS OF VALUE

Our valuation is our opinion of market rent of the property which is defined as intended to mean “the estimated amount for which a property would be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”. Our valuations 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 and the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (Main Board) published by “The Stock Exchange of Hong Kong Limited” (“**HKEx**”). The market rent of a property is also estimated without regard to costs of leasing, and without offset for any associated taxes.

APPROACH TO VALUE

In the courses of our valuation, we have adopted the market approach of the land portion of the property; a combination of the discounted capitalisation rate and depreciated replacement cost (“**DRC**”) approach in assessing the building portion, structure and equipment portion of the property. Based on the valuation results of the property, combined with the determination of the expected remaining land use right term of the property during the valuation of the property value, the lease term agreed by the lessor and the lessee, the payment terms of rent, the industry average income of the property and other factors are comprehensively determined.

The Leased Value of the Lands: The market approach is the most direct valuation method involving the fewest variables and assumptions. Therefore, if there are precedents, the market approach should be the first choice. There are many case records of similar land transactions within the same supply and demand range. Thus, the market approach is suitable for valuation. Adopted the market approach to assess the market rent of the leased value of the land. Select a certain number of land lease transactions with similar character and carefully weighed against all respective advantages and disadvantages of the property(ies) in order to arrive at the fair comparison of value.

The Leased Value of the Buildings: Given that the airport property, as an ancillary structure, has no comparable cases available. Adopted the depreciated replacement cost of the market value of the buildings; and then found the rental yield of the lease assets which take reference to the market, and then using the formula of the discounted capitalisation rate to arrive the lease value of the building.

The Leased Value of Structures and Equipment: Adopted the depreciated replacement cost of the market value of the Structures and Equipment; considered a rental yield from the relevant borrowing rate of the Phase II expansion project of Meilan Airport; based on the structure and use of the structure and equipment to calculate the occupied period of the structure and equipment and then using the formula of the discounted capitalisation rate to arrive the leased value of the Structures and Equipment.

The Leased value of Construction in Progress: Adopted the replacement cost method to assess the market value of construction in progress and then discounting it using the corresponding discounted capitalization rate.

TITLE INVESTIGATION

The property is located in the PRC, and we have been given extracted copy(ies) of relevant title document(s) for the property 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 regarding title(s) to and ownership of the property. For the purpose of our valuation(s), we have taken the opinion prepared by the Company into account, in particular title(s), ownership, encumbrances and so on of the property. While we have exercised our professional judgement in arriving at our valuation, 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' expended and to be expended, 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 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 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 and surrounding environment. 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 were covered, unexposed or inaccessible to us. We are therefore unable to report whether such part(s) of the property is free from any structural or non-structural defect.

VALUATION ASSUMPTION

In course of our valuation, unless otherwise stated or specified, we assumed that the property as a whole can be leased at the current market rent under the current conditions. Due to the uncertainty of the future conditions of the assets involved in the leasing, we assumed that:

- (1) The leased property can be used during the rental period;
- (2) The normal maintenance of the leased property during the rental period is borne by the lessee;
- (3) Rent is paid annually;
- (4) A fixed term of 3 years;
- (5) The market price of the leased related property does not change significantly during the rental period;
- (6) The rental income obtained by the lessor is the net rental income, such as the lessee bears the insurance premiums, normal maintenance costs and relevant taxes, etc; and
- (7) The determination of the rental price is stated on the relevant agreement between the lessor and the lessee.

We had carried out on-site inspection to the property and assumed that the property is in good repair and maintenance during the rental period and can be used properly.

No allowance has been made in our valuation for any charges, mortgage(s) or amount(s) owing on the property, nor for any expenses or taxation which may be incurred in effecting a letting. Unless otherwise stated, we have assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature which may serve to affect the rental value 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/are 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 has 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(s) that favours the cause of the vendor(s) or purchaser(s), the amount(s) of the value estimate, the attainment of a stipulated result, or occurrence of subsequent event(s); 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 core content of our 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

12 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 The Hong Kong Institute of Surveyors, and is suitably qualified for undertaking valuations relating to listing exercises.

PROPERTY VALUATION REPORT

Leased Property Held by Haikou Meilan for Owner-occupation Purpose

Leased Property	Description and Tenure	Occupancy Status	Market Rent per annum in Existing State as at the Date of Valuation
The lands, buildings, structures and equipment located within Haikou Meilan International Airport, Lingshan Town, Meilan District, Haikou City, Hainan Province, the PRC	The property comprises 31 parcels of land with a total site area of 6,340,424.21 square metres; 49 blocks completed after 1994 such as substation, dormitory, water supply stations with a total gross floor area of 214,292.40 square metres; and various structures including runway, taxiway, carport, warehouse and fence erected thereon. The total site area of the property is approximately 6,340,424.21 square meters, and all of them have obtained “Certificate of State-owned Land uses” (including three allocated lands with a total site area of 2,409,840.72 square meters). The total gross floor area of the property is approximately 214,292.40 square metres of which 53,376.88 square metres had been obtained “Real Estate Ownership Certificates”; 146,466.22 square metres had not been obtained “Real Estate Ownership Certificates”, but had been obtained “Construction Work Planning Permit”; whilst 14,449.30 square metres had not been obtained any title documents. The property is held under granted land-use rights to be expired on 25th May 2065, 26th March 2069, 25th April 2069 and 5th October 2069 for civil airport use. The property comprises Haikou Meilan International Airport Phase I and Phase II 1#, 2# and 3#, Airfield Runway, Terminal, Ground Handling and Terminal Services related equipment.	The property is occupied by Haikou Meilan for civil airport and ancillary facilities uses.	RMB458,360,000 (RENMINBI FOUR HUNDRED FIFTY EIGHT MILLION THREE HUNDRED SIXTY THOUSAND ONLY)

Notes

1. According to the title documents and property list provided by the Company, the property having the total site area of 6,340,424.21 sq.m. for civil airport or airport land use is vested in the name of Haikou Meilan with the detail below:

No.	Certificate No.	Location	Land Use	Site Area (square metres)	Land-Use Rights Expire Date
1	Haikou Shi Guoyong (2005) Di 001243 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	21,160.66	2069/4/25
2	Haikou Shi Guoyong (2005) Di 001244 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	42,000.09	2069/4/25
3	Haikou Shi Guoyong (2005) Di 001245 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	25,389.05	2069/4/25
4	Haikou Shi Guoyong (2005) Di 001246 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	3,974.00	2069/4/25
5	Haikou Shi Guoyong (2005) Di 001247 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	18,946.60	2069/4/25
6	Haikou Shi Guoyong (2005) Di 001248 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	49,098.93	2069/4/25
7	Haikou Shi Guoyong (2005) Di 001250 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	189,557.21	2069/4/25
8	Haikou Shi Guoyong (2005) Di 001251 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	24,171.31	2069/4/25
9	Haikou Shi Guoyong (2005) Di 001252 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	41,359.94	2069/4/25
10	Haikou Shi Guoyong (2005) Di 001253 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	108,737.53	2069/4/25
11	Haikou Shi Guoyong (2005) Di 001254 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	15,663.75	2069/4/25
12	Haikou Shi Guoyong (2005) Di 001255 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	10,732.18	2069/4/25
13	Haikou Shi Guoyong (2005) Di 001257 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	182,433.26	2069/4/25
14	Haikou Shi Guoyong (2005) Di 001259 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	34,948.79	2069/4/25
15	Haikou Shi Guoyong (2005) Di 001260 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	8,958.64	2069/4/25
16	Haikou Shi Guoyong (2005) Di 001261 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	261,070.31	2069/4/25
17	Haikou Shi Guoyong (2009) Di 003860 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	22,939.24	Allocated land-use
18	Haikou Shi Guoyong (2009) Di 009766 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	20,692.49	2069/3/26
19	Haikou Shi Guoyong (2009) Di 009767 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	141,208.95	2069/3/26
20	Haikou Shi Guoyong (2013) Di 010210 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	54,452.17	2069/4/25
21	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0266316 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	262,410.75	2069/4/25

No.	Certificate No.	Location	Land Use	Site Area (square metres)	Land-Use Rights Expire Date
22	Qiong (2017) Haikou Shi Bu Dong Chan Quan Di 0043690 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	161,315.80	2069/4/25
	Qiong (2018) Haikou Shi Bu Dong Chan Quan Di 0088305 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport		
23	Qiong (2018) Haikou Shi Bu Dong Chan Quan Di 0088307 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	5,534.75	2069/4/25
24	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0330067 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	164,027.66	2069/3/26
25	Qiong (2018) Haikou Shi Bu Dong Chan Quan Di 0088303 Hao	Lingshan Town, Meilan District, Haikou City	Civil Airport	130,151.33	2069/4/25
26	Qiong (2019) Haikou Shi Bu Dong Chan Quan Di 0170304 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	1,891,452.00	2065/5/25
	Qiong (2019) Haikou Shi Bu Dong Chan Quan Di 0170302 Hao	Lingshan Town, Meilan District, Haikou City			
27	Qiong (2020) Haikou Shi Bu Dong Chan Quan Di 0018828 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	8,820.69	2069/3/26
28	Qiong (2021) Haikou Shi Bu Dong Chan Quan Di 0031664 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	16,652.10	2069/10/5
29	Qiong (2021) Haikou Shi Bu Dong Chan Quan Di 0031665 Hao	Lingshan Town, Meilan District, Haikou City	Airport Land Use	35,662.55	2069/10/5
30	Qiong (2023) Haikou Shi Bu Dong Chan Quan Di 0009087 Hao	Haikou Meilan International Airport, Haikou City	Airport Land Use	5,693.3	Allocated land-use

No.	Certificate No.	Location	Land Use	Site Area (square metres)	Land-Use Rights Expire Date
31	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0336016 Hao				
	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0336017 Hao				
	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0336018 Hao				
	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0336019 Hao	Land in Phase II, Haikou Meilan International Airport	Airport Land Use	2,381,208.18	Allocated land-use
	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0336020 Hao				
	Qiong (2023) Haikou Shi Bu Dong Chan Quan Di 0051906 Hao				
	Qiong (2023) Haikou Shi Bu Dong Chan Quan Di 0070010 Hao				
Total				6,340,424.21	
2.	Pursuant to an “Approval of the Construction Land Use of Phase II Expansion Project from Ministry of Land and Resources” (Document No. Guo To Zi Han (2017) 129 dated 21st March 2017), the local government permitted the site area of 576.6524 hectares for the construction land use of Phase II expansion project through allocation.				
3.	Pursuant to a “Certificate of the Permission of the Construction Land Use Planning” (Document No. Di Zi Di 460100201700054 Hao dated 26th September 2017), the title owner is Haikou Meilan; the project name is Haikou Meilan International Airport Phase II expansion construction project; The nature of land use is airport land use; the site area is 5,721,056.68 square metres of which 2,381,208.18 square metres is included in our valuation assessment.				
4.	According to the “Real Estate Ownership Certificates” provided by the Company (No.: Qiong (2018) Shi Bu Dong Chan Quan Di 0088303 Hao), the area stated is 186,385.3 square meters. According to the “Agreement on Reclaiming State-owned Land Use Rights”, 56,233.97 square meters of the land has been legally reclaimed by the government. Therefore, the area for this valuation assessment is 130,151.33 square meters.				

5. According to the title documents and property list provided by the Company, the property having a total gross floor area of approximately 214,292.40 square metres of which 53,376.88 square metres had been obtained “Real Estate Ownership Certificates” for civil airport and facilities use is vested in the name of Haikou Meilan with the detail below:

No.	Location	Land Use	Gross Floor Area (square metres)	Certificate No.
1	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (East Lighting Substation)	Office	439.61	Qiong (2019) Haikou Shi Bu Dong Chan Quan Di 0170304 Hao
2	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (West Lighting Substation)	Office	795.96	Qiong (2019) Haikou Shi Bu Dong Chan Quan Di 0170302 Hao
3	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (No. 2 Sewage Treatment Station)	Office	42.38	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247953 Hao
4	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Function Zone No. 2 Substation)	Office	127.25	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247960 Hao
5	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Water Station)	Office	235.44	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247962 Hao
6	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Public Security Checkpoint Building)	Office	2,980.54	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247966 Hao
7	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Nos. 1-8 & 10 Pump Room)	Airfield Equipment	233.52	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247985 Hao
8	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Sewage Treatment Substation)	Office	136.26	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247975 Hao
9	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Environmental Station)	Office	755.79	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247977 Hao
10	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (10KV Switch Station)	Office	1,114.25	Qiong (2022) Haikou Shi Bu Dong Chan Quan Di 0330191 Hao
11	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (No. 1 Sewage Treatment Station)	Office	43.82	Qiong (2018) Haikou Shi Bu Dong Chan Quan Di 0088303 Hao
12	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Special Garage)	Office	3,476.81	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247971 Hao
13	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Equipment Centre)	Office	1,329.13	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247978 Hao
14	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Single Dormitory)	Office	3,605.26	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK247968 Hao

No.	Location	Land Use	Gross Floor Area (square metres)	Certificate No.
15	Meilan Airport, No. 259 Hai Yu Main Road, Lingshan Town, Haikou City (Armed Police Function Room)	Office	2,115.66	Qiong (2018) Haikou Shi Bu Dong Chan Quan Di 0088307 Hao
16	2# Single Dormitory, Haikou Meilan Airport Terminal Expansion Project, Lingshan Town, Meilan District, Haikou City	Civil Airport	4,951.58	Qiong (2017) Haikou Shi Bu Dong Chan Quan Di 0043688 Hao
17	No. 3 Building at No. 7 Meilan Airport 1 Street, Lingshan Town, Meilan District, Haikou City (No. 3 Dormitory)	Residential	14,763.16	Qiong (2018) Haikou Shi Bu Dong Chan Quan Di 0064772 Hao
18	No. 22 Building, HNA Haikou Base, Meilan Airport, Haikou City	Commercial/ Residential	4,717.09	Haikou Shi Fang Quan Zheng Hai Fang Zi Di HK243755 Hao
19	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Field Service Room	Civil Airport	1,593.62	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0030653 Hao
20	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Sewage Treatment Station (Dehydration Room)	Civil Airport	632.40	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0221294 Hao
21	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Sewage Treatment Station (Dosing Room and Disinfection Room)	Civil Airport	312.28	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0221296 Hao
22	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Sewage Treatment Station (Blower room)	Civil Airport	167.38	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0221293 Hao
23	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Sewage Treatment Station (Transformer and Distribution Room)	Civil Airport	176.25	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0221295 Hao
24	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Sewage Treatment Station (Composite Building)	Civil Airport	1,110.81	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0221285 Hao

No.	Location	Land Use	Gross Floor Area (square metres)	Certificate No.
25	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Sewage Treatment Station (Gatehouse)	Civil Airport	25.92	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0221286 Hao
26	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – 10KV Switch Station (Zone B)	Civil Airport	357.51	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0251438 Hao
27	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – 10KV Switch Station (Zone C)	Civil Airport	357.51	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0251437 Hao
28	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Terminal Building and Supporting Projects – Airport Service Area Office	Civil Airport	2,641.66	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0020742 Hao
29	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Terminal Building and Supporting Projects – Airport Service Area Living Building	Civil Airport	1,453.87	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0035753 Hao
30	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Water Station (Composite Building)	Civil Airport	508.95	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0166086 Hao
31	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Water Station (Pumping Station)	Civil Airport	603.77	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0166083 Hao
32	Haikou Meilan Airport Terminal Phase II Expansion Project, Lingshan Town, Meilan District, Haikou City – Vehicle Equipment Repair Center	Civil Airport	1,571.44	Qiong (2024) Haikou Shi Bu Dong Chan Quan Di 0020732 Hao
Total			53,376.88	

6. According to the title documents and property list provided by the Company, the property having the total gross floor area of approximately 214,292.40 square metres of which 146,466.22 square metres had not been obtained “Real Estate Ownership Certificates”, but had been obtained “Construction Work Planning Permit” is vested in the name of “Haikou Meilan” for civil airport and facilities use with the detail below:

No.	Item	Gross Floor Area (square metres)	Construction Work Planning Permit
1	Dormitory Building No. 5	8,997.28	
2	Dormitory Building No. 6	12,492.64	Jian Zi Di 465102202120114 Hao
3	Dormitory Building No. 7	8,997.28	Construction Work Planning Permit
4	Dormitory Building No. 8	8,994.75	Opinion
5	Dormitory Building No. 9	8,964.76	(No. 465102202520027)
6	Basement for Overnight Accommodation	17,768.61	
7	Haikou Meilan International Airport Phase II Expansion Project – First Aid Material Warehouse, Ambulance Shed	484.08	Jian Zi Di 460100201800119 Hao
8	Duty-Free Goods Warehouse	2,476.08	Jian Zi Di 460100201400120 Hao
9	Meilan Airport Dormitory No. 4	41,329.74	Jian Zi Di 460100201700119 Hao
10	Meilan Airport Cargo Area	35,961.00	Jian Zi Di 460100201700011 Hao
Total		146,466.22	

Note:

- (1) “Construction Work Planning Permit” (Document No. Jian Zi Di 465102202120114 Hao) is the Grand Planning Permit, and projects No. 1-6 are all included in this planning permit. The gross floor area is provided by Haikou Meilan, with a total gross floor area of 66,215.32 square meters.
- (2) “Construction Work Planning Permit” (Document No. Jian Zi Di 460100201700011 Hao) is the Grand Planning Permit, and the Meilan Airport Cargo Area is included in this planning permit. The gross floor area is recorded in the “Construction Work Planning Permit” (No. 460100201711160101), with a gross floor area of 35,961 square meters.
7. The Leased Value of the Lands – In our valuation, we have compared the asset with identical or comparable (that is similar) assets for which rent information is available. 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, located adjacent to the airport, within 30 kilometers. After conducting an analysis of such comparable cases and carefully weighing the respective merits and drawbacks of the property from all perspectives, we have arrived at a fair value comparison. Comparable cases are derived from on-site investigations and our internal database. Our valuation falls within these ranges.

Location of Comparable Properties	Land Use	Site Area (square metres)	Monthly Rent (RMB/square meter)
Meilan District, near the airport	Industrial	3,996.0	2.43
Jiangdong New Area	Industrial	13,333.4	2.81
Xiuying District	Industrial	5,200.0	2.88

This property has been adjusted for comparison with comparable properties in terms of transaction date, transaction details, regional factors, and individual factors. Regional factors include road grade, accessibility, ease of external transportation, environmental quality, public facilities, etc, and industrial clustering. Individual factors include land use, land use term, site area, site shape, development intensity, topography, and road access, etc. The general basis for adjustments is: if the property is similar to the comparable properties, no adjustment is needed; if the property is superior to the comparable properties, an upward adjustment will be made; conversely, if the property is inferior to the comparable properties, a downward adjustment will be made.

The main adjustments we made in our valuation include:

Parcel shape:	-1%-0%
Development intensity:	0%-2%
Road access:	0%-2%
Area:	-10%-0%

The unit monthly rent for each comparable properties has been individually adjusted to reflect its differences from this property in key aspects such as shape, development intensity, road access, and area. After appropriate adjustments, the three comparable properties were given equal weights, resulting in a unit monthly market rent of RMB2.45 per square meter, excluding land occupied by dormitories, etc. (the land occupied by dormitories, etc. is included in the overall assessment of the dormitories, etc.), the total monthly land rent is RMB15,265,191, and the annual rent is RMB18,382,295.

The Leased Value of the Buildings such as Dormitory Buildings, In our valuation, we compared the property with similar or comparable (i.e., comparable) properties for which rental data was available. 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, located adjacent to the airport, within 10 kilometers, and were similar in grade, scale, building structure, transportation, and supporting facilities. After conducting an analysis of such comparable cases and carefully weighing the respective merits and drawbacks of the property from all perspectives, we have arrived at a fair value comparison. Comparable properties were obtained from on-site investigations and our internal database. The unit prices of comparable properties ranged from approximately RMB12.7 to RMB24.65 per square meter per month, and our valuation falls within this range.

Location of Comparable Properties	Land Use	Gross Floor Area (square metres)	Monthly Unit Rent (RMB/square meter)
Lvdi Cheng Jun Yuan	Residential	106.46	20.67
Lvdi Dong Jun	Residential	75.00	17.33
Lvdi Dong Jun	Residential	115.00	12.70
Lvdi Cheng Jun Yuan	Residential	101.40	24.65
Lvdi Xi Yuan	Residential	110.00	16.00

Based on Dormitory Building No. 5, adjustments were made to the property's valuation compared to comparable properties in terms of transaction date, transaction details, regional factors, and individual factors. Regional factors included transportation, public facilities, and commercial activity. Individual factors included building structure, renovation condition, new or old condition, equipment and facilities, property management, and landscaping. The general basis for adjustments was: if the property was similar to the comparable properties, no adjustment was needed; if the property is superior to the comparable properties, an upward adjustment will be made; conversely, if the property is inferior to the comparable properties, a downward adjustment will be made.

The main adjustments we made in our valuation include:

Renovation condition: -15%to 10%

New or Old Condition: 1% to 4%

Equipment and facilities: 0% to 5%

Property management: -2% to -5%

The monthly unit rent for each comparable case was individually adjusted to reflect its differences from the property in key aspects such as renovation condition, new or old condition, equipment and facilities, and property management. After appropriate adjustments, the comparable properties were given equal weight, resulting in a monthly market rent of RMB16.3 per square meter for dormitory building No. 5. Other dormitory buildings were compared with this one in terms of decoration, age, etc., and the monthly rent for each dormitory was calculated to be RMB14.51-16.61 per square meter. The rent includes the land rent they occupy.

Ancillary facilities in buildings, we referenced the yields of comparable properties with similar characteristics and uses as the comparable cases for these ancillary premises. Since there are no comparables for airport-related facilities has been found, all the comparable properties used are industrial properties, such as factories, offices, and wastewater treatment plants. The yields of comparable properties ranged from approximately 4.7% to 5.5%. Our valuation falls within this ranges.

Location of Comparable Properties	Gross Floor Area (square metres)	Asking Price (RMB)	Monthly Rent (RMB/ square meter)	Yield (%)
Old Town Industrial Zone factory building	1,000	6,800,000	30,000	4.7
Old town factory building	5,000	25,000,000	120,000	5.1
High-tech factory building	10,000	50,000,000	260,000	5.5
Xiuying District (New) factory building	14,000	70,000,000	364,000	5.5
Longhua District factory building	6,000	30,000,000	144,000	5.1

The Leased Value of Structures and Equipment – we adopted 2.95% of the borrowing rate of Haikou Meilan International Airport Phase II Expansion Project as the yield of structures and Equipment.

8. 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 Table

Items	Valuation Area (square metres)	Market Rent per annum (RMB)
Phase I	Lands	3,959,216.03
	Buildings	194,540.37
	Structures	21,340,279
	Construction in progress	2,322,538
	Equipment	14,593,508
Phase II	Lands	2,381,208.18
	Buildings	19,752.03
	Structures	170,567,630
	Equipment	31,318,196
Total		458,364,355
Say		458,360,000
Including Domestic Shares Subscription Assets		62,827,131

1. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

2. DISCLOSURE OF INTERESTS**Director's Interest and Short Position**

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.

As at the Latest Practicable Date, none of the Directors and their respective associates had any interest in a business, which competes or may compete with the businesses of the Company or any other conflict of interests which any such person had or may have with the Company.

As at the Latest Practicable Date, none of the Directors had any material interest, directly or indirectly, in any asset which, since 31 December 2024, being the date to which the latest audited consolidated financial statements of the Group have been made up, had been acquired or disposed of by or leased to any member of the Group or was proposed to be acquired or disposed of by or leased to any member of the Group.

No contracts or arrangement of significance to which the Company, any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a Director had a material interest and which was significant to the Group's business, whether directly or indirectly, subsisted at the date of this supplemental circular.

Mr. Wang Hong, an executive Director, the chairman of the Board and president of the Company, has served as chairman of the board of directors and the legal representative of Haikou Meilan, Mr. Ren Kai, an executive Director and chief financial officer of the Company, has served as the chief financial officer of Haikou Meilan, Mr. Xing Zhoujin, an executive Director, has served as the secretary to the board of directors of Haikou Meilan, Mr. Wu Jian, a non-executive Director, has served as the vice president of Haikou Meilan, Mr. Li Zhiguo, a non-executive Director, has served as the vice president and a director of Haikou Meilan, and Mr. Wen Zhe, a non-executive Director, has served as the director of the airport safety committee office (安委辦) of Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司), respectively.

Save as disclosed above, as at the Latest Practicable Date, no other Director was a director or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Substantial Shareholders' Interests in Shares

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
Haikou Meilan International Airport Company Limited* (海口美蘭國際機場有限責任公司) (Note 1)	Beneficial owner	237,500,000 (L)	96.43%	50.19%
Hainan Airport Industrial Investment Co., Ltd.* (海南機場實業投資有限公司) (Note 1)	Interest of controlled corporations	237,500,000 (L)	96.43%	50.19%
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	Type of interests	Number of ordinary shares	Percentage to H shares issued	Percentage to total issued share capital
M&G Plc (<i>Note 2</i>)	Interest of controlled corporations	32,438,000(L)	14.30%	6.85%
M&G Investment Funds (1) (<i>Note 3</i>)	Beneficial owner	11,455,000(L)	5.05%	2.42%
HSBC Holdings plc (<i>Note 4</i>)	Interest of controlled corporations	9,078,000(L)	4.00%	1.92%
		9,078,000(S)	4.00%	1.92%
	Custodian (other than an exempt custodian interest)	3,703,000(L)	1.63%	0.78%
CITIC Securities Company Limited (<i>Note 5</i>)	Interest of controlled corporations	11,617,000(L)	5.12%	2.45%
		11,544,000(S)	5.09%	2.44%

Notes:

- Haikou Meilan is established in the PRC and is the controlling shareholder of the Company. According to the disclosure of interests filed on the website of the Stock Exchange, Hainan Development Holdings Co., Ltd.* (海南省發展控股有限公司) held 100% interests in Hainan Airport Group Co., Ltd.* (海南機場集團有限公司), Hainan Airport Group Co., Ltd. held 56.00% interests in Hainan Airport Industrial Investment Co., Ltd.* (海南機場實業投資有限公司) and 24.87% interests in Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司) (which was also controlled by Hainan Development Holdings Co., Ltd.), and Hainan Airport Industrial Investment Co., Ltd. held 46.71% interests in the Haikou Meilan. In addition, on 30 April 2025, Hainan Airport Infrastructure Co., Ltd. entered into a share purchase agreement with Haikou Meilan, pursuant to which, Hainan Airport Infrastructure Co., Ltd. has conditionally agreed to purchase, and Haikou Meilan has conditionally agreed to sell, 237,500,000 domestic shares held by it in the Company. Therefore, Hainan Development Holdings Co., Ltd., Hainan Airport Industrial Investment Co., Ltd. and Hainan Airport Infrastructure Co., Ltd. were deemed to be interested in the 237,500,000 domestic shares in long position of the Company.
- 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 held 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 4,422,000, 32,438,000, 28,016,000 and 32,438,000 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 holds 100% interests in HSBC Bank plc. Therefore, HSBC Holdings plc was deemed to be interested in 12,781,000 H shares of the Company in long position and 9,078,000 H shares of the Company in short position held by HSBC Bank plc.
5. According to the disclosure of interest filed on the website of the Stock Exchange, CITIC Securities Company Limited held 100% interest in CITIC Securities International Company Limited and CITIC Securities Asset Management Company Limited. CITIC Securities International Company Limited held 100% CSI Global Markets Holdings Limited, which in turn, held 100% interest in CITIC Securities International Capital Management Limited. Accordingly, CITIC Securities Company Limited was deemed to be interested in the 11,544,000 and 73,000 H Shares in long position held by CITIC Securities International Capital Management Limited and CITIC Securities Asset Management Company Limited respectively, and 11,544,000 H Shares in short position held by CITIC Securities International Capital Management Limited.
6. (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.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

4. MATERIAL ADVERSE CHANGES

Since 31 December 2024 (the date to which the latest audited financial statements of the Group were made up) and as at the Latest Practicable Date, save as disclosed in this supplemental circular, the Directors were not aware of any material adverse change in the financial position or trading position of the Group.

5. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

6. EXPERT AND CONSENT

The following is the qualifications of the experts who have given opinion or advice, which is contained in this supplemental circular:

Name	Qualifications
Octal Capital Limited	A licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Vigers Appraisal & Consulting Limited (“Vigers”)	Professional surveyor and valuer

Each of Octal Capital and Vigers has given and has not withdrawn its written consent to the issue of this supplemental circular with the inclusion of its opinion/letter/report and the reference to its name in the form and context in which it appears.

As at the Latest Practicable Date, each of Octal Capital and Vigers was not beneficially interested in the share capital of any member of the Group nor did it have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group nor did it have any interest, either direct or indirect, in any assets which have been, since the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group.

7. MISCELLANEOUS

- (a) The joint secretaries of the Company are Mr. Xing Zhoujin and Mr. Chen Yingjie. Mr. Xing Zhoujin, aged 60, an economist, has engaged in corporate governance of listed companies for years and participated in relevant trainings provided by securities regulatory authorities at home and abroad. Mr. Chen Yingjie, aged 38, is a senior economist certified by the Ministry of Human Resources and Social Security of the PRC, with qualification certificates of secretary for directorate issued by the Shenzhen Stock Exchange and the Shanghai Stock Exchange, respectively. He also holds a securities practitioner qualification certificate issued by the Securities Association of China and a fund practitioner qualification certificate issued by the Asset Management Association of China. He has been acting as the general manager of the department of investment and operation (Office of the Board) of the Company, assisting the chairman of the Board and Mr. Xing Zhoujin, the company secretary of the Company to manage the listing affairs of the Company.
- (b) The registered address of the Company is at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC.
- (c) The Hong Kong Branch 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, Wanchai, Hong Kong.

- (d) The English text of this supplemental circular and the revised form of proxy shall prevail over the Chinese text if there is any inconsistency.

8. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of the Group within two years immediately preceding the date of this supplemental circular and up to the Latest Practicable Date:

- (i) the agreements in relation to the New Loan, pursuant to which the lenders agreed to grant a loan to the Company and Haikou Meilan 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; and
- (ii) the new loan allocation agreement dated 31 December 2024 between the Company and Haikou Meilan, pursuant to which each of the Company and Haikou Meilan 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.

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be posted on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.mlairport.com>) for at least 14 days from the date of this supplemental circular:

- (a) the Existing Lease Agreement;
- (b) the Renewed Lease Agreement;
- (c) the letter from the Board, the text of which is set out on pages 7 to 21 of this supplemental circular;
- (d) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out on page 22 of this supplemental circular;
- (e) the letter from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages 23 to 40 of this supplemental circular;
- (f) the valuation report issued by the Valuer, the text of which is set out in Appendix II to this supplemental circular; and
- (g) the written consents referred to in the paragraph headed “Expert and Consent” in this Appendix.

SUPPLEMENTAL NOTICE OF THE EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

海南美蘭國際空港股份有限公司
Hainan Meilan International Airport Company Limited*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 357)

SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) dated 27 November 2025 (the “**First Notice**”), which sets out the time and venue of the EGM and contains the resolutions to be tabled before the EGM for shareholders’ approval. Unless the context otherwise requires, expressions used in this supplemental notice shall have the same meaning set out in the circular of the Company dated 27 November 2025 and the supplemental circular of the Company dated 12 December 2025.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held at 10:00 a.m. on Wednesday, 31 December 2025 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolution, in addition to the resolutions set out in the First Notice.

BY WAY OF ORDINARY RESOLUTION

2. To consider and approve the Renewed Lease Agreement and the transactions contemplated thereunder.

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

Hainan Province, the PRC

12 December 2025

As at the date of this supplemental notice, the Board comprises (i) three executive Directors, namely Mr. Wang Hong, Mr. Ren Kai and Mr. Xing Zhoujin; (ii) three non-executive Directors, namely Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wen Zhe; and (iii) three independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng and Ms. Liu Hongbin.

* For identification purposes only

SUPPLEMENTAL NOTICE OF THE EGM

Notes:

- (A) The Company's register of members will be closed from Thursday, 11 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which no transfer of shares will be registered. The Shareholders who are registered on Thursday, 11 December 2025, being the record date for the EGM, and their proxies will be entitled to attend the EGM, provided they present valid identity documents. In order to qualify for attending and voting at the EGM, shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the office of the secretary to the Board at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (for Domestic Shareholders), no later than 4:30 p.m. on Wednesday, 10 December 2025.
- (B) Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 11 December 2025 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (C) Each holder of H Shares who has the right to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Since the first form of proxy (the "**First Form of Proxy**") which was despatched to the Shareholders on 27 November 2025 and sent together with the First Notice does not contain the proposed resolution set out in this supplemental notice, a revised form of proxy (the "**Revised Form of Proxy**") has been prepared and is enclosed with the supplemental circular of the Company dated 12 December 2025 of which this supplemental notice forms part. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H Shares or duly signed by the chairman of its board of directors or by its authorised attorney. The Revised Form of Proxy, and if the Revised Form of Proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (E) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (C) and (D) also apply to holders of Domestic Shares, except that the Revised Form of Proxy or other documents of authority must be delivered to the office of the secretary to the Board, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC
Tel: (86-898) 6996 6999
Fax: (86-898) 6996 8999

- (F) If a proxy attends the EGM on behalf of a Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Share(s) attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person Share(s) appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.
- (G) If a Shareholder has not yet lodged the First Form of Proxy with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders), he/she is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxies to attend the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's H Share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders).

SUPPLEMENTAL NOTICE OF THE EGM

- (H) If a Shareholder has already lodged the First Form of Proxy with the Company's H Share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders), he/she should note that:
- (i) If the Revised Form of Proxy is not lodged with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders) before the closing time as mentioned in Notes (D) and (E) above or if it is incorrectly completed, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by him or her will be entitled to vote at the proxy's discretion or to abstain on any resolution properly put to the EGM other than those referred to in the Notice of EGM dated 27 November 2025 and the First Form of Proxy, including the newly added resolution as set out in this supplemental notice.
 - (ii) If he/she lodged the Revised Form of Proxy with the Company's H share registrar (for H Shareholders) or delivered to the office of the secretary to the Board (for Domestic Shareholders) before the closing time as mentioned in Notes (D) and (E) above, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by he/she provided that the Revised Form of Proxy is correctly completed.
- (I) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (J) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.
- (K) Please refer to the First Notice for details in respect of other resolutions to be passed at the EGM and other relevant matters.