

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, 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 joint announcement.

This joint announcement is for information purposes only and does not constitute, or form part of, an invitation or offer to acquire, purchase or subscribe for any securities of the Company, the H Share Offeror or the Domestic Share Offeror or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable laws.

This joint announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



**HAINAN AIRPORT
INFRASTRUCTURE
CO., LTD.**

**海南機場設施股份
有限公司**

*(a joint stock company incorporated in the People's
Republic of China with limited liability)*

(Stock Code: 600515.SH)

**HAINAN AIRPORT
INFRASTRUCTURE
(HONGKONG) LIMITED**

**海南機場設施(香港)
有限公司**

*(incorporated in Hong Kong
with limited liability)*

**HAINAN MEILAN
INTERNATIONAL AIRPORT
COMPANY LIMITED***

**海南美蘭國際空港股份
有限公司**

*(a joint stock company incorporated in the People's
Republic of China with limited liability)*

(Stock Code: 357)

JOINT ANNOUNCEMENT

**PARTIAL SATISFACTION OF THE CONDITIONS IN RELATION TO
(1) ACQUISITION OF APPROXIMATELY 50.19% SHAREHOLDING IN
HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED
BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.**

**(2) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER BY
HAINAN AIRPORT INFRASTRUCTURE CO., LTD.**

**TO ACQUIRE ALL OF THE DOMESTIC SHARES IN
HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE
ACQUIRED BY HAINAN AIRPORT INFRASTRUCTURE CO., LTD.)**

AND

**(3) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED**

**ON BEHALF OF HAINAN AIRPORT INFRASTRUCTURE (HONGKONG) LIMITED
TO ACQUIRE ALL OF THE H SHARES IN
HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED**

Financial adviser to the Offerors



Independent Financial Adviser to the Independent Board Committee



* For identification purpose only

Reference is made to (i) the joint announcement issued by the Offerors and the Company dated 30 April 2025 (the “**Rule 3.5 Joint Announcement**”) in relation to, among other things, the SPA and the Offers; (ii) the announcement issued by the Company dated 16 May 2025 in relation to the appointment of the Independent Financial Adviser; and (iii) the joint announcement issued by the Offerors and the Company dated 20 May 2025 in relation to the delay in despatch of the Composite Document. Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Rule 3.5 Joint Announcement.

PARTIAL SATISFACTION OF THE CONDITIONS

As stated in the Rule 3.5 Joint Announcement, the making of the Offers is subject to SPA Completion, which in turn is subject to satisfaction and/or waiver of the Conditions (where applicable).

As at the date of this joint announcement:

- (a) Condition (i) in relation to the Seller obtaining approval from its shareholders’ meeting in respect of the transactions contemplated thereunder; and
- (b) Condition (iii) in relation to the Domestic Share Offeror obtaining approval from the Hainan SASAC in respect of the transactions contemplated under the SPA and the Offers,

have been satisfied.

In addition, as stated in the Rule 3.5 Joint Announcement, Condition (iv) in relation to the Domestic Share Offeror obtaining the written consent of its financing bank or entry into loan agreements with its financing bank has already been satisfied. Conditions (ii), (v), (vi), (vii) and (viii) have yet to be fulfilled, and the Domestic Share Offeror has been working towards the satisfaction and/or waiver of the remaining Conditions.

Further announcement(s) will be jointly made by the Offerors and the Company in relation to the satisfaction of the Condition(s) and the despatch of the Composite Document as and when appropriate in compliance with the Takeovers Code.

WARNING: The making of the Offers is subject to SPA Completion which in turn is subject to satisfaction and/or waiver of the Conditions (where applicable). The Offers therefore may or may not be made. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

On behalf of the board
**Hainan Airport
Infrastructure Co., Ltd.**

Yang Xiaobin
Chairman

On behalf of the board
**Hainan Airport
Infrastructure (Hongkong)**

Limited
Zhou Peng
Director

On behalf of the Board
**Hainan Meilan
International Airport
Company Limited***
Wang Hong
Chairman and President

Hainan, the PRC
29 May 2025

As at the date of this joint announcement, the Directors of the Company are:

Executive Director:

Mr. WANG Hong (*Chairman and President*)

Mr. REN Kai (*Chief Financial Officer*)

Mr. XING Zhoujin

Non-executive Directors:

Mr. WU Jian

Mr. LI Zhiguo

Mr. WEN Zhe

Independent Non-executive Directors:

Mr. FUNG Ching, Simon

Mr. YE Zheng

Mr. DENG Tianlin

Ms. LIU Hongbin

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

As at the date of this joint announcement, the directors of the Domestic Share Offeror are Mr. YANG Xiaobin, Mr. FU Kui, Ms. FU Qili, Ms. SUI Tongtong, Mr. LIAO Hongyu, Mr. YANG Xiaoqiang, Dr. LIN Guangming, Dr. OUYANG Ling and Dr. TANG Yuejun. As at the date of this joint announcement, the sole director of the H Share Offeror is Mr. ZHOU Peng.

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