

*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) CO., LIMITED**

**海南機場設施(香港)  
有限公司**

*(incorporated in Hong Kong  
with limited liability)*

**HAINAN MEILAN  
INTERNATIONAL AIRPORT  
COMPANY LIMITED\***

**海南美蘭國際空港股份  
有限公司**

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

**(Stock Code: 357)**

**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) CO.,  
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; (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; and (iv) the joint announcement issued by the Offerors and the Company dated 29 May 2025 in relation to partial satisfaction of the Conditions (the “**May Update Announcement**”). 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, Condition (ii) in relation to the Domestic Share Offeror obtaining approval from its shareholders’ meeting in respect of the transactions contemplated under the SPA and the Offers has been satisfied.

In addition, as stated in the May Update Announcement:

- (a) Condition (i) in relation to the Seller obtaining approval from its shareholders’ meeting in respect of the transactions contemplated under the SPA;
- (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; and
- (c) 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,

have been satisfied.

Conditions (v), (vi), (vii) and (viii) have yet to be fulfilled, and the Domestic Share Offeror continues to work towards the satisfaction and/or waiver of such 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)  
Co., Limited**

**Zhou Peng**  
*Director*

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

Hainan, the PRC  
27 June 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.*