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**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)

**CHANGE OF PRESIDENT AND PROPOSED APPOINTMENT OF  
AN EXECUTIVE DIRECTOR;  
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS;  
AND PROPOSED CANCELLATION OF THE SUPERVISORY  
COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL  
MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD**

**CHANGE OF PRESIDENT AND PROPOSED APPOINTMENT OF AN EXECUTIVE  
DIRECTOR**

The Board hereby announces that with effect from 13 February 2026, Mr. Wang Hong (王宏先生), the chairman and president of the Company, has ceased to serve as the president of the Company, but he will continue to serve as the chairman of the Company.

The Board is also pleased to announce that Mr. Qiu Guoliang (邱國良先生) has been appointed as the president of the Company for a term commencing from 13 February 2026 and ending upon the expiry of the ninth session of the Board. Upon the expiry of his term of appointment, he shall be eligible for re-appointment. Further, subject to the approval by the Shareholders at the EGM, the Board also proposes to appoint him as an executive Director with effect from the date of the EGM.

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint each of Mr. Xiang Xiujin (項修金先生), Mr. Ya Zhihui (亞志慧先生) and Mr. Zhou Peng (周鵬先生) as a non-executive Director, respectively, with effect from the date of the EGM.

\* For identification purpose only

## **PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD**

The cancellation of the Supervisory Committee and the proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board are subject to the consideration and approval of the Shareholders by way of special resolutions at the EGM and (if required) the approval of the relevant competent authorities in the PRC.

### **CIRCULAR**

A circular containing, among other things, further information regarding the proposed appointment of Mr. Qiu as an executive Director and each of Mr. Xiang, Mr. Ya and Mr. Zhou as a non-executive Director, and the proposed cancellation of the Supervisory Committee and proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board, together with a notice to convene the EGM, will be despatched to the Shareholders as soon as possible.

## **CHANGE OF PRESIDENT AND PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR**

The Board announces that, with a view to establish a clear division of responsibilities of the management of the Board and the day-to-day management of business of the Company to ensure a balance of power and authority, with effect from 13 February 2026, Mr. Wang Hong (王宏先生) (“**Mr. Wang**”), the chairman and president of the Company, has ceased to serve as the president of the Company, but he will continue to serve as the chairman of the Company.

Mr. Wang has confirmed that he has no disagreement with the Board, and that there are no other matters relating to his resignation as the president that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board has confirmed that there is no other matter relating to Mr. Wang’s resignation as the president that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Wang for his valuable contribution to the Company during his tenure of office of the president of the Company.

The Board is also pleased to announce that Mr. Qiu Guoliang (邱國良先生) (“**Mr. Qiu**”) has been appointed as the president of the Company for a term commencing from 13 February 2026 and ending upon the expiry of the ninth session of the Board. Upon the expiry of his term of appointment, he shall be eligible for re-appointment. Further, subject to the approval by the Shareholders at the EGM, the Board also proposes to appoint Mr. Qiu as an executive Director with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Qiu are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Qiu Guoliang, aged 50, obtained a bachelor's degree from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in July 1997, majoring in air traffic management and dispatch. From December 1997 to October 2000, he successively served as the dispatcher and manager assistant of the flight planning office of the production operation centre of the flight affairs department of Hainan Airlines Holding Co., Ltd. (海南航空控股股份有限公司) ("Hainan Airlines", a company listed on the Shanghai Stock Exchange (the "SSE"), stock code: 600221). From October 2000 to April 2003, he successively served as the operation command office director of the production operation and support centre, deputy manager and director of operation dispatch control office, and supervising director of the production operation control department of Chang'an Airlines Co., Ltd. (長安航空有限責任公司). From January 2002 to December 2002, he served as the general manager assistant of the branch flight department of HNA Group. From April 2003 to March 2004, he successively served as the supervising director, deputy director and deputy manager of the dispatch control centre of the operation control department of Hainan Airlines. From March 2004 to June 2011, he successively served as the manager of the command centre and reform assistant of the management reform office, the assistant to the chief operating officer and the vice president of the Company. From June 2011 to February 2012, he served as the executive vice president of Sanya Airport. From February 2012 to April 2017, he successively served as the vice president of HNA Airport Group, the general manager of HNA Infrastructure Industry, the vice president of HNA Industry Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司), the vice president of Hainan International Tourism Island Development and Construction Group Co., Ltd. (海航國際旅遊島開發建設(集團)有限公司) and the chief security officer of HNA Infrastructure Industry. From April 2017 to August 2018, he also served the chairman of Tianjin Northern Petroleum Co. Ltd. (天津北方石油有限公司) and the operating president of Hy Energy Group Co., Ltd. (海越能源集團股份有限公司) ("Hy Energy") (a company formerly listed on the SSE and now delisted, stock code: 600387), respectively. From August 2018 to December 2020, he served as the operating president, president and chairman of Hy Energy. From December 2020 to August 2021, he served as the deputy general manager of Hainan Island Commercial Management Co., Ltd. (海南海島商業管理有限公司). From August 2021 to June 2022, he served as the vice president of Haikou Meilan. From March 2022 to April 2023, he served as a non-executive Director. Since December 2021, he has been serving as the chairman of Hainan Meiya Industrial Co., Ltd. (海南美亞實業有限公司). From June 2022 to September 2023, he also served as a member of the party committee of Haikou Meilan. He has also been serving as the president of Haikou Meilan since June 2022, and the deputy secretary of the party committee of Haikou Meilan since September 2023.

Mr. Qiu was subject to a series of regulatory actions relating to his roles at Hy Energy. On 24 June 2020, the Zhejiang Regulatory Bureau under the China Securities Regulatory Commission (the “**CSRC**”) issued a regulatory warning letter (Decision No. [2020]51) to Hy Energy, Mr. Qiu and other responsible persons as Hy Energy provided guarantees totaling RMB1.7308 billion to Hy Energy’s controlling shareholder and related parties without obtaining the required approvals and without making timely disclosure, in violation of the relevant provisions of the Measures for the Administration of Information Disclosure by Listed Companies (《上市公司信息披露管理办法》). Mr. Qiu served as the chairman and general manager of Hy Energy at the relevant time.

On 18 October 2022, the CSRC issued its Administrative Penalty Decision (Decision No. [2022] 58) against Hy Energy and various responsible individuals, including Mr. Qiu, confirming Hy Energy’s failure to disclose non-operating related-party transactions totaling RMB1.9827 billion, which violated the applicable PRC securities laws. Mr. Qiu, as the then chairman and general manager of Hy Energy, received a formal warning and a fine of RMB700,000. Subsequently, on 28 October 2022, in respect of (among others) the above non-compliance, the SSE issued Disciplinary Decision (Decision No. [2022]156) against Hy Energy and the relevant persons. Mr. Qiu, due to his capacity as the chairman and general manager, was publicly censured by the SSE.

Notwithstanding the incidents above, having considered that (i) Mr. Qiu was not prohibited by the CSRC to act as a director of listed companies in the PRC due to the incidents; (ii) Mr. Qiu had served different positions in the civil aviation industry such as airlines and airports for years and had extensive experience; after his resigned from the relevant positions in Hy Energy, Mr. Qiu successively served various management roles in Haikou Meilan such as the vice president and president and led Meilan Airport to receive a number of safety and operation awards; and (iii) it has been over three years since the incidents occurred, and Mr. Qiu has not been involved in any non-compliance since then, the Nomination Committee and the Board, after making a comprehensive assessment of Mr. Qiu’s character, previous compliance record, experience and integrity, as well as his professional management experience in Meilan Airport and the civil aviation industry, are of the view that Mr. Qiu is suitable to serve as the president and an executive Director of the Company in accordance with Rules 3.08 and 3.09 of the Listing Rules.

Save as disclosed above and as at the date of this announcement, Mr. Qiu (i) has not held any other directorships in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) is not interested in any shares of the Company as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Qiu as the president and an executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval by the Shareholders at the EGM, Mr. Qiu will be appointed as an executive Director for a term commencing on the grant of approval at the EGM and lasting until expiration of the ninth session of the Board and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules. Mr. Qiu will not receive director's remuneration, but he will be entitled to receive salary in respect of his position as the senior management of the Company.

The appointment of Mr. Qiu has been considered and approved by the Nomination Committee and the Board. In approving such appointment, the Nomination Committee has considered his past experience. The Nomination Committee is of the view that Mr. Qiu will bring to the Board his own perspective, skills and experience, as described in his biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Qiu can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, the Nomination Committee has considered his experience in the aviation and airport industry.

## **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint each of Mr. Xiang Xiujin (項修金先生) ("Mr. Xiang"), Mr. Ya Zhihui (亞志慧先生) ("Mr. Ya") and Mr. Zhou Peng (周鵬先生) ("Mr. Zhou") as a non-executive Director, respectively, with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Xiang, Mr. Ya and Mr. Zhou are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

## **Mr. Xiang**

Mr. Xiang Xiujin, aged 39, obtained a bachelor's degree from Central University of Finance and Economics (中央財經大學) in 2007, majoring in taxation. From July 2007 to November 2008, he worked at the planning and finance department of HNA Airport Holding (Group) Co., Ltd. (海航機場控股(集團)有限公司), responsible for post-loan management. From November 2008 to February 2012, he successively served as the head of equity investment, head of taxation and manager of the assets and taxation management office of the planning and finance department, and financing business manager of the finance and accounting department of the Haikou headquarter, of HNA Airport Group. From February 2012 to April 2015, he successively served as executive deputy general manager and general manager of the planning and finance department of Sanya Airport. From April 2015 to April 2018, he served as the deputy general manager of the planning and finance department of HNA Holding Group Co., Ltd. (海航實業集團有限公司). From April 2018 to November 2019, he served as the deputy general manager of the planning and finance department of HNA Logistics Group Co., Ltd. (海航物流集團有限公司). Since November 2019, he has been serving as the general manager of the planning and finance department of Hainan Airport Infrastructure.

## **Mr. Ya**

Mr. Ya Zihui, aged 40, obtained a master's degree from Tsinghua University (清華大學) in 2022, majoring in business administration. He is an international certified internal auditor. From July 2007 to June 2010, he served as an intermediate auditor of Du-Bang Property & Casualty Insurance Company Ltd. (都邦財產保險股份有限公司). From June 2010 to June 2016, he successively served as the senior auditor of the audit office, senior audit manager of the special audit office of the audit office, and manager of the audit affairs centre of the audit and legal department of HNA Group. From June 2016 to December 2021, he successively served as the general manager of the compliance and audit department, director of risk control, general manager of the risk control department and general manager of the compliance and legal department of Hainan Airport Infrastructure. From December 2021 to July 2024, he also successively served as the deputy general manager of the audit and legal department and deputy general manager of the audit department of Hainan Airport Infrastructure. Since April 2023, he has been serving as the general manager of the compliance and legal department of Sanya Airport. He has also been serving as the general manager of the audit department since July 2024 and employee director since October 2025 of Hainan Airport Infrastructure.

## Mr. Zhou

Mr. Zhou Peng, aged 41, obtained a master's degree from Zhongnan University of Economics and Law (中南財經政法大學) in 2011, majoring in industrial economics. From June 2011 to November 2011, he served as the business assistant of the investment development department of Daxinhua Terminal Management Co., Ltd. (大新華碼頭管理有限公司). From November 2011 to December 2012, he served as the business assistant of the marketing technique department of Puhang Leasing Co., Ltd. (浦航租賃有限公司). From January 2013 to June 2014, he served as the senior business manager of the third business division of Bohai Leasing Co., Ltd. (渤海租賃股份有限公司)(a company listed on the Shenzhen Stock Exchange, stock code: 000415). From June 2014 to November 2015, he served as the senior business manager of the third business division of Tianjin Bohai Leasing Co., Ltd. (天津渤海租賃有限公司). From December 2015 to April 2017, he served as the general manager of the second business division of Hengqin International Leasing Co., Ltd. (橫琴國際融資租賃有限公司). From April 2017 to November 2019, he served as a director and the business development and China affairs manager of Norway's SinOceanic Shipping AS. From November 2019 to December 2021, he served as the deputy general manager of the aviation and airport business subdivision of the planning and finance department of HNA Group. From December 2021 to March 2023, he served as the executive deputy general manager of the investment operation department of Hainan Airport Infrastructure. He has been the general manager of the investment operation department of Hainan Airport Infrastructure since March 2023 and a director of Hainan Airport Infrastructure (Hongkong) Co., Limited since January 2025.

Mr. Zhou served as a director of Swissport Holding International S.à.r.l. from October 2019 to September 2020, which is a limited liability company incorporated in Luxembourg on 7 July 2017, primarily engaging in airport ground operations and cargo handling. Since 2020, the company had implemented a scheme of arrangement concerning the relevant arrangement of conversion of debt into equity in the High Court of Justice, Chief Insolvency and Companies Court, London, and in November 2021, it obtained an order from the court, thereby completing the scheme of arrangement.

Save as disclosed above and as at the date of this announcement, each of Mr. Xiang, Mr. Ya and Mr. Zhou (i) has not held any other directorships in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) is not interested in any shares of the Company as defined in Part XV of the SFO. There is no information in relation to the appointment of each of Mr. Xiang, Mr. Ya and Mr. Zhou as a non-executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval by the Shareholders at the EGM, each of Mr. Xiang, Mr. Ya and Mr. Zhou will be appointed as a non-executive Director for a term commencing on the grant of approval at the EGM and lasting until expiration of the ninth session of the Board and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules. According to Mr. Xiang's, Mr. Ya's and Mr. Zhou's own will, each of them will not receive any director's fee from the Company.

The appointments of Mr. Xiang, Mr. Ya and Mr. Zhou have been considered and approved by the Nomination Committee and the Board. In approving such appointment, the Nomination Committee has considered their past experience. The Nomination Committee is of the view that each of Mr. Xiang, Mr. Ya and Mr. Zhou will bring to the Board his own perspective, skills and experience, as described in his biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Xiang, Mr. Ya and Mr. Zhou can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, the Nomination Committee has considered, in respect of Mr. Xiang, his experience in corporate financial management; in respect of Mr. Ya, his experience in internal audit, compliance management and risk control; and in respect of Mr. Zhou, his experience in corporate investment and financing.

### **PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD**

Pursuant to the relevant provisions of the new Company Law of the People's Republic of China (《中華人民共和國公司法》), in order to further improve the corporate governance structure and taking into account the actual situation of the Company, the Company proposes to make certain amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board. Such amendments includes the cancellation of the Supervisory Committee. In accordance with the provisions of the new Company Law of the People's Republic of China (《中華人民共和國公司法》) regarding the cancellation of the Supervisory Committee, and in consideration of the Company's actual circumstances, the Company will no longer establish the Supervisory Committee nor have Supervisors. The Audit Committee shall exercise the functions and powers of the Supervisory Committee as stipulated by laws and regulations, and the Articles of Association and other relevant rules will be amended accordingly. The Rules of Procedures of the Supervisory Committee and other corporate governance policies in relation to the Supervisory Committee will be simultaneously abolished after the amendments to the Articles of Association become effective, and the current Supervisors will no longer serve as Supervisors after the amendments to the Articles of Association become effective.

The Articles of Association and the proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board are written in Chinese without any official English version. The English version is for reference only. If there is any inconsistency between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail.

The cancellation of the Supervisory Committee and the proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board are subject to the consideration and approval of the Shareholders by way of special resolutions at the EGM and (if required) the approval of the relevant competent authorities in the PRC.

## **CIRCULAR**

A circular containing, among other things, further information regarding the proposed appointment of Mr. Qiu as an executive Director and each of Mr. Xiang, Mr. Ya and Mr. Zhou as a non-executive Director, and the proposed cancellation of the Supervisory Committee and proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board, together with a notice to convene the EGM, will be despatched to the Shareholders as soon as possible.

## **DEFINITIONS**

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	Hainan Meilan International Airport Company Limited* (海南美蘭國際空港股份有限公司), a joint stock company incorporated in the PRC with limited liability
“Director(s)”	the director(s) of the Company

“EGM”	the extraordinary general meeting to be convened by the Company for the purposes of considering and, if thought fit, approving, among other things, the proposed appointment of an executive Director and three non-executive Directors, and the proposed cancellation of the Supervisory Committee and proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board
“Haikou Meilan”	Haikou Meilan International Airport Co., Ltd. (海口美蘭國際機場有限責任公司)
“Hainan Airport Infrastructure”	Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司), formerly known as HNA Infrastructure Investment Group Co., Ltd. (海航基礎設施投資集團股份有限公司)
“HNA Airport Group”	HNA Airport Group Limited (海航機場集團有限公司)
“HNA Infrastructure Industry”	HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司)
“HNA Group”	HNA Group Company Limited (海航集團有限公司)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Rules of Procedures of General Meetings”	the rules of procedures of general meetings of the Shareholders of the Company

“Rules of Procedures of the Board”	the rules of procedures of the Board of the Company
“Rules of Procedures of the Supervisory Committee”	the rules of procedures of the Supervisory Committee of the Company
“Sanya Airport”	Sanya Phoenix International Airport Co., Ltd. (三亞鳳凰國際機場有限公司)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

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

Hainan Province, the PRC  
13 February 2026

*As at the date of this announcement, the Board comprises (i) two executive Directors, namely Mr. Wang Hong and Mr. Ren Kai; and (ii) four independent non-executive Directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng, Ms. Liu Hongbin and Ms. Tang Bi.*

\* For identification purpose only