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北京首都國際機場股份有限公司 Beijing Capital International Airport Co.,Ltd.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00694)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Beijing Capital International Airport Company Limited (the “**Company**”) will be held at 9:00 a.m. on Thursday, 27 June 2019 at the Conference Room, Room 112, the Office Building of the Company, No.9 Siwei Road, Capital Airport, Beijing, the People’s Republic of China (“**PRC**”) for the following purposes:

ORDINARY RESOLUTIONS

1. to consider and approve the report of the Board of Directors of the Company (the “**Board**”) for the year ended 31 December 2018;
2. to consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2018;
3. to consider and approve the audited Financial Statements and the Independent Auditor’s Report for the year ended 31 December 2018;
4. to consider and approve the profit appropriation proposal for the year ended 31 December 2018 (*Note i*); and
5. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, as the Company’s PRC and international auditors, respectively, for the year ending 31 December 2019 and the granting of the authorisation to the Board to determine their remuneration.

SPECIAL RESOLUTION

6. To consider and approve the proposed amendments to the articles of association of the Company (*Note ii*).

By Order of the Board of
Meng Xianwei
Secretary to the Board

3 May 2019
Beijing, the PRC

As at the date of this notice, the directors of the Company are:

Executive Directors: *Mr. Liu Xuesong, Mr. Han Zhiliang and Ms. Gao Lijia*

Non-executive Directors: *Mr. Gao Shiqing, Mr. Yao Yabo and Mr. Ma Zheng*

Independent Non-executive Directors: *Mr. Japhet Sebastian Law, Mr. Jiang Ruiming, Mr. Liu Guibin and Mr. Zhang Jiali*

An announcement containing details of the matter are available for viewing on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkex.com.hk> under “Latest Listed Companies Information”, the website of the Company at <http://www.bcia.com.cn> and the website of Irasia.com at <http://www.irasia.com/listco/hk/bcia>.

Notes:

- (i) The Board recommended the payment of a final dividend of RMB0.1623 per share for the year ended 31 December 2018, amounting to a total amount of approximately RMB702,903,000.

If the profit appropriation proposal is approved, dividends payable to the holders of domestic shares and domestic investors in H shares of the Company through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect shall be paid in RMB while dividends payable to the other holders of H shares of the Company (“**Other Holders of H Shares**”) shall be paid in Hong Kong dollar. The amount of Hong Kong dollar payable shall be calculated on the basis of the average of the middle rate of Renminbi to Hong Kong dollar as announced by the People’s Bank of China for the calendar week prior to the AGM.

If the profit appropriation proposal is approved, the Company will appoint Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited to pay final dividends to investors in H shares of the Company through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, respectively and pay the declared final dividend on Friday, 30 August 2019 for their payment.

If the profit appropriation proposal is approved, the Company will appoint Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) which will receive the final dividend declared from the Company on behalf of Other Holders of H Shares. The final dividend is expected to be paid by the Receiving Agent on Friday, 30 August 2019 and the dividend warrant is expected to be posted by the H share registrar of the Company, Hong Kong Registrars Limited, by ordinary mail to the holders of H shares who are entitled to receive the dividend at their own risk.

If the profit appropriation proposal is approved and in order to determine the shareholders’ entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 1 August 2019 to Tuesday, 6 August 2019 (both days inclusive) and no transfer of any H shares of the Company will be registered during such period. Holders of H shares whose names appear on the register of members of the Company on Tuesday, 6 August 2019 (the “**Record Date**”) are entitled to the distribution of final dividend for the year ended 31 December 2018. To ensure the eligibility of receiving the final dividend, holders of H shares are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Wednesday, 31 July 2019.

Pursuant to the “Enterprise Income Tax Law of the People’s Republic of China” and the “Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China”, both implemented in 2008, and the “Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H Shares” (No. 897 GSH [2008]) issued by China’s State Administration of Taxation on 6 November 2008, the Company is obliged to withhold and pay enterprise income tax at the rate of 10% when distributing the final dividend to the non-resident enterprise H share shareholders whose names appear on the register of members for H shares of the Company on the Record Date. For the holders of the H shares who are registered in the name of non-natural person registered shareholders (including HKSCC Nominees Limited, other corporate nominees, trustees, or other organisations or groups which shall be treated as “non-resident enterprise” shareholders) on the register of members for H shares of the Company on the Record Date, the Company will distribute the final dividend, after withholding and paying enterprise income tax of 10%. Based on the Company’s consultations with the relevant PRC tax authorities, for all natural persons whose names are registered on the register of members for H shares of the Company, being a foreign investment enterprise, on the Record Date, no income tax will be required to be withheld and paid by the Company.

Pursuant to the “Circular on Tax Policies Concerning the Pilot Programme of the Shanghai and Hong Kong Stock Market Trading Interconnection Mechanism” (Cai Shui [2014] No. 81) promulgated on 17 November 2014 and the “Circular on the Tax Policies Concerning the Pilot Programme of the Shenzhen and Hong Kong Stock Market Trading Interconnection Mechanism” (Cai Shui [2016] No. 127) promulgated on 15 November 2016 by the Ministry of Finance, the State Administration of Taxation and CSRC, the Company is obliged to withhold PRC personal income tax on behalf of domestic individual shareholders at a tax rate of 20% when the Company distributes the final dividends to individual investors who invest in the H shares via Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. Where individual investors have already paid foreign withholding taxes for such income, investors may apply to the competent tax authorities of China Securities Depository and Clearing Corporation Limited for foreign tax credit with valid tax withholding certificates. The Company is obliged to pay PRC personal income tax on behalf of Mainland securities investment funds investing in H shares through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect when the Company distributes the final dividends; and the Company will not withhold personal income tax on behalf of Mainland enterprise investors investing in H shares through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect when the Company distributes the final dividends. The Mainland enterprise investors shall report the income and make tax payment by themselves.

Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H shares of the Company in the PRC and in Hong Kong and other tax effects.

- (ii) For details of the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), please refer to the circular of the Company dated 3 May 2019.
- (iii) Any shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote at the AGM on his/her behalf in accordance with the Company’s Articles of Association. A proxy needs not be a shareholder of the Company.

If more than one proxy is appointed, such proxies may only exercise their voting right at poll.

- (iv) The instrument appointing a proxy must be in writing under the hand of his appointer or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by other person authorised by the appointer, the power of attorney or other authority must be notarially certified. If the appointer is a legal person, then the instrument shall be signed under a legal person seal or signed by its director or an attorney duly authorised in writing. To be valid, the notarially certified power of attorney or other documents of authorisation and the form of proxy must be delivered to the Company’s H share registrar: Hong Kong Registrars Limited at 17M Floor Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM.
- (v) Shareholders or their proxies shall produce their identity documents when attending the AGM.
- (vi) The register of members of the Company will be temporarily closed from Tuesday, 28 May 2019 to Thursday, 27 June 2019 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders of the Company whose names appear on the register of members of the Company on Thursday, 27 June 2019 are entitled to attend and vote at the AGM.

In order to qualify for the entitlement to attend and vote at the AGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the Company’s H share registrar, Hong Kong Registrars Limited at Shops 1712–1716, 17/F Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Monday, 27 May 2019.

- (vii) Holders of H shares of the Company who intend to attend the AGM are requested to deliver the reply slip to the Company’s H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (facsimile no.: 852–2865 0990), on or before Thursday, 6 June 2019. The reply slip may be delivered in person, by post or by facsimile.
- (viii) The AGM is expected to last for less than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.