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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION**

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

**If you have sold or transferred** all your shares in **BEIJING CAPITAL INTERNATIONAL AIRPORT CO., Ltd.**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF 2018 AGM**

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A letter from the Board of Beijing Capital International Airport Co., Ltd. (the “**Company**”) is set out on pages 1 to 3 of this circular.

The Company will convene the 2018 AGM 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, PRC. The notice convening the 2018 AGM is set out on pages 17 to 20 of this circular and the reply slip and proxy form are enclosed with this circular. Shareholders who wish to attend the 2018 AGM are required to return the reply slip in accordance with the instructions printed thereon as soon as possible and in any event not later than Thursday, 6 June 2019.

Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2018 AGM or at any adjourned meetings should you so wish.

3 May 2019

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## DEFINITIONS

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In this circular, the following expressions have the meaning set out below, unless otherwise indicated in the context:

“2018 AGM”	the 2018 annual general meeting of the Company to be convened 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, PRC, notice of which is set out on pages 17 to 20 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Beijing Capital International Airport Co., Ltd. (北京首都國際機場股份有限公司), a sino-foreign joint stock limited company incorporated in the PRC with limited liability, and the H Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“H Shares”	the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Latest Practicable Date”	26 April 2019, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association, details of which have been set out in the Appendix herein
“Shareholder(s)”	the holder(s) of share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Liu Xuesong  
Mr. Han Zhiliang  
Ms. Gao Lijia

*Registered office:*

Capital Airport, Beijing  
The PRC

*Non-executive Directors:*

Mr. Gao Shiqing  
Mr. Yao Yabo  
Mr. Ma Zheng

*Principal place of business in Hong Kong:*

21/F Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

*Independent Non-executive Directors:*

Mr. Japhet Sebastian Law  
Mr. Jiang Ruiming  
Mr. Liu Guibin  
Mr. Zhang Jiali

3 May 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2018 AGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 27 March 2019 in relation to the Proposed Amendments.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the 2018 AGM relating to, among other things, the Proposed Amendments.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of (i) the relevant requirements of the Notice of Accelerating the Inclusion of General Provisions into the Articles of Association of Central State-Owned Enterprises for Party Building (《關於加快推進中央企業黨建工作總體要求納入公司章程有關事項的通知》) (Guo Zi Dang Wei Dang Jian [2017] No. 1), the Certain Opinions on Upholding the Party's Leadership and Strengthening the Party's Construction in Deepening the Reforms of State-owned Enterprises (《關於在深化國有企業改革中堅持黨的領導加強黨的建設的若干意見》) (Zhong Ban Fa [2015] No. 44) and the Guiding Opinions on Deepening the Reforms of Departmental State-owned Enterprises Issued by the Civil Aviation Administration of China (《民航局關於深化局屬國有企業改革的指導意見》) (Min Hang Fa [2017] No. 52); and (ii) the relevant amendments to the Company Law of the People's Republic of China, the Board proposed to make certain amendments to the Articles of Association, in order to bring the Articles of Association in compliance with the aforesaid laws and regulations.

According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the general meeting of the Company. Further, the Proposed Amendments will become effective after the relevant procedures for the approval and/or registration or filing in the PRC have been completed. The special resolution relating to the Proposed Amendments will be proposed at the 2018 AGM.

The Company has received a confirmation from its Hong Kong legal adviser, Eversheds Sutherland, confirming that the Proposed Amendments are in compliance with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its PRC legal adviser, Dentons, confirming that the Proposed Amendments are in compliance with the applicable laws and regulations in the PRC. The Company has confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

For details of the Proposed Amendments, please refer to the Appendix to this circular.

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## LETTER FROM THE BOARD

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### 2018 AGM

A notice convening the 2018 AGM to be held at the Conference Room, Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, PRC at 9:00 a.m. on Thursday, 27 June 2019 is set out on pages 17 to 20 of this circular. A form of proxy for use at the 2018 AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, with the Company's H Share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time scheduled for holding the 2018 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

### RECOMMENDATION

The Board (including independent non-executive Directors) considers that the proposed resolutions set out in the notice of the 2018 AGM are in the interest of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favour of all the resolutions to be proposed at the 2018 AGM.

Yours faithfully,  
By Order of the Board of  
**Beijing Capital International Airport Co., Ltd.**  
**Meng Xianwei**  
*Secretary to the Board*

**APPENDIX      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Proposed Amendments are set out as follows:

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
	Chapter 1 General Principles	Chapter 1 General Principles
1.	There was no Article 10.	<p><b><u>Article 10</u></b> <b><u>In accordance with the requirements of the Constitution of the Communist Party of China (the “Party”), an organization of the Communist Party of China (the “Party Committee”) shall be established within the Company. The Party Committee shall play a leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient and competent staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</u></b></p> <p><i>Note:</i> The subsequent articles are re-numbered accordingly.</p>

**APPENDIX      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
	Chapter 4 Reduction of Capital and Repurchase of Shares	Chapter 4 Reduction of Capital and Repurchase of Shares
2.	Article 29 In the following circumstances, the Company may repurchase its issued and outstanding shares upon the adoption of resolutions following the procedures provided in these Articles of Association and submission to and approval of the relevant competent authorities of the State: to cancel shares for the purpose of reducing capital of the Company; to merge with other companies holding shares in the Company; other circumstances which are permitted by the laws and administrative regulations. The Company shall repurchase its issued and outstanding shares in accordance with the provisions of Articles 30 to 33 herein.	Article 30 In the following circumstances, the Company may repurchase its issued and outstanding shares upon the adoption of resolutions following the procedures provided in these Articles of Association and submission to and approval of the relevant competent authorities of the State: to cancel shares for the purpose of reducing capital of the Company; to merge with other companies holding shares in the Company; other circumstances which are permitted by the laws and administrative regulations. The Company shall repurchase its issued and outstanding shares in accordance with the provisions of Articles <del>30</del> <u>31</u> to <del>33</del> <u>34</u> herein.
	Chapter 5 Financial Assistance for the Acquisition of the Shares of the Company	Chapter 5 Financial Assistance for the Acquisition of the Shares of the Company
3.	Article 34  ...  This Article shall not apply to the circumstances stated in Article 36 in this Chapter:  ...	Article 35  ...  This Article shall not apply to the circumstances stated in Article <del>36</del> <u>37</u> in this Chapter:  ...
4.	Article 36 The following activities shall not be deemed to be prohibited by Article 34 of this Chapter:  ...	Article 37 The following activities shall not be deemed to be prohibited by Article <del>34</del> <u>35</u> of this Chapter:  ...

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
5.	<p>Article 47</p> <p>...</p> <p>Holders of domestic shares who have lost their share certificates may apply for the issue of new share certificate in accordance with Article 150 of the Company Law.</p> <p>...</p>	<p>Article 48</p> <p>...</p> <p>Holders of domestic shares who have lost their share certificates may apply for the issue of new share certificate in accordance with Article <del>150</del><u>143</u> of the Company Law.</p> <p>...</p>
	<p>Chapter 9 Special Procedures for the Voting of Class Shareholders</p>	<p>Chapter 9 Special Procedures for the Voting of Class Shareholders</p>
6.	<p>Article 87 The rights conferred on any class of shares may be varied or abrogated with the sanction of a special resolution passed at the shareholders’ general meeting and by holders of shares of the affected class passed at a separate general meeting of the holders of shares of the class convened in accordance with Articles 89 to Article 93 respectively.</p>	<p>Article 88 The rights conferred on any class of shares may be varied or abrogated with the sanction of a special resolution passed at the shareholders’ general meeting and by holders of shares of the affected class passed at a separate general meeting of the holders of shares of the class convened in accordance with Articles <del>89</del><u>90</u> to Article <del>93</del><u>94</u> respectively.</p>

**APPENDIX                      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
7.	<p>Article 89 The class shareholders so affected whether or not otherwise have voting rights at a shareholders’ general meeting, shall be entitled to vote at the class meeting involving matters provided in paragraphs (2) to (8) and (11) to (12) of Article 88, provided that any interested shareholders shall not be entitled to vote at that class meeting.</p> <p>The meaning of an “interested shareholder” as referred to in the preceding paragraph shall be as follows:</p> <p>(1) Where the Company has made a repurchase offer to all shareholders in the same proportion in accordance with the provisions of Article 30 of these Articles of Association or repurchases its shares on a stock exchange through open transactions, “interested shareholder” shall mean the controlling shareholder as defined in Article 54 of these Articles of Association;</p> <p>(2) Where the Company repurchases its shares by way of an agreement otherwise than on a stock exchange in accordance with the provisions of Article 30 of these Articles of Association, “interested shareholder” shall mean the shareholder to which the agreement relates;</p> <p>...</p>	<p>Article 90 The class shareholders so affected whether or not otherwise have voting rights at a shareholders’ general meeting, shall be entitled to vote at the class meeting involving matters provided in paragraphs (2) to (8) and (11) to (12) of Article <del>88</del><u>89</u>, provided that any interested shareholders shall not be entitled to vote at that class meeting.</p> <p>The meaning of an “interested shareholder” as referred to in the preceding paragraph shall be as follows:</p> <p>(1) Where the Company has made a repurchase offer to all shareholders in the same proportion in accordance with the provisions of Article <del>30</del><u>31</u> of these Articles of Association or repurchases its shares on a stock exchange through open transactions, “interested shareholder” shall mean the controlling shareholder as defined in Article <del>54</del><u>55</u> of these Articles of Association;</p> <p>(2) Where the Company repurchases its shares by way of an agreement otherwise than on a stock exchange in accordance with the provisions of Article <del>30</del><u>31</u> of these Articles of Association, “interested shareholder” shall mean the shareholder to which the agreement relates;</p> <p>...</p>

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
8.	Article 90 Resolution of a class meeting shall be passed by two-thirds or more of the shares with voting rights held by the class shareholders who, according to Article 89 are entitled to vote at that class meeting.	Article 91 Resolution of a class meeting shall be passed by two-thirds or more of the shares with voting rights held by the class shareholders who, according to Article <del>89</del> <u>90</u> are entitled to vote at that class meeting.
	Chapter 10 Board of Directors	Chapter 10 Party Committee  <i>Note:</i> This chapter is newly added. The subsequent chapters and articles are re-numbered accordingly.
9.	Nil	<b><u>Article 95 The Company shall establish the Party Committee. The Party Committee shall consist of one secretary, and the number of deputy secretaries and members of the Party Committee shall be determined in accordance with official approval and reply from the Party organizations of higher levels. The secretary, deputy secretary and members of the Party Committee shall be elected or appointed in accordance with the Constitution of the China Communist Party and related provisions. Eligible members of the Party Committee may serve as members of the board of directors, the supervisory committee and the management through legal procedures, while eligible Party members of the board of directors, the supervisory committee and management may also join the Party Committee pursuant to relevant provisions and procedures. Meanwhile, the disciplinary inspection committee shall be established in accordance with the provisions.</u></b>

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
10.	Nil	<p><b><u>Article 96 The Party Committee shall fulfil the following responsibilities in accordance with the Constitution of the Communist Party of China and other regulations as prescribed by the Party:</u></b></p> <p><b><u>(1) To ensure and supervise the Company’s implementation of the policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party organizations of higher levels.</u></b></p> <p><b><u>(2) To uphold the integration of the principle of the Party’s management of cadres with the lawful selection of the management by the board of directors, as well as the lawful exercise of the management’s power to select staff. The Party Committee shall consider the candidates nominated by the board of directors and the general manager and put forward opinions and suggestions, or recommend candidates to the board of directors and the general manager. The Party Committee shall evaluate candidates together with the board of directors, and put forward opinions and suggestions collectively.</u></b></p>

**APPENDIX      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

No.	Before the Proposed Amendments	After the Proposed Amendments (Proposed Amendments being underlined)
		<p>(3) <u>To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees’ interests, and provide comments and suggestions.</u></p> <p>(4) <u>To support the shareholders’ general meeting, the board of directors, the supervisory committee and the management in performing their duties in accordance with the law.</u></p> <p>(5) <u>To lead the Company’s ideological and political work, the united front work, the spiritual civilization construction, the corporate culture cultivation as well as the work of organisations such as the labor union and the Communist Youth League, as well as to support the employee representatives’ meeting in carrying out its work.</u></p> <p>(6) <u>To undertake the responsibility to comprehensively and strictly administer Party, and lead the construction of the Party’s conduct and its clean and honest administration, as well as to support the disciplinary inspection committee in earnestly performing its supervisory responsibilities.</u></p>

**APPENDIX          PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
11.	Nil	<b><u>Article 97</u></b> <b><u>The work of the Party organization and construction of the Party shall be carried out in accordance with the Constitution of the Communist Party of China as well as the other relevant provisions.</u></b>
	Chapter 10 Board of Directors	Chapter 11 Board of Directors
12.	<p>Article 96</p> <p>...</p> <p>Except for the directors’ resolutions in respect of the matters specified in items (6), (7) or (11) above which call for the approval of more than two-thirds or more of the directors, directors’ resolutions in respect of all other matters above may be passed by more than one half of the directors. Board resolutions in relation to connected transactions shall take effect only after the signing by the independent (non-executive) directors.</p>	<p>Article 100</p> <p>...</p> <p>Except for the directors’ resolutions in respect of the matters specified in items (6), (7) or (11) above which call for the approval of more than two-thirds or more of the directors, directors’ resolutions in respect of all other matters above may be passed by more than one half of the directors. <b><u>The board of directors shall seek opinions from the Party Committee before making decisions on the material issues of the Company.</u></b> Board resolutions in relation to connected transactions shall take effect only after the signing by the independent (non-executive) directors.</p>

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
13.	<p>Article 100 Notice of the meeting of the board of directors shall be served in the following manner:</p> <p>...</p> <p>(2) Unless otherwise specified in Article 99, where the time and place of the meeting of the board of directors have not been fixed by the board of directors in advance, notice of the meeting of the board of directors specifying the time and place of the meeting shall be given by the chairman to the directors by telex, telegraph, facsimile, express courier service, registered mail or by hand at least ten days (but not more than thirty days) before the meeting.</p> <p>...</p>	<p>Article 104 Notice of the meeting of the board of directors shall be served in the following manner:</p> <p>...</p> <p>(2) Unless otherwise specified in Article <u>99</u><del>103</del>, where the time and place of the meeting of the board of directors have not been fixed by the board of directors in advance, notice of the meeting of the board of directors specifying the time and place of the meeting shall be given by the chairman to the directors by telex, telegraph, facsimile, express courier service, registered mail or by hand at least ten days (but not more than thirty days) before the meeting.</p> <p>...</p>

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
14.	<p>Article 101 All such major and important matters which require the approval of the board of directors shall be notified to all executive directors and external directors within the prescribed time limit under Article 100, sufficient information shall be supplied and the stipulated requirements in relation to the conduct of such procedures shall be strictly adhered to. Directors may request the provision of supplemental materials. When more than one-fourth of directors or more than two external directors are of the view that the materials are not sufficient or the submission is inaccurate, they may jointly propose to postpone the meeting of the board of directors or to postpone the discussion of certain matters in the meeting of the board of directors, and the board of directors shall so adopt.</p> <p>...</p>	<p>Article 105 All such major and important matters which require the approval of the board of directors shall be notified to all executive directors and external directors within the prescribed time limit under Article <del>100</del><u>104</u>, sufficient information shall be supplied and the stipulated requirements in relation to the conduct of such procedures shall be strictly adhered to. Directors may request the provision of supplemental materials. When more than one-fourth of directors or more than two external directors are of the view that the materials are not sufficient or the submission is inaccurate, they may jointly propose to postpone the meeting of the board of directors or to postpone the discussion of certain matters in the meeting of the board of directors, and the board of directors shall so adopt.</p> <p>...</p>
15.	<p>Article 102 The quorum of the meeting of the board of directors shall be more than one-half of the directors (including those directors who have been appointed in writing by other directors to attend the meeting on their behalf under Article 103 of these Articles of Association). Each director shall have one vote. Resolutions of the meeting of the board of directors shall be passed by a simple majority of all the directors. In case of an equality of votes, the chairman shall have a second vote.</p> <p>...</p>	<p>Article 106 The quorum of the meeting of the board of directors shall be more than one-half of the directors (including those directors who have been appointed in writing by other directors to attend the meeting on their behalf under Article <del>103</del><u>107</u> of these Articles of Association). Each director shall have one vote. Resolutions of the meeting of the board of directors shall be passed by a simple majority of all the directors. In case of an equality of votes, the chairman shall have a second vote.</p> <p>...</p>

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
	Chapter 14 Qualifications and Obligations of the Directors, Supervisors, Managers and Other Senior Management Officers of the Company	Chapter 15 Qualifications and Obligations of the Directors, Supervisors, Managers and Other Senior Management Officers of the Company
16.	Article 132 Except as provided in Article 53 of these Articles of Association, a director, supervisor, manager or other senior management officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of the shareholders' general meeting.	Article 136 Except as provided in Article <del>53</del> <u>54</u> of these Articles of Association, a director, supervisor, manager or other senior management officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of the shareholders' general meeting.
17.	Article 138 A guarantee provided by the Company in breach of Article 136(1) shall be unenforceable against the Company except that:  ...	Article 142 A guarantee provided by the Company in breach of Article <del>136</del> <u>140</u> (1) shall be unenforceable against the Company except that:  ...

**APPENDIX            PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
18.	<p>Article 142 There shall be a provision in a contract made between the Company and a director or supervisor in respect of their remunerations that the director or the supervisor shall, with the prior approval of the shareholders’ general meeting, be entitled to payment by way of compensation for loss of office or as consideration for his retirement from office in connection with the takeover of the Company. A takeover of the Company referred above shall mean any of the following:</p> <p>...</p> <p>(2) an offer of takeover made by any person with a view to the offer or becoming the controlling shareholder. The definition of “controlling shareholder” shall be the same as the one defined in Article 54 of these Articles.</p> <p>...</p>	<p>Article 146 There shall be a provision in a contract made between the Company and a director or supervisor in respect of their remunerations that the director or the supervisor shall, with the prior approval of the shareholders’ general meeting, be entitled to payment by way of compensation for loss of office or as consideration for his retirement from office in connection with the takeover of the Company. A takeover of the Company referred above shall mean any of the following:</p> <p>...</p> <p>(2) an offer of takeover made by any person with a view to the offer or becoming the controlling shareholder. The definition of “controlling shareholder” shall be the same as the one defined in Article <del>54</del><u>55</u> of these Articles.</p> <p>...</p>

**APPENDIX      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before the Proposed Amendments</b>	<b>After the Proposed Amendments (Proposed Amendments being underlined)</b>
	Chapter 19 Trade Union Organization	Chapter 20 Trade Union Organization
19.	<p>Article 175 The staff and workers of the Company shall have the right to establish a trade union and organize trade union activities in accordance with the Trade Union Law of the People’s Republic of China. The activities of the trade union shall be conducted after normal working hours unless otherwise required by the board of directors.</p> <p>The Company shall allocate 2 per cent of the total amount of wages paid to the staff and workers to the trade union fund every month. Such funds shall be used by the trade union of the Company in accordance with the Measures for the Management of Trade Union Funds formulated by the All China Federation of Trade Unions.</p>	<p>Article 179 <del>The staff and workers of the Company shall have the right to establish a trade union and organize trade union activities</del>  <u><b>A trade union shall be established and trade union activities shall be organized to safeguard the legitimate rights and interests of staff and workers and provide the trade union with necessary conditions for its activities</b></u> in accordance with the Trade Union Law of the People’s Republic of China. The activities of the trade union shall be conducted after normal working hours unless otherwise required by the board of directors.</p> <p>The Company shall allocate 2 per cent of the total amount of wages paid to the staff and workers <del>to</del><u>as</u> the trade union funds every month. Such funds shall be used by the trade union of the Company in accordance with the Measures for the Management of Trade Union Funds formulated by the All China Federation of Trade Unions.</p>

Save for the above proposed amendments to the Articles of Association, the other chapters and articles of the Articles of Association remain unchanged.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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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.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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### 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

*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.

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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.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (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.

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*