

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Beijing Capital International Airport Company Limited (the "Company") will be held at 10:00 a.m. on Thursday, 2 June 2005 at the Conference Room, Room 408, the Office Building of the Company, 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 for the year ended 31 December 2004;
2. to consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2004;
3. to consider and approve the Audited Financial Statements and the Auditors' Report for the year ended 31 December 2004;
4. to consider and approve the Profit Appropriation Proposal for the year ended 31 December 2004;
5. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company. and PricewaterhouseCoopers, respectively, as the Company's PRC and international auditors for the year ended 31 December 2005 and the granting of the authorisation to the Board of Directors of the Company to determine their remuneration;
6. to consider and approve the election of the members of the third Board of Directors of the Company, with Mr. Wang Zhanbin and Mr. Wang Jiadong as executive directors of the Company, Mr. Chen Guoxing, Mr. Zheng Hui, Mr. Gao Shiqing and Mr. Dominique. Pannier as non- executive directors of the Company, and Mr. Long Tao, Mr. Moses Cheng Mo Chi and Mr. Kwong Che Keung, Gordon as independent non-executive directors of the Company, and the granting of the authorisation to the Board of Directors of the Company to determine their remuneration thereof. The term of the third Board of Directors will be effective from the conclusion of this meeting until the date of the annual general meeting of the Company for the year of 2008 (the details of the relevant candidate are disclosed in Note ix) ;
7. to consider and approve the granting of the authorisation to the Board of Directors of the Company to arrange for service contracts and/or appointment letters to be entered into by the Company with or issued by the Company to all the newly elected executive directors and non-executive directors, respectively, upon such terms and conditions as the Board of Directors shall think fit, and to do all such acts and things to effect such matters;

8. to consider and approve the election of the members of the third Supervisory Committee with Mr. Wang Zuoyi as the Supervisor representing the shareholders, Ms. Li Xiaomei as the Supervisor representing the Staff, and Mr. Han Xiaojing and Mr. Xia Zhidong as external Supervisors, and the granting of the authorisation to the Supervisory Committee to determine their remuneration thereof. The term of the third Supervisory Committee will be effective from the conclusion of this meeting until the date of the annual general meeting of the Company for the year of 2008 (the details of the relevant candidates are disclosed in Note xi) ; and
9. to authorise the Board of Directors to issue appointment letters to all the newly elected supervisors upon such terms and conditions as the Board of Directors of the Company thinks fit , and to do all such acts and things to effect such matters.

By order of Directors
Wang Zhanbin
Chairman

Beijing, the PRC
22 March 2005

As at the date of this Announcement, the Board comprises of Mr. Wang Zhanbin and Mr. Wang Jiadong as executive directors, Mr. Dominique Pannier, Mr. Chen Guoxing, Mr. Zheng Hui and Mr. Wang Zengyi as non-executive directors, and Mr. Long Tao, Mr. Moses Cheng Mo Chi and Mr. Kwong Che Keung, Gordon as independent non-executive directors.

Notes:

- (i) Any shareholder entitled to attend and vote at the above mentioned meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Company's Articles of Association. A proxy need not be a shareholder of the Company.

If more than one proxy is appointed, such proxies may only exercise their voting right at poll.
- (ii) 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 notorially 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 notorially certified power of attorney or other documents of authorisation and the form of proxy must be delivered to the Company's H share Registrars : Hong Kong Registrars Limited at Room 1901-1905, 19F., Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time appointed for the holding of the meeting.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the meeting.

- (iv) The register of members of the Company will be temporarily closed from Friday, 29 April 2005 to Thursday, 2 June 2005 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders of the Company whose names appear on the register of members of the Company at close of business on Thursday, 28 April 2005 are entitled to attend and vote at the meeting.

In order to qualify for the final dividend mentioned above and entitlements to attend and vote at the meeting, 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 Registrars : Hong Kong Registrars Limited at or before 4:00 p.m. on Thursday, 28 April 2005. The address of the Registrars : Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (v) Shareholders who intend to attend the meeting are requested to deliver the reply slip to the Company at the Capital Airport, Beijing, the PRC, on or before Friday, 13 May 2005. The reply slip may be delivered in person, by post or by facsimile (Facsimile No. : (8610) 64545346).
- (vi) The final dividend for the year ended 31 December 2004 is expected to be paid on or before Thursday, 30 June 2005 to the shareholders whose names appear on the register of members on Thursday, 5 May 2005.
- (vii) The Annual General Meeting is expected to last for less than half a day. Shareholders or their proxies attending the Annual General Meeting shall be responsible for their own traveling and accommodation expenses.
- (viii) Concerning items 6 and 7 of this notice, the term of office for all the existing directors will expire at the forthcoming annual general meeting. The service contracts and/or appointment letters entered into with the existing executive directors and non-executive directors, respectively will terminate upon the expiry of their respective terms of office. Accordingly, approval is sought from shareholders to renew the directors' appointment, to determine the remuneration of the directors and to authorise the Board of Directors to arrange for new service contracts and/or appointment letters to be entered into by the Company with or issued by the Company to the newly elected executive directors and non-executive directors, respectively. The term of the directors service will be effective from the conclusion of the annual general meeting until the date of the annual general meeting of the Company for the year of 2008.
- (ix) The relevant particulars of the proposed new director, Mr. Gao Shiqing, are as follows. The relevant particulars of the proposed directors for reelection are from page 18 to page 20 of the 2004 annual report of the Company.

Mr. Gao Shiqing, 43. Mr. Gao graduated from Beijing University of Aeronautics & Astronautics with a master degree in aviation engineering. From August 1983 to July 2004, Mr. Gao was engaged in planning & science department, planning, development & finance department as deputy chief in CAAC. From July 2004, he has been the assistant of general manager of the Parent Company. Mr. Gao did not hold any directorship in any listed public companies in the last three years.

Save and except for his relationship with the Company and the Parent Company as stated above, Mr. Gao does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Gao has no interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Gao will be issued an appointment letter by with the Company which will take effect from his appointment.

- (x) Concerning items 8 and 9 of this notice, the term of office for all the existing supervisors shall expire at the forthcoming annual general meeting. The appointment letters issued to the existing supervisors representing the shareholders and representing the staff respectively will terminate upon the expiry of the term of office for the supervisors. Accordingly, approval is sought from shareholders to renew the appointment of the supervisor representing the shareholders and the external supervisors. The supervisor representing the staff shall be elected through democratic election by the staff of the Company. Approval is also sought from shareholders to authorise the Board of Directors to issue new appointment letters to the newly elected supervisors. The term of the supervisors' service will be effective from the conclusion of the annual general meeting until the date of the annual general meeting of the Company for the year of 2008.
- (xi) The resume of the renominated supervisors is on page 20 of the 2004 annual report of the Company.