

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, 8 June 2006 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 (the "Board") for the year ended 31 December 2005;
- 2 to consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2005;
- 3 to consider and approve the Audited Financial Statements and the Auditors' Report for the year ended 31 December 2005;
- 4 to consider and approve the Profit Appropriation Proposal and the relevant declaration and payment of a final dividends for the year ended 31 December 2005;
- 5 to consider and approve the election of Mr. Wang Tiefeng (the details of Mr. Wang Tiefeng are disclosed in Note viii) as an executive director of the Company until the date of annual general meeting of the Company for the year ended 31 Decemeber 2008, the date of expiry of the Board for the third term, and to authorize the Board to determine his remuneration and enter into the service contract between the Company and Mr. Wang;
- 6 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 2006 and the granting of the authorisation to the Board to determine their remuneration.

SPECIAL RESOLUTION

7 to consider and, if thought fit, approve the following resolution as a special resolution:

“THAT:

- (a) subject to paragraphs (c) and (d) below, and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company Law of the PRC, and other applicable rules and regulations (in each case as amended from time to time), a general unconditional mandate be and is hereby granted at the annual general meeting to the Board of Directors to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot and issue new shares on such terms and conditions the Board of Directors may determine and that, in the exercise of their power to allot and issue shares, the authority of the Board of Directors shall include (without limitation):
 - (i) the determination of the class and number of shares to be issued;
 - (ii) the determination of the issue price of the new shares;
 - (iii) the determination of the opening and closing dates of the new issue;
 - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
 - (v) the determination of the use of proceeds of the new issue;
 - (vi) to make or grant offers, agreements and options which might require the exercise of such powers, and;
 - (vii) in the event of prohibitions or requirements of overseas laws or regulation or for some other reasons as the Board of Directors may consider expedient and, in the case of an invitation to subscribe for or allotment of shares to the shareholders of the Company, the exclusion of shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region;

- (b) the authority granted to the Board of Directors under paragraph (a) above shall include authorization to the Board of Directors during the Relevant Period to make and grant offers, agreements and options which might require the shares subject thereto to be allotted and issued after the expiry of the Relevant Period;
- (c) the aggregate number of domestic shares and overseas listed foreign shares to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the Board of Directors pursuant to the authority granted under paragraph (a) above (excluding any shares allotted pursuant to the arrangement for the transfer of the statutory accumulation fund into capital in accordance with the Company Law of the PRC or the Articles of Association of the Company) shall not exceed 20% of the respective aggregate amount of the issued domestic shares and overseas listed foreign shares of the Company at the date of the passing this Resolution;
- (d) the Board of Directors shall exercise the authority granted under paragraph (a) above (i) in accordance with the Company Law of the PRC, other applicable rules and regulations, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (in each case as amended from time to time) and (ii) subject to the approval of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of;

 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the 12-month period following the passing of this Resolution; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a shareholders’ general meeting;
- (f) upon the exercise by the Board of Directors of the authority granted under paragraph (a) above having been approved by relevant authorities and in accordance with the Company Law of the PRC and other applicable rules and regulations, the Company’s registered share capital be increased by an amount corresponding to the amount of the relevant shares allotted pursuant to the exercise of the authority granted under paragraph (a) above;

- (g) subject to the allotment and issue of new shares pursuant to the exercise of the authority granted under paragraph (a) above having been approved by relevant authorities and in accordance with the Company Law of the PRC and all other applicable rules and regulations, the Board of Directors be and is hereby authorized to amend as they may deem appropriate and necessary relevant articles of the Articles of Association of the Company to reflect the change in the share capital structure of the Company resulting from the allotment and issue of new shares pursuant to the exercise of the authority granted under paragraph (a) to allot and issue new shares.

By order of the Board
Wang Zhanbin
Chairman

Beijing, the PRC,
21 April, 2006

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

Note:

- 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 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 Registrars: Hong Kong Registrars Limited at 46/F., 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 Tuesday, 9 May 2006 to Thursday, 8 June 2006 (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 Monday, 8 May 2006 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 Monday, 8 May 2006. The address of the Company's H share 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, 19 May 2006. The reply slip may be delivered in person, by post or by facsimile (Facsimile No. : (8610) 64545350).
- vi) The final dividend for the year ended 31 December 2005 is expected to be paid on or before Friday, 14 July 2006 to the shareholders whose names appear on the register of members on Monday, 15 May 2006.
- 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) The relevant particulars of the proposed new director, Mr. Wang Tiefeng are as follows.

Mr. Wang Tiefeng, 40, was appointed a finance supervisor of the Company in February 2006. He was postdoctoral of Jilin University, Doctor of Finance of Management College of University Maastricht in Holland. Mr. Wang Tiefeng has acted as Financial Advisor, Assistant General Manager, Director of Capital Operation Administration Office of Capital Airports Holding Company (the controlled shareholder of the Company), Executive President of Goldstate Securities Co., Ltd. , Administrative Vice President of China Nationality Securities Co., Ltd. consecutively since Jan. of 2004. From the end of 1998 to Feb. 2004, Mr. Wang consecutively took up the posts of the leading official of the "Bao Steel Security Listing Team" of Bao Steel Group, Vice President of United Securities Co., Ltd, Vice President of Huabao Trust Investment Co., Ltd, and Professor and Director of Financial Research Center of Shanghai National Accounting Institute. Mr. Wang did not hold any directorship in any listed public companies in the last three years.

Other than being an executive director of the Company, Mr. Wang has not held any position with the Company or any of its subsidiaries. He is not connected with any director, supervisor, senior management or substantial or controlling shareholder of the Company. As at the date of this notice, Mr. Wang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In relation to the appointment of Mr. Wang as an executive director of the Company, there is no other information that is disclosable pursuant to any of the requirements of Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

- ix) The purpose of proposed Resolution 7 is to seek approval from the shareholders in the annual general meeting to grant a mandate to the Board of Directors to allot and issue new shares subject to the applicable laws, rules and regulations.