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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)

**SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to the Notice of Extraordinary General Meeting (the “**EGM**”) of Beijing Capital International Airport Co., Ltd. (the “**Company**”) dated 31 October 2014 (the “**EGM Notice**”).

After the date of the EGM Notice, the board of directors of the Company (the “**Board**”) received from its controlling shareholder, Capital Airports Holding Company (the “**Parent Company**”) , a proposal letter for adding additional resolutions for the consideration and approval by the shareholders of the Company (the “**Shareholders**”) at the EGM.

According to the articles of association of the Company, any shareholder holding 5% or more voting rights of the Company is entitled to propose new resolutions to be passed at the EGM.

As a result, the following resolutions shall be added to the EGM Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM of the Company will be held at 9:00 a.m. on Thursday, 18 December 2014 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**”) to pass the following additional resolutions:

### **ORDINARY RESOLUTIONS**

4. To consider and approve the appointment of Mr. Ma Zheng as a non-executive director of the Company;

### **SPECIAL RESOLUTION**

1. (i) To consider and approve, the issue of short-term debenture of the Company (the “Short-term Debenture”) with particulars set out as follows:

Place of issue:	the inter-bank bond market in the PRC
Size of issue:	accumulative outstanding balance of principle amount of not more than RMB6 billion
Target of issue:	Qualified institutional investors in the inter-bank bond market in the PRC
Mode of issue:	to be issued in one or multiple tranches in accordance with the market conditions and the capital needs of the Company
Interest rate:	to be determined by way of book building or other means as recognised by other laws and regulations and the competent department at the time of issue in accordance with the market conditions, and expected to be not higher than the benchmark interest rate for loan as published by the People's Bank of China in the corresponding period
Use of proceeds:	intended to be used for repaying due debts, supplementing working capital or other purposes which are in compliance with laws and regulations

Way of underwriting: the balance will be underwritten by the underwriter, an independent third party of the Company

Conditions : the issue of the Short-term Debenture is subject to (a) the approval by the Shareholders at the EGM; and (b) the completion of registration of the Short-term Debenture by the Company at National Association of Financial Market Institutional Investors and the acceptance notice of the registration being obtained

Term: within one year after the date of issue

Validity period of resolution: from the date of approval at the EGM to the date expiry of the effective period of registration of the Short-term Debenture

- (ii) To consider and approve the grant of general and unconditional authorization to any two executive Directors to determine and deal with the relevant matters relating to the Short-term Debenture, including but not limited to:
- (1) to determine the terms of the issue of the Short-term Debenture, including but not limited to the amount, interest rate, term, rating, guarantee, whether to issue in tranches, whether to set conditions for redemption or repurchase, whether to set option for adjustment of coupon rate, use of proceeds, etc.;
  - (2) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging the underwriting institutions, credit rating authority and legal counsel;
  - (3) to undergo all necessary negotiations, and to amend and execute all relevant agreements and other necessary documents (including but not limited to the applications for approval of the issuance of the Short-term Debenture, registration report, prospectus, underwriting agreement, all announcements and documents for necessary disclosures);

- (4) to apply for all necessary approvals and make all necessary registrations and filings in connection with the Short-term Debenture, including but not limited to submitting application documents to the relevant regulatory authorities in the PRC in relation to the issue of the Short-term Debenture, obtaining approvals from the relevant regulatory authorities in the PRC (if necessary) and making necessary amendments to the proposal on the issue of the Short-term Debenture in accordance with any change in laws and regulations and in response to any request from the relevant regulatory authorities in the PRC; and
- (5) to take all necessary actions and deal with or make decisions on all matters relevant to the issue of the Short-term Debenture, including but not limited to executing all necessary documents and making relevant information disclosure according to applicable laws.

By the order of the Board

**Shu Yong**

*Secretary to the Board*

21 November 2014

Beijing, the PRC

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

*Executive Directors:* *Mr. Liu Xuesong, Mr. Shi Boli and Ms. Gao Lijia*

*Non-executive Directors:* *Mr. Yao Yabo, Mr. Zhang Musheng and Mr. Cheng Chi Ming, Brian*

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

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

*Notes:*

- (1) Save as the additional resolutions and other information as set out in this Supplemental Notice of EGM, all the information set out in the EGM Notice remains unchanged. Please refer to the circular of the Company dated 21 November 2014 for details of the short-term debenture and the profile of the candidate of the non-executive director.
  
- (2) A supplemental proxy form for use at the EGM (the “**Supplemental Proxy Form**”) is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company. The Supplemental Proxy Form shall supersede and replace the proxy form enclosed with the EGM Notice dated 31 October 2014 (the “**Previous Proxy Form**”) and that the Previous Proxy Form shall be invalid. Shareholders who have signed and returned the Previous Proxy Form should complete and return the Supplemental Proxy Form in accordance with the instructions provided in this Supplemental Notice of EGM. Completion and return of the Supplemental Proxy Form will not preclude a shareholder from attending and voting at the EGM in person.