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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)

ANNOUNCEMENT
CONNECTED TRANSACTIONS

Z3 AND Z18 TAXIWAYS CONSTRUCTION ENGINEERING AGREEMENT

The Board announces that on 23 October 2013, the Company and BCAC entered into the Z3 and Z18 Taxiways Construction Engineering Agreement in relation to the taxiway reconstruction of Z3 and Z18 taxiways of the Beijing Airport.

F NORTH VACATION RUNWAYS CONSTRUCTION ENGINEERING AGREEMENT

The Board announces that on 23 October 2013, the Company and BCAC entered into the F North Vacation Runways Construction Engineering Agreement in relation to the taxiway reconstruction of the northern section of slide F, W5, W6, W8 and W9 vacation runways of the Beijing Airport.

LISTING RULES IMPLICATIONS

The Parent Company is the controlling shareholder of the Company as at the date of this announcement. BCAC is a subsidiary of CACC, which is a wholly-owned subsidiary of the Parent Company. BCAC is therefore a connected person of the Company. Accordingly, the transactions contemplated under the Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the Agreements when aggregated with the transactions under the Previous Agreements is more than 0.1% but less than 5%, the transactions contemplated under the Agreements are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement of the Company under Chapter 14A of the Listing Rules.

A. Z3 AND Z18 TAXIWAYS CONSTRUCTION ENGINEERING AGREEMENT

Date

23 October 2013

Parties

- (1) the Company; and
- (2) BCAC.

Term

The term of the Z3 and Z18 Taxiways Construction Engineering Agreement is for a term of 140 days commencing from the work commencement date as instructed by the supervisor, which shall be within 5 days from the date of entering into the Z3 and Z18 Taxiways Construction Engineering Agreement.

Scope of Z3 and Z18 Taxiways Construction Engineering Services

Pursuant to the Z3 and Z18 Taxiways Construction Engineering Agreement, BCAC agreed to provide the Z3 and Z18 Taxiways Construction Engineering Services to the Company in relation to the taxiway reconstruction of Z3 and Z18 taxiways of the Beijing Airport, such services include but not limited to the following:

- (i) completion of all taxiway widening and resurfacing work of Z3 and Z18 taxiways of the Beijing Airport in accordance with the terms stipulated in the Z3 and Z18 Taxiways Construction Engineering Agreement and instructions given by the supervisor (who is appointed by the Company) of the project;
- (ii) supply of labour, raw materials, construction equipment and other relevant materials for carrying out the Z3 and Z18 Taxiways Construction Engineering Services;
- (iii) taking responsibility for the completeness and safety of the construction work and construction methods;
- (iv) submission of construction drawing design or design of engineering support in accordance with the scope of work and work schedule stipulated in the Z3 and Z18 Taxiways Construction Engineering Agreement;
- (v) ensuring the safety of the construction work, workers, raw materials, and equipment;
- (vi) implementation of environmental protection work at the construction site and its surrounding area;
- (vii) avoidance of risks and damages caused by the construction to the public and other third parties;
- (viii) provision of necessary support in respect of other works in relation to the construction project at the construction site and its surrounding area for other people's convenience;
- (ix) implementation of measures to protect finished products and be liable for the corresponding expenses;

- (x) regular contact with relevant quality inspection government departments during the course of construction and allowing their quality inspection if necessary;
- (xi) provision of cleaning services to the construction site; and
- (xii) provision of other services under the Z3 and Z18 Taxiways Construction Engineering Agreement.

Consideration and Payment

The consideration payable by the Company in respect of the provision of the Z3 and Z18 Taxiways Construction Engineering Services by BCAC is preliminarily estimated to be RMB60,035,668, which includes raw material costs, facility usage fee, labour costs, management fee and anticipated level of reasonable profit. Further, such consideration does not exceed the budget amount for the project estimated by the Company after taking into account the costs estimates for the project and the prevailing market prices. Therefore, the Company considers that the consideration is on normal commercial term and is fair and reasonable.

In the event that there is more than 5% changes in the market prices of the main project construction materials, e.g., steel, bituminous concrete and cable etc, the consideration may be adjusted by the parties. The Company expects that the maximum consideration payable will not be higher than RMB63,037,451.40.

The consideration payable under the Z3 and Z18 Taxiways Construction Engineering Agreement will be paid by the Company depending on the construction progress of the project. The Company shall pay BCAC within 14 days from the construction supervisor's receipt of the progress payment application form submitted by BCAC, which amount shall be agreed by the Company and the supervisor.

The Company agreed to make advance payment of 10% of the consideration, i.e., approximately RMB6,003,566.80 to BCAC after entering into the Z3 and Z18 Taxiways Construction Engineering Agreement and the receipt of the advance payment guarantee.

REASONS FOR AND BENEFITS OF ENTERING INTO THE Z3 AND Z18 TAXIWAYS CONSTRUCTION ENGINEERING AGREEMENT

In order to improve the condition of the airfield area of the Beijing Airport, enhance the safety of aircraft operations and meet the operation requirement of Class F aircrafts, in accordance with the relevant standards and regulations of civil aviation in China, the Company considers necessary to carry out taxiway reconstruction work of Z3 and Z18 taxiways of the Beijing Airport.

The Company had invited public tender for the reconstruction work of Z3 and Z18 taxiways of the Beijing Airport. After considering the construction design proposal, professional experience, business goodwill, standard of project management, project quotation and other relevant figures of all the tenderers, the Company decided to appoint BCAC as the service provider for the taxiway reconstruction work of Z3 and Z18 taxiways of the Beijing Airport. The service provider appointment process was fair in the whole course and complied with the PRC laws and regulations and the relevant requirements of the Company.

BCAC has sufficient qualification with expertise in designing class A engineering projects and possesses ample experience in designing airport construction projects, therefore the Company considers that it is able to satisfy the requirements of the project.

In light of the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Z3 and Z18 Taxiways Construction Engineering Agreement are normal commercial terms and are fair and reasonable and the transaction under the Z3 and Z18 Taxiways Construction Engineering Agreement is in the interest of the shareholders of the Company as a whole.

B. F NORTH VACATION RUNWAYS CONSTRUCTION ENGINEERING AGREEMENT

Date

23 October 2013

Parties

- (1) the Company; and
- (2) BCAC.

Term

The term of the F North Vacation Runways Construction Engineering Agreement is for a term of 120 calendar days commencing from the work commencement date as instructed by the supervisor, which shall be within 5 days from the date of entering into the F North Vacation Runways Construction Engineering Agreement.

Scope of F North Vacation Runways Construction Engineering Services

Pursuant to the North Vacation Runways Construction Engineering Agreement, BCAC agreed to provide the F North Vacation Runways Construction Engineering Services to the Company in relation to the runway reconstruction of the northern section of slide F, W5, W6, W8 and W9 vacation runways of the Beijing Airport, which include but not limited to the following:

- (i) completion of all vacation runways widening and resurfacing work and navigation assistant lighting reconstruction work of northern section of slide F, W5, W6, W8 and W9 vacation runways of the Beijing Airport in accordance with the terms stipulated in the F North Vacation Runways Construction Engineering Agreement and instructions given by the supervisor (who is appointed by the Company) of the project;
- (ii) supply of labour, raw materials, construction equipment and other relevant materials for carrying out the F North Vacation Runways Construction Engineering Services;

- (iii) taking responsibility for the completeness and safety of the construction work and construction methods;
- (iv) ensuring the safety of the construction work, workers, raw materials, and equipment;
- (v) implementation of environmental protection work at the construction site and its surrounding area;
- (vi) avoidance of risks and damages caused by the construction to the public and other third parties;
- (vii) provision of necessary support in respect of other works in relation to the construction project at the construction site and its surrounding area for other people's convenience;
- (viii) implementation of measures to protect finished products and be liable for the corresponding expenses;
- (ix) regular contact with relevant quality inspection government departments during the course of construction and allowing their quality inspection if necessary;
- (x) provision of cleaning services to the construction site; and
- (xi) provision of other services under the F North Vacation Runways Construction Engineering Agreement.

Consideration and Payment

The consideration payable by the Company in respect of the provision of the F North Vacation Runways Construction Engineering Services by BCAC is preliminarily estimated to be RMB79,789,558, which includes costs for materials, facility charge, labour cost, management fee and the anticipated amount of reasonable profit. Further, such consideration does not exceed the budget amount for the project estimated by the Company after taking into account the costs estimates for the project and the prevailing market prices. Therefore, the Company considers that the consideration is on normal commercial term and is fair and reasonable.

In the event that there is more than 5% changes in the market prices of the main project construction materials, e.g., steel, bituminous concrete and cable etc, the consideration may be adjusted by the parties. The Company expects that the maximum consideration payable will not be higher than RMB83,779,035.90.

The consideration payable under the F North Vacation Runways Construction Engineering Agreement will be paid by the Company depending on the construction progress of the project. The Company shall pay BCAC within 14 days from the construction supervisor's receipt of the progress payment application form submitted by BCAC, which amount shall be agreed by the Company and the supervisor.

The Company agreed to make advance payment of 10% of the consideration, i.e., approximately RMB7,978,955.80 to BCAC after entering into the F North Vacation Runways Construction Engineering Agreement and the receipt of the advance payment guarantee.

REASONS FOR AND BENEFITS OF ENTERING INTO THE F NORTH VACATION RUNWAYS CONSTRUCTION ENGINEERING AGREEMENT

In order to improve the condition of the airfield area of the Beijing Airport and enhance the safety of aircraft operations, in accordance with the relevant standards and regulations of civil aviation in China, the Company considers necessary to carry out runway reconstruction of the northern section of slide F, W5, W6, W8 and W9 vacation runways of the Beijing Airport.

The Company had invited public tender for the vacation runways widening and resurfacing work and navigation assistant lighting reconstruction work of northern section of slide F, W5, W6, W8 and W9 vacation runways of the Beijing Airport. After considering the construction design proposal, professional experience, business goodwill, standard of project management, project quotation and other relevant figures of all the tenderers, the Company decided to appoint BCAC as the service provider of the project. The service provider appointment process was fair in the whole course and complied with the PRC laws and regulations and the relevant requirements of the Company.

BCAC has sufficient qualification with expertise in designing class A engineering projects and possesses ample experience in designing airport construction projects, therefore the Company considers that it is able to satisfy the requirements of the project.

In light of the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the F North Vacation Runways Construction Engineering Agreement are normal commercial terms and are fair and reasonable and the transaction under the F North Vacation Runways Construction Engineering Agreement is in the interest of the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

The Parent Company is the controlling shareholder of the Company as at the date of this announcement. BCAC is a subsidiary of CACC, which is a wholly-owned subsidiary of the Parent Company. BCAC is therefore a connected person of the Company. Accordingly, the transactions contemplated under the Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the Agreements when aggregated with the transactions under the Previous Agreements is more than 0.1% but less than 5%, the transactions contemplated under the Agreements are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement of the Company under Chapter 14A of the Listing Rules.

BOARD'S APPROVAL

The Agreements were approved by the Board. Since no Director has material interest in the transaction contemplated under the Agreements, thus none of the Directors abstained from voting at the Board's meeting to approve the Agreements.

GENERAL

The Company is principally engaged in the operation of Beijing Airport. The Parent Company is principally engaged in the provision of ground handling services for domestic and international aviation enterprises, including supply of water, electricity, steam and energy; airport management services and counter services.

CACC is principally engaged in the provision of a full range of services for construction of civil airports, including engineering design, investigation, consultation, site-selection, pre-feasibility study, feasibility study, construction, research, project supervision and management.

BCAC is principally engaged in the provision of construction, repair and maintenance services in the Beijing Airport, including the provision of repair and maintenance services on the lights and cable in the terminals, runway and airfield area of the Beijing Airport.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

“Agreements”	F North Vacation Runways Construction Engineering Agreement and Z3 and Z18 Taxiways Construction Engineering Agreement
“Aircraft Parking Spaces Reconstruction Agreement”	the aircraft parking spaces reconstruction agreement dated 20 March 2013 entered into between the Company and BCAC in relation to the reconstruction of the aircraft parking spaces at the T3D aircraft parking area of the Beijing Airport, details of which please refer to the announcement of the Company dated 20 March 2013
“Airfield Lighting System Reconstruction Agreement”	the airfield lighting system reconstruction agreement dated 20 March 2013 entered into between the Company and BCAC in relation to the reconstruction of the airfield lighting system at the T3D aircraft parking area of the Beijing Airport, details of which please refer to the announcement of the Company dated 20 March 2013
“BCAC”	北京中航空港建设工程有限公司 (Beijing China Aviation Construction Project Company Limited), a company established in the PRC
“Beijing Airport”	Beijing Capital International Airport
“Board”	the board of Directors of the Company
“Boundary Security System Enhancement Agreement”	the boundary security system enhancement agreement dated 6 November 2012 entered into between the Company and BCAC in relation to the enhancement of boundary security system at the new 9A door airfield area of the Beijing Airport, details of which please refer to the announcement of the Company dated 6 November 2012

“CACC”	中國民航機場建設集團公司 (China Airport Construction Corporation), a company established in the PRC and a wholly-owned subsidiary of the Parent Company
“Central Runway Engineering Design Agreement”	the central runway engineering design agreement dated 20 March 2013 entered into between the Company and CACC in relation to the engineering design for the urgent reconstruction of the north-end and south-end of the central runway of the Beijing Airport, details of which please refer to the announcement of the Company dated 20 March 2013
“Central Runway Reconstruction Agreement”	the central runway reconstruction agreement dated 20 March 2013 entered into between the Company and BCAC in relation to the urgent reconstruction of the north-end and south-end of the central runway of the Beijing Airport
“Civil Aviation Administration of China”	中國民用航空局, the aviation authority which is responsible for all civil aviation matters in the PRC
“Company”	Beijing Capital International Airport Company Limited (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
“Construction and Engineering Services”	the construction and engineering services to be carried out by BCAC in relation to the substation, lighting and fiber tubewell engineering project at the west airfield area of the Beijing Airport pursuant to the Construction Engineering Agreement
“Construction Engineering Agreement”	the construction engineering agreement dated 9 August 2013 entered into between the into between the Company and BCAC in relation to the provision of Construction and Engineering Services, details of which please refer to the announcement of the Company dated 9 August 2013

“Director(s)”	the director(s) of the Company
“F4 and M4 Taxiways Enhancement and Reconstruction Agreement”	the F4 and M4 taxiways enhancement and reconstruction agreement dated 6 November 2012 entered into between the Company and BCAC in relation to the enhancement and reconstruction of the F4 and M4 taxiways at the west-end of the central runway of the Beijing Airport, details of which please refer to the announcement of the Company dated 6 November 2012
“F North Vacation Runways Construction Engineering Agreement”	the F North Vacation Runways Construction Engineering Agreement dated 23 October 2013 entered into between the Company and BCAC in relation to the provision of North Vacation Runways Construction Engineering Services
“F North Vacation Runways Construction Engineering Services”	the north vacation runways construction engineering services to be carried out by BCAC pursuant to the F North Vacation Runways Construction Engineering Agreement
“H Share(s)”	overseas listed foreign shares of nominal value of RMB1.00 each in the registered capital of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“North Vacation Runways Engineering Design Agreement”	the north vacation runways engineering design agreement dated 20 March 2013 entered into between the Company and CACC in relation to the engineering design for the urgent reconstruction of the northern section of slide F, W5, W6, W8 and W9 vacation runways of the Beijing Airport, details of which please refer to the announcement of the Company dated 20 March 2013

“Parent Company”	Capital Airports Holding Company (首都機場集團公司), an enterprise established in the PRC and the controlling shareholder of the Company
“Previous Agreements”	(i) the Boundary Security System Enhancement Agreement; (ii) the South Lighting Station Standby Power Reconstruction Agreement; (iii) the South and North Lighting Stations Reconstruction Agreement; (iv) the W7 Taxiway Enhancement and Reconstruction Agreement; (v) the W2 Taxiway Enhancement and Reconstruction Agreement; (vi) the F4 and M4 Taxiways Enhancement and Reconstruction Agreement; (vii) the Central Runway Reconstruction Agreement; (viii) Aircraft Parking Spaces Reconstruction Agreement; (ix) Airfield Lighting System Reconstruction Agreement; (x) Central Runway Engineering Design Agreement; (xi) Z3 and Z18 Taxiways Engineering Design Agreement; (xii) South Vacation Runways Engineering Design Agreement; (xiii) North Vacation Runways Engineering Design Agreement; and (xiv) Construction Engineering Agreement
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“South and North Lighting Stations Reconstruction Agreement”	the south and north lighting stations reconstruction agreement dated 6 November 2012 entered into between the Company and BCAC in relation to the reconstruction of the south and north lighting stations at the eastern runway of the Beijing Airport, details of which please refer to the announcement of the Company dated 6 November 2012

<p>“South Lighting Station Standby Power Reconstruction Agreement”</p>	<p>the south lighting station standby power reconstruction agreement dated 6 November 2012 entered into between the Company and BCAC in relation to the reconstruction of the standby power of the south lighting station at the western runway of the Beijing Airport, details of which please refer to the announcement of the Company dated 6 November 2012</p>
<p>“South Vacation Runways Engineering Design Agreement”</p>	<p>the south vacation runways engineering design agreement dated 20 March 2013 entered into between the Company and CACC in relation to the engineering design for the urgent reconstruction of the southern section of slide F, W0, W1, W3 and W4 vacation runways of the Beijing Airport, details of which please refer to the announcement of the Company dated 20 March 2013</p>
<p>“Stock Exchange”</p>	<p>The Stock Exchange of Hong Kong Limited</p>
<p>“T3D”</p>	<p>Terminal No.3D of the Beijing Airport</p>
<p>“W2 Taxiway Enhancement and Reconstruction Agreement”</p>	<p>the W2 taxiway enhancement and reconstruction agreement dated 6 November 2012 entered into between the Company and BCAC in relation to the enhancement and reconstruction of the W2 taxiway at the south-end of the central runway of the Beijing Airport, details of which please refer to the announcement of the Company dated 6 November 2012</p>

<p>“W7 Taxiway Enhancement and Reconstruction Agreement”</p>	<p>the W7 taxiway enhancement and reconstruction agreement dated 6 November 2012 entered into between the Company and BCAC in relation to the enhancement and reconstruction of the W7 taxiway at the north-end of the central runway of the Beijing Airport, details of which please refer to the announcement of the Company dated 6 November 2012</p>
<p>“Z3 and Z18 Taxiways Engineering Design Agreement”</p>	<p>the Z3 and Z18 taxiways engineering design agreement dated 20 March 2013 entered into between the Company and CACC in relation to the engineering design for the reconstruction of Z3 and Z18 taxiways of the Beijing Airport such that they will be suitable for use by A380 aircrafts, details of which please refer to the announcement of the Company dated 20 March 2013</p>
<p>“Z3 and Z18 Taxiways Construction Engineering Agreement”</p>	<p>the Z3 and Z18 taxiways construction engineering agreement dated 23 October 2013 entered into between the Company and BCAC in relation to the provision of Z3 and Z18 Taxiways Construction Engineering Services</p>
<p>“Z3 and Z18 Taxiways Construction Engineering Services”</p>	<p>the Z3 and Z18 taxiways construction engineering services to be carried out by BCAC pursuant to the Z3 and Z18 Taxiways Construction Engineering Agreement</p>
<p>“%”</p>	<p>per cent</p>

By the order of the Board
Shu Yong
Secretary to the Board

Beijing, the PRC, 23 October 2013

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

Executive Directors: *Mr. Dong Zhiyi and Mr. Zhang Guanghui*

Non-executive Directors: *Mr. Chen Guoxing, Mr. Gao Shiqing,
Mr. Yao Yabo, Mr. Zhang Musheng and
Mr. Lau Eng Boon*

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>.