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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**

**CONTINUING CONNECTED TRANSACTIONS**

**TRADEMARK LICENSE AGREEMENT**

The Board announces that on 23 December 2013, the Company and the Parent Company entered into the Trademark License Agreement, pursuant to which the Parent Company agreed to grant the Company the right to use the Trademarks in the PRC for a term commencing from 1 December 2013 to 30 November 2016.

**LISTING RULES IMPLICATIONS**

The Parent Company is the controlling shareholder of the Company as at the date of this announcement and is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions under the Trademark License Agreement constitute continuing 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 under the Trademark License Agreement is more than 0.1% but less than 5%, the transactions under the Trademark License Agreement are subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules, but exempt from approval by the independent shareholders of the Company. The Company will disclose the relevant details in the next published annual report of the Company in accordance with the relevant requirements as set out in Rule 14A.45 of the Listing Rules.

# **TRADEMARK LICENSE AGREEMENT**

## **Date**

23 December 2013

## **Parties**

- (a) The Company as licensee; and
- (b) The Parent Company as licensor.

## **Use of the Trademarks**

Pursuant to the Trademark License Agreement, the Parent Company agreed to grant the Company a non-exclusive right to use the Trademarks in the PRC in the goods and services under the registered classes of the Trademarks.

The Company confirms that the transaction amount under the Trademark License Agreement for the period from 1 December 2013 to the date of this announcement is below the de minimis threshold under Chapter 14A of the Listing Rules.

## **Term**

The term of the Trademark License Agreement commences from 1 December 2013 and ends on 30 November 2016.

## **Consideration and Payment**

The annual license fee payable by the Company to the Parent Company for each of the year ending 31 December 2016 is at 1% of the revenue from the principal business of the Company for the preceding financial year. The license fee shall be paid in proportion to the actual period of licensing if the Trademarks are not licensed for the whole year.

The license fee for the year ending 31 December 2013 is payable by the Company on or before 31 December 2013 and the license fee for each of the year ending 31 December 2014, 31 December 2015 and 31 December 2016 is payable by the Company on or before 15 May of each of the respective year.

The above basis for calculation of license fee is arrived at after arm's length negotiation between the parties with reference to the license fee charged by other licensors for similar transactions and prevailing market condition.

## Historical Figures

The Parent Company did not charge any license fee for the use of the Trademarks by the Company for the two financial years ended 31 December 2012 and for the eleven months ended 30 November 2013.

## Annual Caps

It is expected that the maximum aggregate annual license fee payable by the Company to the Parent Company under the Trademark License Agreement are set out as follows:-

	<i>RMB</i>
For the year ending 31 December 2013	5,720,000
	<i>(Note 1)</i>
For the year ending 31 December 2014	74,000,000
For the year ending 31 December 2015	82,000,000
For the year ending 31 December 2016	87,000,000

*Note 1:* This represents the maximum aggregate annual license fee payable by the Company for the period from 1 December 2013 to 31 December 2013.

The above annual caps are arrived at after taking into account the anticipated total revenue from the principal business of the Company for the financial years ending 31 December 2013, 2014 and 2015.

Shareholders are reminded that the above annual caps are the best estimates made by the Company on the maximum transaction amount basing on the current available information. There are no direct correlation and shall not be deemed to have any direct correlation between the above annual cap and the financial performance or potential financial performance of the Company.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE TRADEMARK LICENSE AGREEMENT**

Since about December 2010, the Company has been adopting the Trademarks for all its aviation businesses, non-aviation businesses, corporate promotions and other business activities in the Beijing Airport. As the Trademarks have been widely adopted in all the businesses and activities managed and operated by the Company and are generally known and recognized by the public, the Trademarks have become an important means of promoting the Company's brand and image and a key icon in all of the Company's external promotion and marketing activities. The continual use of the Trademarks will ensure the continuity of the brand and image of the Company and the Beijing Airport, thereby ensuring that the services and businesses of the Company will be well recognized by the market. This will also be an important guarantee of the Company's competitiveness and efficiency.

Further, as the Parent Company has established its brand and the international image and ranking of Beijing Airport has been persistently elevating, the brand value of the Beijing Airport is great in the global airport industry.

In view of the above, the Company entered into the Trademark License Agreement to continue to use the Trademarks.

In light of the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the are normal commercial terms and are fair and reasonable and the transactions under the Trademark License Agreement are in the interest of the shareholders of the Company as a whole.

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As each of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions under the Trademark License Agreement is more than 0.1% but less than 5%, the transactions under the Trademark License Agreement are subject to the reporting, annual review and announcement requirements under Chapter 14A of the

Listing Rules, but exempt from approval by the independent shareholders of the Company. The Company will disclose the relevant details in the next published annual report of the Company in accordance with the relevant requirements as set out in Rule 14A.45 of the Listing Rules.

## **BOARD’S APPROVAL**

The Trademark License Agreement was approved by the Board. Since no Director has material interest in the transactions contemplated under the Trademark License Agreement, thus none of the Directors has abstained from voting at the Board’s meeting to approve the Trademark License Agreement.

## **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.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Beijing Airport”	Beijing Capital International Airport
“Board”	the board of Directors
“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
“Director(s)”	the director(s) of the Company

“H Share(s)”	overseas listed foreign shares of nominal value of RMB1.00 each in the registered capital of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Parent Company”	首都機場集團公司 (Capital Airports Holding Company), an enterprise established in the PRC and the controlling shareholder of the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, Macau and Taiwan
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Trademark License Agreement”	the trademark license agreement dated 23 December 2013 entered into between the Company and the Parent Company in relation to the grant of right by the Parent Company to the Company to use the Trademarks in the PRC
“Trademarks”	the trademarks which are registered with 中國國家工商行政管理總局商標局 (Trademark Office of the State Administration for Industry and Commerce of the PRC) in nine classes under the name of and beneficially owned by the Parent Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

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

Beijing, the PRC, 23 December 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.com.cn/> and the website of Irasia.com at <http://www.irasia.com/listco/hk/bcia>.*