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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

### SUPPLEMENTAL AGREEMENT IN RELATION TO

### THE FOOD AND BEVERAGE LEASING AGREEMENT

#### **SUPPLEMENTAL AGREEMENT IN RELATION TO THE FOOD AND BEVERAGE LEASING AGREEMENT**

Reference is made to the Previous Announcement and the Inside Information Announcements.

As disclosed in the Previous Announcement, the Company entered into the Food and Beverage Leasing Agreement with Beijing Airport Food Management in relation to the leasing of the designated food and beverage resources at Beijing Capital Airport by Beijing Airport Food Management from the Company for a term of three years commencing from 1 January 2018 to 31 December 2020.

On 3 July 2020, in view of the Rental Waiver Policy as disclosed in the Inside Information Announcements, the Company and Beijing Airport Food Management entered into the Supplemental Food and Beverage Leasing Agreement, pursuant to which the monthly guaranteed rental payable by Beijing Airport Food Management to the Company for the period from 1 February 2020 to 30 April 2020 shall be reduced.

#### **LISTING RULES IMPLICATIONS**

According to Rule 14A.54 of the Listing Rules, if the Company proposes to effect a material change to the terms of the Food and Beverage Leasing Agreement, the Company will be required to re-comply with the announcement and shareholders' approval requirements (if applicable).

As at the date of this announcement, the Parent Company is the controlling shareholder of the Company, holding approximately 58.96% of the issued share capital of the Company. Since Beijing Airport Food Management is a subsidiary of the Parent Company, Beijing Airport Food

Management is therefore a connected person of the Company. Therefore, the transactions contemplated under the Supplemental Food and Beverage Leasing Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions under the Supplemental Food and Beverage Leasing Agreement is more than 0.1% but less than 5%, the transactions contemplated thereunder are subject to the annual review, reporting and announcement requirements, but are exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **SUPPLEMENTAL AGREEMENT IN RELATION TO THE FOOD AND BEVERAGE LEASING AGREEMENT**

Reference is made to the Previous Announcement and the Inside Information Announcements.

As disclosed in the Previous Announcement, the Company entered into the Food and Beverage Leasing Agreement with Beijing Airport Food Management in relation to the leasing of the designated food and beverage resources at Beijing Capital Airport by Beijing Airport Food Management from the Company for a term of three years commencing from 1 January 2018 to 31 December 2020.

On 3 July 2020, in view of the Rental Waiver Policy as disclosed in the Inside Information Announcements, the Company and Beijing Airport Food Management entered into the Supplemental Food and Beverage Leasing Agreement, pursuant to which the monthly guaranteed rental payable by Beijing Airport Food Management to the Company for the period from 1 February 2020 to 30 April 2020 shall be reduced.

Set out below are the material terms of the Supplemental Food and Beverage Leasing Agreement:

### **Date**

3 July 2020

### **Parties**

- (a) the Company; and
- (b) Beijing Airport Food Management

### **Term**

The Supplemental Food and Beverage Leasing Agreement is for a term commencing from 1 February 2020 to 31 December 2020.

## Consideration and payment

As Beijing Airport Food Management shall waive the rental payable by certain catering operators eligible for the waiver for the period from 1 February 2020 to 30 April 2020 pursuant to the Rental Waiver Policy, the Company agreed to proportionally reduce the monthly guaranteed rental payable by Beijing Airport Food Management for the period from 1 February 2020 to 30 April 2020.

The amount of guaranteed rental agreed to be waived by the Company for each month during the period from 1 February 2020 to 30 April 2020 shall be calculated by the following method:

$$\begin{array}{l} \text{Waived amount of rental payable by micro-,} \\ \text{small-, and medium-sized non-state-owned} \\ \text{enterprises to Beijing Airport Food} \\ \text{Management for each month} \\ \hline \end{array} \quad \times \quad \begin{array}{l} \text{Guaranteed rental payable by Beijing Airport} \\ \text{Food Management to the Company for each} \\ \text{month (Note)} \end{array}$$

Monthly average amount of total rental from food and beverage businesses at Beijing Capital Airport for the year of 2019

*Note:* The guaranteed rental payable by Beijing Airport Food Management to the Company for each month is equivalent to: the estimated amount of total guaranteed rental payable by Beijing Airport Food Management to the Company for the year ended 31 December 2020 divided by 12 months.

Based on the information currently available to the Company, it is anticipated that the guaranteed rental payable by Beijing Airport Food Management to the Company for the period from 1 February 2020 to 30 April 2020 will be reduced by up to approximately RMB2.51 million for each month and up to approximately RMB7.53 million in total over three months.

After confirmation of the reduced amount of monthly guaranteed rental, the Company and Beijing Airport Food Management shall complete settlement and payment in the following month.

Save as disclosed above, the annual caps and all other terms of the Supplemental Food and Beverage Leasing Agreement shall remain the same as those of the Food and Beverage Leasing Agreement.

For the material terms of the Food and Beverage Leasing Agreement, please refer to the Previous Announcement.

## **Reasons for and Benefits of Entering into the Supplemental Food and Beverage Leasing Agreement**

Given that certain micro-, small-, and medium-sized non-state-owned enterprises entitled to the Rental Waiver Policy have entered into agreements with Beijing Airport Food Management to rent the designated food and beverage resources, the Company and Beijing Airport Food Management would need to enter into the Supplemental Food and Beverage Leasing Agreement in order to implement the Rental Waiver Policy.

The Directors (including the independent non-executive Directors) are of the view that the relevant terms of the Supplemental Food and Beverage Leasing Agreement are normal commercial terms and the transactions contemplated thereunder are fair and reasonable, in the ordinary and usual course of business of the Company, and are in the interest of the Company and its Shareholders as a whole.

## **GENERAL**

The Company is principally engaged in the operation of the Beijing Capital Airport.

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

Beijing Airport Food Management is principally engaged in restaurants and other food and beverage businesses.

## **BOARD'S APPROVAL**

The Supplemental Food and Beverage Leasing Agreement was approved by the Board. Since no Director has material interest in the transactions contemplated thereunder, thus none of the Directors has abstained from voting at the Board meeting to approve the Supplemental Food and Beverage Leasing Agreement.

## **LISTING RULES IMPLICATIONS**

According to Rule 14A.54 of the Listing Rules, if the Company proposes to effect a material change to the terms of the Food and Beverage Leasing Agreement, the Company will be required to re-comply with the announcement and shareholders' approval requirements (if applicable).

As at the date of this announcement, the Parent Company is the controlling shareholder of the Company, holding approximately 58.96% of the issued share capital of the Company. Since Beijing Airport Food Management is a subsidiary of the Parent Company, Beijing Airport Food Management is therefore a connected person of the Company. Therefore, the transactions contemplated under the Supplemental Food and Beverage Leasing Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions under the Supplemental Food and Beverage Leasing Agreement is more than 0.1% but less than 5%, the transactions contemplated thereunder are subject to the annual review, reporting and announcement requirements, but are exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Airport Food Management”	Beijing Capital Airport Food Management Company Limited* (北京首都機場餐飲發展有限公司), a sino-foreign joint stock limited company incorporated in the PRC, principally engaged in the restaurants and other food and beverage businesses, and is a subsidiary of the Parent Company
“Beijing Capital Airport”	Beijing Capital International Airport
“Board”	the board of Directors
“Company”	Beijing Capital International Airport Company Limited, 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
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Food and Beverage Leasing Agreement”	the agreement dated 28 December 2017 entered into between the Company and Beijing Airport Food Management for the leasing of the designated food and beverage resources at Beijing Capital Airport from the Company to Beijing Airport Food Management
“H Share(s)”	overseas listed foreign shares of nominal value of RMB1.00 each in the registered capital of the Company

“Independent Shareholders”	the Shareholders other than the Parent Company, its associates and any other Shareholder who has a material interest in the transactions contemplated under the Supplemental Food and Beverage Leasing Agreement
“Inside Information Announcements”	the inside information announcements of the Company dated 31 March 2020 and 19 May 2020 in relation to the Rental Waiver Policy
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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
“PRC”	the People’s Republic of China
“Previous Announcement”	the announcement of the Company dated 28 December 2017 in respect of continuing connected transaction contemplated under, among other things, the Food and Beverage Leasing Agreement
“Rental Waiver Policy”	the policy of the Company in relation to the waiver of rentals for the micro-, small- and medium-sized non-state-owned enterprises engaged in retail, food and beverage and convenience store businesses at Beijing Capital Airport (including the Beijing-registered branch companies of such enterprises) in view of the impact of novel coronavirus epidemic (COVID-19), details of which were set out in the Inside Information Announcements
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Food and Beverage Leasing Agreement”	the supplemental agreement dated 3 July 2020 entered into between the Company and Beijing Airport Food Management to amend certain terms of the Food and Beverage Leasing Agreement

“%”

per cent

By order of the Board  
**Meng Xianwei**  
*Secretary to the Board*

Beijing, the PRC

3 July 2020

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

*Executive directors: Mr. Liu Xuesong, Mr. Han Zhiliang and Mr. Zhang Guoliang*

*Non-executive directors: Mr. Gao Shiqing, Mr. Jia Jianqing and Mr. Song Kun*

*Independent non-executive directors: Mr. Jiang Ruiming, Mr. Liu Guibin, Mr. Zhang Jiali and Mr. Stanley Hui Hon-chung*

*An announcement containing details of the matter is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> under “Latest Listed Company Information”, 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>.*

*\* For identification purpose only*