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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **BEIJING CAPITAL INTERNATIONAL AIRPORT COMPANY LIMITED**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or transferee(s).

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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 2 to 4 of this circular.

The Company will convene the EGM at 9:00 a.m. on Thursday, 28 December 2023 at the Conference Room, Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC. The notice convening the EGM is set out on pages 9 to 10 of this circular and the reply slip and proxy form are enclosed with this circular. Shareholders who wish to attend the EGM are required to return the reply slip in accordance with the instructions printed thereon as soon as possible and in any event not later than Thursday, 7 December 2023.

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish.

2 November 2023

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## DEFINITIONS

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*In this circular, unless otherwise indicated in the context, the following expressions have the meaning set out below:*

“Articles of Association”	the articles of association of the Company
“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
“EGM”	the extraordinary general meeting of the Company to be held at 9:00 a.m. on Thursday, 28 December 2023 at the Conference Room, Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC, the notice of which is set out on pages 9 to 10 of this circular
“H Share(s)”	the overseas listed foreign share(s) of nominal value of RMB1.00 each in the registered share capital of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles of Association, details of which are set out in the Appendix to this circular
“Share(s)”	ordinary share(s) of RMB1.00 each in the registered share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Wang Changyi  
Mr. Han Zhiliang

*Registered office:*

Capital Airport, Beijing  
The PRC

*Non-executive Directors:*

Mr. Jia Jianqing  
Mr. Song Kun  
Mr. Du Qiang

*Principal place of business in Hong Kong:*

37/F, One Taikoo Place  
Taikoo Place  
979 King's Road, Quarry Bay  
Hong Kong

*Independent non-executive Directors:*

Mr. Zhang Jiali  
Mr. Stanley Hui Hon-chung  
Mr. Wang Huacheng  
Ms. Duan Donghui

2 November 2023

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 2 November 2023 in relation to the Proposed Amendments.

The purpose of this circular is to provide you with information relating to the special resolution to be proposed at the EGM regarding the Proposed Amendments.

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In light of the relevant requirements under the “Reply of the State Council on the Adjustment to the Provisions on Notice Period for Convening General Meetings and Other Matters Applicable to the Overseas Listed Companies” (Guo Han [2019] No. 97)\* 《國務院關於調整適用在境外上市公司召開股東大會通知

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## LETTER FROM THE BOARD

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期限等事項規定的批覆》(國函[2019] 97號)) and certain updates to other laws and regulations of the PRC, the Board proposed to make certain amendments to the Articles of Association in order to reflect the above-mentioned requirements and updates to PRC laws and regulations and incorporate certain consequential and house-keeping amendments to the Articles of Association.

According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the general meeting of the Company. The special resolution relating to the Proposed Amendments will be proposed at the EGM. The amended Articles of Association will take effect upon the resolution being passed by the Shareholders at the EGM.

The Company has received a confirmation from its Hong Kong legal advisers, Eversheds Sutherland, confirming that the Proposed Amendments conform with the requirements of the Listing Rules. The Company has also received a confirmation from its PRC legal advisers, Long An Law Firm, confirming that the Proposed Amendments conform with the laws and regulations of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

For full particulars of the Proposed Amendments, please refer to the Appendix to this circular. Save for the Proposed Amendments disclosed in the Appendix, the other chapters and articles of the Articles of Association remain unchanged.

The Proposed Amendments are written in Chinese. There is no official English translation in respect thereof. Therefore, the English version of the Proposed Amendments is unofficial and for reference only. In the event of any discrepancy, the Chinese version shall prevail.

### **EGM**

A notice convening the EGM to be held at 9:00 a.m. on Thursday, 28 December 2023 at the Conference Room, Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC is set out on pages 9 to 10 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

**IMPORTANT NOTE:** To be valid, the proxy form must be completed in accordance with the instructions printed thereon and deposited, together with the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), with the Company's H Share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof.

Holders of H Shares who intend to attend the EGM are requested to deliver the reply slip to the Company's H Share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (facsimile no.: 852-2865 0990), on or before Thursday, 7 December 2023. The reply slip may be delivered in person, by post or by facsimile.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The Chairman of the EGM shall therefore demand voting on the resolution set out in the notice of EGM be taken by way of poll pursuant to Article 74 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the register of Shareholders. A Shareholder entitled to more than one vote needs not cast all his/her/its votes in the same manner.

### BOOK CLOSURE PERIOD

The register of Shareholders is temporarily closed from Wednesday, 29 November 2023 to Thursday, 28 December 2023 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of Shareholders on Thursday, 28 December 2023 are entitled to attend and vote at the EGM.

In order to qualify for the entitlement to attend and vote at the EGM, 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 registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Tuesday, 28 November 2023.

### RECOMMENDATION

The Board (including independent non-executive Directors) considers that the proposed resolution as set out in the notice of EGM dated 2 November 2023 is in the interest of the Company and the Shareholders as a whole, and accordingly, recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,  
By Order of the Board of  
**Beijing Capital International Airport Company Limited**  
**Li Bo**  
*Secretary to the Board*

\* *For identification purposes only*

**APPENDIX**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

The following are the Proposed Amendments. Capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the existing Articles of Association which shall have the corresponding meanings ascribed to them in the existing Articles of Association.

No.	Existing Articles	Proposed Revised Articles (Proposed Amendments being underlined)
	Chapter 1 General Principles	Chapter 1 General Principles
1.	Article 1 The Company (or the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council Concerning the Floatation and Listing Abroad of Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (hereinafter referred to as the “Special Regulations”) and other relevant laws and administrative regulations of the State.	Article 1 The Company (or the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”); <del>the Special Regulations of the State Council Concerning the Floatation and Listing Abroad of Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (hereinafter referred to as the “Special Regulations”)</del> and other relevant laws and administrative regulations of the State.
2.	Article 6 Pursuant to the Company Law, the Special Regulations and “The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses” (hereinafter referred to as the “Prerequisite Provisions”) and the relevant provisions of other laws and administrative regulations of the State, the original Articles of Association (hereinafter referred to as the “Original Articles”) was amended by formulation of these Articles of Association of the Company (hereinafter referred to as the “Articles of Association of the Company” or “these Articles of Association”) at the shareholders’ general meeting convened on 18th October, 1999.	Article 6 Pursuant to the Company Law, <del>the Special Regulations and “The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses” (hereinafter referred to as the “Prerequisite Provisions”)</del> and the relevant provisions of other laws and administrative regulations of the State <u>and the stock exchange on which the shares of the Company are listed</u> , the original Articles of Association (hereinafter referred to as the “Original Articles”) was amended by formulation of these Articles of Association of the Company (hereinafter referred to as the “Articles of Association of the Company” or “these Articles of Association”); <del>at the shareholders’ general meeting convened on 18th October, 1999.</del>
	Chapter 6 Share Certificates and Register of Shareholders	Chapter 6 Share Certificates and Register of Shareholders

No.	Existing Articles	Proposed Revised Articles (Proposed Amendments being underlined)
3.	<p>Article 38 The shares issued by the Company shall be in registered form.</p> <p>The share certificates of the Company shall contain the following major particulars:</p> <p>(1) the name of the Company;</p> <p>(2) the date of incorporation of the Company;</p> <p>(3) the class of the shares, nominal value and number of shares represented;</p> <p>(4) the serial number of the share certificate;</p> <p>(5) other items to be contained as required by the Company Law, the Special Regulations and the stock exchange on which the shares of the Company are listed.</p>	<p>Article 38 The shares issued by the Company shall be in registered form.</p> <p>The share certificates of the Company shall contain the following major particulars:</p> <p>(1) the name of the Company;</p> <p>(2) the date of incorporation of the Company;</p> <p>(3) the class of the shares, nominal value and number of shares represented;</p> <p>(4) the serial number of the share certificate;</p> <p>(5) other items to be contained as required by the Company Law, <del>the Special Regulations</del> and the stock exchange on which the shares of the Company are listed.</p>
4.	<p>Article 45 No registration of the changes arising from a share transfer shall be made in the register of shareholders within 30 days prior to the shareholders' general meeting or within 5 days prior to the reference date for determining the distribution of dividends.</p>	<p>Article 45 <del>No registration of the changes arising from a share transfer shall be made in the register of shareholders within 30 days prior to the shareholders' general meeting or within 5 days prior to the reference date for determining the distribution of dividends.</del> <b><u>Where laws, administrative regulations, other normative documents and relevant stock exchange or regulatory authorities in the place where the Company's shares are listed have provisions regarding the period of closure of register of shareholders before the shareholders' general meeting or the record date for determining the distribution of dividends of the Company, such provisions shall be complied with.</u></b></p>
Chapter 8 Shareholders' General Meetings		Chapter 8 Shareholders' General Meetings
5.	<p>Article 60 The Company shall, within 45 days (inclusive of date of meeting but exclusive of the date when the notice is give) before the date of meeting, send written notices of the shareholders' general meeting and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. The shareholders who intend to attend the meeting shall deliver their written replies to the Company 20 days before the meeting.</p>	<p>Article 60 <del>The Company shall, within 45 days (inclusive of date of meeting but exclusive of the date when the notice is give) before the date of meeting, send written notices of the shareholders' general meeting and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. The shareholders who intend to attend the meeting shall deliver their written replies to the Company 20 days before the meeting.</del></p>



No.	Existing Articles	Proposed Revised Articles (Proposed Amendments being underlined)
		<p><u>When the Company convenes an annual general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 20 days before the meeting. When the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 15 days before the meeting.</u></p> <p><u>Where it is otherwise provided in the laws, administrative regulations, other normative documents and the securities regulatory authorities or stock exchange in the place where the Company’s shares are listed, such provisions shall prevail.</u></p>
6.	<p>Article 62 The Company shall according to the written replies received 20 days before the date of the meeting calculate the number of shares having voting rights represented by the shareholders who intend to attend the meeting. The Company shall convene a shareholders’ general meeting if the number of shares carrying voting rights represented by the shareholders who intend to attend is more than one-half of the total number of shares with voting rights, failing which the Company shall, within 5 days, inform the shareholders again in the form of public notice the proposed matters for consideration at the meeting and the date and venue of the meeting. Shareholders’ general meetings may be convened after such notification has been published. Matters not specified in the notice shall not be decided on at shareholders’ extraordinary general meetings.</p>	<p><del>Article 62 The Company shall according to the written replies received 20 days before the date of the meeting calculate the number of shares having voting rights represented by the shareholders who intend to attend the meeting. The Company shall convene a shareholders’ general meeting if the number of shares carrying voting rights represented by the shareholders who intend to attend is more than one-half of the total number of shares with voting rights, failing which the Company shall, within 5 days, inform the shareholders again in the form of public notice the proposed matters for consideration at the meeting and the date and venue of the meeting. Shareholders’ general meetings may be convened after such notification has been published. Matters not specified in the notice shall not be decided on at shareholders’ extraordinary general meetings.</del></p>

**APPENDIX**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Existing Articles</b>	<b>Proposed Revised Articles (Proposed Amendments being underlined)</b>
7.	<p>Article 64 As for holders of H shares, the Company’s communications are available on the website of the Company. As for holders of domestic shares, the notice of a shareholders’ general meeting may be given in the form of public notice.</p> <p>The public notice referred to in the above paragraph shall be published within 45 days to 50 days prior to the date of the meeting in a newspaper or several newspapers prescribed by the securities regulatory authority of the State Council. Once published, all holders of domestic shares shall be deemed to have received the relevant notice of the shareholders’ general meeting.</p>	<p><u>Article 63</u> As for holders of H shares, the Company’s communications are available on the website of the Company. As for holders of domestic shares, the notice of a shareholders’ general meeting may be given in the form of public notice.</p> <p><del>The public notice referred to in the above paragraph shall be published within 45 days to 50 days prior to the date of the meeting in a newspaper or several newspapers prescribed by the securities regulatory authority of the State Council. Once published, all holders of domestic shares shall be deemed to have received the relevant notice of the shareholders’ general meeting.</del></p>
	Chapter 23 Procedures for Amendments to the Articles of Association	Chapter 23 Procedures for Amendments to the Articles of Association
8.	Article 194 Where the amendments to the Articles of Association involve anything set out in the Prerequisite Provisions, the amendments shall be effective upon the approval of the company examination and approval authorities empowered by the State Council and the China Securities Regulatory Commission.	<p><del>Article 194 Where the amendments to the Articles of Association involve anything set out in the Prerequisite Provisions, the amendments shall be effective upon the approval of the company examination and approval authorities empowered by the State Council and the China Securities Regulatory Commission.</del></p>

*Note:* Save as disclosed in the table above, if the serial numbering of the chapters and articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the chapters and articles of the Articles of Association as so amended shall be changed accordingly, including cross-references.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Beijing Capital International Airport Company Limited (the “Company”) will be held at 9:00 a.m. on Thursday, 28 December 2023 at the Conference Room, Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC for the following purpose:

#### SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the Articles of Association of the Company (*Note i*).

By Order of the Board

**Li Bo**

*Secretary to the Board*

2 November 2023  
Beijing, the PRC

*Notes:*

- (i) For details of the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), please refer to the circular of the Company dated 2 November 2023.
- (ii) Any shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote at the EGM on his/her behalf in accordance with the Company’s Articles of Association. A proxy needs not be a shareholder of the Company.  
  
If more than one proxy is appointed, such proxies may only exercise their voting right at poll.
- (iii) The instrument appointing a proxy must be in writing under the hand of his appointor or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by other person authorised by the appointor, the power of attorney or other authority must be notarised. If the appointor 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 relevant notarised power of attorney or other relevant documents of authorisation and the form of proxy must be delivered to the Company’s H Share registrar: Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM.
- (iv) Shareholders or their proxies shall produce their identity documents when attending the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (v) The register of members of the Company will be temporarily closed from Wednesday, 29 November 2023 to Thursday, 28 December 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders of the Company whose names appear on the register of members of the Company on Thursday, 28 December 2023 are entitled to attend and vote at the EGM.

In order to qualify for the entitlement to attend and vote at the EGM, 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 registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Tuesday, 28 November 2023.

- (vi) Holders of H Shares of the Company who intend to attend the EGM are requested to deliver the reply slip to the Company's H Share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (facsimile no.: 852-2865 0990), on or before Thursday, 7 December 2023. The reply slip may be delivered in person, by post or by facsimile.
- (vii) The EGM is expected to last for less than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (viii) Unless the context otherwise requires, capitalised terms used in this notice shall have the same meanings defined in the circular of the Company dated 2 November 2023.

As at the date of this notice, the Directors of the Company are:

*Executive Directors: Mr. Wang Changyi and Mr. Han Zhiliang*

*Non-executive Directors: Mr. Jia Jianqing, Mr. Song Kun and Mr. Du Qiang*

*Independent non-executive Directors: Mr. Zhang Jiali, Mr. Stanley Hui Hon-chung, Mr. Wang Huacheng and Ms. Duan Donghui*

*A notice 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" and the website of the Company at <http://www.bcia.com.cn>.*