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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 CIRCULAR IN RELATION TO
ISSUE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB4 BILLION
AND SUPER SHORT-TERM DEBENTURES OF
NOT MORE THAN RMB4 BILLION IN THE PRC
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

This supplemental circular should be read together with the circular to the shareholders of the Company dated 6 December 2022.

A letter from the Board is set out on pages 2 to 6 of this supplemental circular.

The Company will convene the 2022 EGM at 3:00 p.m. on Thursday, 22 December 2022 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 2022 EGM has been despatched to the Shareholders on Thursday, 3 November 2022. A supplemental notice of the 2022 EGM is set out on pages 7 to 8 of this supplemental circular.

The Company has despatched the reply slips for the 2022 EGM on Thursday, 3 November 2022. Shareholders who intend to attend the 2022 EGM are requested to complete and return the reply slips in accordance with the instructions printed thereon as soon as possible and in any event by not later than 4:30 p.m., Thursday, 1 December 2022.

A revised form of proxy for use at the 2022 EGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the revised 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 2022 EGM or any adjournment thereof. Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

8 December 2022

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DEFINITIONS

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

“2022 EGM”	the extraordinary general meeting of the Company to be held at 3:00 p.m. on Thursday, 22 December 2022 at the Conference Room, Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC
“2022 EGM Notice”	the notice of extraordinary general meeting of the Company dated 3 November 2022
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“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
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“H Share(s)”	overseas listed foreign share(s) with a 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
“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of RMB1.00 each in the registered capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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
Mr. Zhang Guoliang

Registered office:

Capital Airport, Beijing
The PRC

Non-executive Directors:

Mr. Gao Shiqing
Mr. Jia Jianqing
Mr. Song Kun

Principal place of business in Hong Kong:

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

Independent non-executive Directors:

Mr. Jiang Ruiming
Mr. Zhang Jiali
Mr. Stanley Hui Hon-chung
Mr. Wang Huacheng

8 December 2022

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO
ISSUE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB4 BILLION
AND SUPER SHORT-TERM DEBENTURES OF
NOT MORE THAN RMB4 BILLION IN THE PRC
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read together with the circular to the shareholders of the Company dated 6 December 2022.

The purpose of this supplemental circular is to provide you with information relating to the resolution to be proposed at the 2022 EGM relating to the issue of medium-term notes of not more than RMB4 billion and super short-term debentures of not more than RMB4 billion in the PRC.

The Company issued a notice on 3 November 2022 in relation to the 2022 EGM. A supplemental notice of the 2022 EGM is set out in this supplemental circular.

LETTER FROM THE BOARD

1. ISSUE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB4 BILLION AND SUPER SHORT-TERM DEBENTURES OF NOT MORE THAN RMB4 BILLION IN THE PRC

In order to alleviate the current financial pressure of the Company, to broaden the funding channels and to build a diversified financing platform and lower the financing cost, taking overall consideration of the existing funds and liabilities of the Company, the Board proposes to issue medium-term notes (the “**Medium-Term Notes**”) and super short-term debentures (the “**Super Short-Term Debentures**”) in the PRC, each in an aggregate principal amount of not more than RMB4 billion with an effective registration period of two years and to be issued in tranches within such effective registration period. The proposed issue of the Medium-Term Notes and the Super Short-Term Debentures is subject to the approval of the Shareholders by way of a special resolution.

The proposed issue of the Medium-Term Notes and the Super Short-Term Debentures shall also be registered with and approved by NAFMII.

(a) Proposed issue of the Medium-Term Notes and the Super Short-Term Debentures

Details of the Medium-Term Notes and the Super Short-Term Debentures proposed to be issued are as follows:

- (i) Issuer: the Company;
- (ii) Method of issue: public issue in China inter-bank bond markets;
- (iii) Size of application: the total principal amount of the issue of each of the Medium-Term Notes and the Super Short-Term Debentures shall be not more than RMB4 billion (inclusive), subject to the registration with and approval of NAFMII;
- (iv) Term: depending on the financial market conditions and the actual funding needs for the operation and development of the Company, each of the Medium-Term Notes and the Super Short-Term Debentures is to be issued in tranches within the effective registration period of two years and the approved size, with each tranche of not more than five years for the Medium-Term Notes, and not more than 270 days for the Super Short-Term Debentures;
- (v) Use of proceeds: including but not limited to the replenishment of liquidity and repayment of debts of the Company as permitted by relevant regulations and requirements of the regulatory authorities;
- (vi) Interest rate: to be determined based on the market conditions at the time of issue;
- (vii) Targets of the issue: qualified institutional investors in China inter-bank bond markets (other than those investors prohibited by relevant PRC laws and regulations); and

LETTER FROM THE BOARD

- (viii) Conditions precedent: the issue of the Medium-Term Notes and the Super Short-Term Debentures is subject to the Shareholders' approval by way of a special resolution, completion of registration with NAFMII and receipt of the notification of acceptance of registration.

(b) Authorisation and mandate to be granted to the Board

To ensure the proper completion of the proposed issue of the Medium-Term Notes and the Super Short-Term Debentures, it is proposed that a special resolution be passed by the Shareholders generally and unconditionally at the 2022 EGM to grant the authorisation to the Board and its authorised person to deal with all such matters relating to the issue of the Medium-Term Notes and the Super Short-Term Debentures, including but not limited to the following:

- (i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, to determine the actual plans for the registration and issue of the Medium-Term Notes and the Super Short-Term Debentures, and amend or adjust the plans and relevant terms of the registration and issue, including but not limited to specific matters such as the timing, method, quantity, price and term of the issue, interest rate of issue, tranche structure and use of proceeds;
- (ii) to make all necessary and incidental arrangements for the registration and issue of the Medium-Term Notes and the Super Short-Term Debentures, including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities and obtaining approvals from the regulatory authorities, and execution of all requisite documents and disclosures of relevant information in accordance with the applicable laws;
- (iii) should there be any changes in the policies of the PRC regulatory authorities in relation to the registration and issue of the Medium-Term Notes and the Super Short-Term Debentures or any changes in market conditions, save for those matters subject to the resolutions passed by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific proposal for the registration and issue of the Medium-Term Notes and the Super Short-Term Debentures based on the feedback (if any) from the relevant PRC regulatory authorities or updates on the market conditions, or exercise discretion to postpone or suspend the registration and issue of the Medium-Term Notes and the Super Short-Term Debentures; and
- (iv) subject to the approval and authorisation of above items (i) to (iii) at the general meeting, meanwhile, to propose and submit to the general meeting to approve the delegation of the authority by the Board to the general manager of the Company to deal with such matters relating to the Company's issuance of the Medium-Term Notes and the Super Short-Term Debentures within the scope of the aforementioned authorisation, taking effect at the same time.

LETTER FROM THE BOARD

The grant of authorisation to the Board to deal with the above matters will be effective from the date of the passing of such resolution at the 2022 EGM to the expiry of the effective registration period of the Medium-Term Notes and the Super Short-Term Debentures.

2. SUPPLEMENTAL NOTICE AND REVISED PROXY FORM FOR THE 2022 EGM

A supplemental notice convening the 2022 EGM is set out on pages 7 to 8 in this supplemental circular. A revised form of proxy for use at the 2022 EGM is enclosed herewith.

IMPORTANT NOTE: A revised proxy form for use at the 2022 EGM (the “**Revised Proxy Form**”) is enclosed with the supplemental notice of the 2022 EGM dated 8 December 2022. The Revised Proxy Form shall supersede and replace the proxy form enclosed with the notice of the 2022 EGM dated 3 November 2022 (the “**Previous Proxy Form**”) and that the Previous Proxy Form shall be deemed invalid. Shareholders who have signed and returned the Previous Proxy Form should complete and return the Revised Proxy Form in accordance with the instructions provided in the supplemental notice of the 2022 EGM. Completion and return of the Revised Proxy Form will not preclude a Shareholder from attending and voting at the 2022 EGM in person.

To be valid, the Revised Proxy Form must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged 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 in accordance with the instructions printed thereon not less than 24 hours before the time scheduled for holding of the 2022 EGM.

The reply slip for the 2022 EGM published by the Company on 3 November 2022 is still valid for use in respect of the proposed resolution set out in the enclosed supplemental notice of the 2022 EGM. Shareholders for H Shares who intend to attend the 2022 EGM are requested to deliver the reply slip to the Company’s H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (facsimile no.: 852-2865 0990), on or before Thursday, 1 December 2022. The reply slip may be delivered in person, by post or facsimile.

3. 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 2022 EGM shall therefore demand voting on the resolutions set out in the 2022 EGM Notice and supplemental notice of the 2022 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 members. A Shareholder entitled to more than one vote needs not cast all his/her/its votes in the same manner.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board considers that each of the proposed resolutions set out in the 2022 EGM Notice and the supplemental notice of the 2022 EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of each of such proposed resolutions.

Yours faithfully,
By Order of the Board of
Beijing Capital International Airport Co., Ltd.
Meng Xianwei
Secretary to the Board

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (i) the notice of extraordinary general meeting of the Company dated 3 November 2022 (the “**2022 EGM Notice**”), which sets out the time and venue of the 2022 EGM and contains the relevant resolutions to be put forward at the 2022 EGM for consideration and approval by the Shareholders of the Company; and (ii) the proxy form of the Company dated 3 November 2022.

After the date of the 2022 EGM Notice, the Board received from its controlling shareholder, Capital Airports Holdings Limited, a proposal for adding the resolution in respect of the issue of the Medium-Term Notes and the Super Short-Term Debentures in the PRC as an additional special resolution for consideration and approval by the Shareholders at the 2022 EGM.

According to the Articles of Association of the Company, any Shareholder holding 5% or more voting rights to the Company is entitled to propose additional resolutions to be passed at the 2022 EGM.

As a result, the special resolution in respect of the issue of the Medium-Term Notes and the Super Short-Term Debentures in the PRC shall be added to the 2022 EGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2022 EGM of Beijing Capital International Airport Company Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 22 December 2022 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 (the “**PRC**”) to consider and, if thought fit, pass the following special resolution, in addition to the resolutions set out in the 2022 EGM Notice:

SPECIAL RESOLUTION

3. to consider and approve the proposed issue of the Medium-Term Notes of not more than RMB4 billion and the Super Short-Term Debentures of not more than RMB4 billion in the PRC, and the grant of authorisation to the Board and its authorised person to deal with all such matters relating to the issue of the Medium-Term Notes and the Super Short-Term Debentures (*Note iv*).

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

8 December 2022
Beijing, the PRC

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) Save as the additional special resolution and other information as set out in this supplemental notice of extraordinary general meeting, all the information set out in the 2022 EGM Notice remains unchanged.
- (ii) **IMPORTANT NOTE:** A revised proxy form for use at the 2022 EGM (“**Revised Proxy Form**”) is enclosed herewith. The revised proxy form shall supersede and replace the proxy form enclosed with the notice of extraordinary general meeting of the Company dated 3 November 2022 (the “**Previous Proxy Form**”) and that the Previous Proxy Form shall be deemed invalid. Shareholders who have signed and returned the Previous Proxy Form should complete and return the Revised Proxy Form in accordance with the instructions provided in the supplemental notice of 2022 EGM. Completion and return of the Revised Proxy Form will not preclude a Shareholder from attending and voting at the 2022 EGM in person.
- (iii) The reply slip for the 2022 EGM published by the Company on 3 November 2022 is still valid for use in respect of the proposed resolution set out in this supplemental notice of 2022 EGM. Shareholders for H Shares who intend to attend the 2022 EGM are requested to deliver the reply slip to the Company’s H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (facsimile no.: 852-2865 0990), on or before Thursday, 1 December 2022. The reply slip may be delivered in person, by post or facsimile.
- (iv) For details of the issue of the Medium-Term Notes and the Super Short-Term Debentures in the PRC and the grant of authorisation in relation thereto, please refer to the supplemental circular of the Company dated 8 December 2022.
- (v) Unless the context otherwise requires, capitalised terms used in this supplemental notice shall have the same meanings as defined in the supplemental circular of the Company dated 8 December 2022.

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

Executive Directors: Mr. Wang Changyi, 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. Zhang Jiali, Mr. Stanley Hui Hon-chung and Mr. Wang Huacheng

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>.