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China International Capital Corporation Limited **中國國際金融股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03908)

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 First Extraordinary General Meeting (the “**2022 First EGM**”) of China International Capital Corporation Limited (the “**Company**”) will be held at CICC Function Room, 1/F, 5L Hotel Beijing, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Monday, October 24, 2022 at 2:00 p.m. for the following purpose. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated September 30, 2022 (the “**Circular**”), which contains details of the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the proposal regarding the satisfaction of the conditions for the Rights Issue by the Company;
2. To consider and approve the proposal regarding the 2022 Rights Issue Plan of the Company:
 - 2.01 Class and par value of Rights Shares;
 - 2.02 Method of issuance;
 - 2.03 Base, proportion and number of the Rights Shares to be issued;
 - 2.04 Pricing principles and Rights Issue Price;
 - 2.05 Target subscribers for the Rights Issue;
 - 2.06 Arrangement for accumulated undistributed profits prior to the Rights Issue;
 - 2.07 Time of issuance;
 - 2.08 Underwriting methods;
 - 2.09 Use of proceeds raised from the Rights Issue;

- 2.10 Validity period of the Rights Issue resolution;
- 2.11 Listing of the Shares to be issued under the Rights Issue;
3. To consider and approve the proposal regarding the plan on public issuance of securities by way of Rights Issue in 2022 of the Company;
 4. To consider and approve the proposal regarding the authorization to the Board of Directors and its authorized person(s) to deal with matters in connection with the 2022 Rights Issue of the Company;
 5. To consider and approve the proposal regarding the report on the use of previously raised proceeds of the Company;
 6. To consider and approve the proposal regarding the 2022 feasibility analysis report on the use of proceeds from the Rights Issue of the Company;
 7. To consider and approve the proposal regarding the risk reminder of and remedial measures for dilution of immediate returns as a result of the proposed Rights Issue to the existing Shareholders and the undertakings by the relevant parties of the Company;
 8. To consider and approve the proposal regarding exempting Central Huijin from making an offer under the applicable PRC laws and regulations;
 9. To consider and approve the proposal regarding the Whitewash Waiver in relation to waiving the obligation of Central Huijin to make a mandatory general offer.

By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Sun Nan

Beijing, the PRC
September 30, 2022

As at the date of this notice, the Executive Director of the Company is Mr. Huang Zhaohui; the Non-executive Directors are Mr. Shen Rujun, Ms. Tan Lixia and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Liu Li, Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei and Mr. Peter Hugh Nolan.

Notes:

1. Details of the resolutions as set out above are set out in the section headed “Letter from the Board” in the Circular.
2. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the 2022 First EGM will be voted by poll. Results of the poll voting will be published on the Company’s website at www.cicc.com and the HKEXnews website of the Hong Kong Stock Exchange at www.hkexnews.hk after the 2022 First EGM.
3. As set out in the Circular, it is a condition of the H Shares Rights Issue and the A Shares Rights Issue that the Whitewash Waiver Resolutions are passed. Accordingly, (i) the special resolution approving the proposal regarding the 2022 Rights Issue Plan of the Company (i.e. the resolution number 2) is required to be passed by both (a) not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the 2022 First EGM and (b) more than 50% of the independent votes that are cast either in person or by proxy by the Independent Shareholders at the 2022 First EGM as required under the Takeovers Code and (ii) the special resolution approving the Whitewash Waiver application (i.e. the resolution number 9) is required to be passed by at least 75% of the independent votes that are cast either in person or by proxy by the Independent Shareholders at the 2022 First EGM.
4. Any Shareholder entitled to attend and vote at the 2022 First EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
5. In order to be valid, the form of proxy together with the notarized power of attorney or other documents of authorization, if any, must be completed and returned to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares), not less than 24 hours before the time appointed for holding the 2022 First EGM (that is not later than 2:00 p.m. on Sunday, October 23, 2022 (Beijing time)) or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the 2022 First EGM or any adjournment thereof should he/she so wish, but in such event the form of proxy shall be deemed to be revoked.
6. The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H Shares to attend the 2022 First EGM, from Tuesday, October 18, 2022 to Monday, October 24, 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the 2022 First EGM, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, October 17, 2022. The holders of H Shares or (as applicable) the Independent Shareholders whose names appear on the H Share register of members of the Company on Monday, October 24, 2022 are entitled to attend and vote at the 2022 First EGM.
7. Where there are joint holders of any Shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the 2022 First EGM in respect of such Shares.
8. Shareholder or his/her proxy shall produce proof of identity when attending the 2022 First EGM:
 - (1) Legal representatives of legal person Shareholders who attend the meeting shall produce their own identity cards and effective proof of their capacity as legal representatives. Proxies of legal person Shareholders shall produce their own identity cards and the form of proxy duly signed by the legal representatives or the board of directors or other governing body of the legal person Shareholders according to laws.
 - (2) Individual Shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce effective proof of identity and form of proxy.
9. The 2022 First EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

10. Computershare Hong Kong Investor Services Limited is located at Shops 1712-1716, 17/F and 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
11. The board office of the Company is located at 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

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