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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)

VOLUNTARY ANNOUNCEMENT ISSUE OF U.S.\$1,250,000,000 5.493 PER CENT. NOTES DUE 2026 UNDER THE U.S.\$10,000,000,000 GUARANTEED MEDIUM TERM NOTE PROGRAMME

References are made to the Company's announcements dated 6 May 2016 in relation to the establishment of the Programme by the Issuer, 10 January 2018 in relation to the update and increase in size of the Programme, 23 April 2019 in relation to the update of the Programme, 10 March 2020 in relation to the update and increase in size of the Programme, and 22 October 2020 in relation to the update and increase in size of the Programme. Thereafter, the Programme was updated on 17 September 2021 and 20 September 2022, respectively.

The Company is pleased to announce that on 22 February 2023, the Issuer, the Guarantor and the Company entered into the Subscription Agreement with CICC HK Securities, Citigroup, Standard Chartered Bank and China Galaxy International as Joint Global Coordinators and CICC HK Securities, Citigroup, Standard Chartered Bank, China Galaxy International, ABC International, Agricultural Bank of China Limited Hong Kong Branch, Bank of China, Bank of Communications, China Construction Bank, China Everbright Bank, China CITIC Bank International, China Industrial Securities International, China Minsheng Banking Corp., Ltd., Chiyu Banking Corporation Limited, China Merchants Bank, CNCB Capital, Hua Xia Bank Co., Limited Hong Kong Branch, ICBC, Industrial Bank Co., Ltd. Hong Kong Branch, Nanyang Commercial Bank, OCBC Bank, Shanghai Pudong Development Bank Hong Kong Branch, Shenwan Hongyuan (H.K.), SMBC Nikko and The Bank of East Asia, Limited as Joint Bookrunners and Joint Lead Managers with respect to the issue of the Notes under the Programme.

An application has been made to the Stock Exchange for the listing of and permission to deal in the Notes by way of debt issues to Professional Investors only on the Stock Exchange. The listing of the Notes is expected to become effective on 2 March 2023.

The completion of the Subscription Agreement is subject to certain conditions precedent which may or may not be satisfied. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company.

This is a voluntary announcement made by the Company.

ISSUE OF THE NOTES UNDER THE PROGRAMME

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The Notes will be unconditionally and irrevocably guaranteed by the Guarantor with the benefit of the Keepwell Deed provided by the Company. The payment obligations of the Issuer under the Notes and of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to the terms and conditions of the Notes, at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Issuer and the Guarantor, respectively.

Principal Terms of the Notes

Issuer	:	CICC Hong Kong Finance 2016 MTN Limited
Guarantor	:	China International Capital Corporation (International) Limited (中國國際金融(國際)有限公司)
Keepwell Provider	:	China International Capital Corporation Limited (中國國際金融股份有限公司)
Aggregate Nominal Amount	:	U.S.\$1,250,000,000
Issue Date	:	1 March 2023
Issue Price	:	100.00% of the aggregate nominal amount of the Notes

Rate of Interest : 5.493% per annum

Maturity Date : 1 March 2026

Use of Proceeds

The Issuer intends to use the net proceeds from the offering of the Notes to repay certain existing indebtedness and for working capital and other general corporate purposes of the Guarantor and its subsidiaries.

Ratings

The Notes are rated “Baa1” by Moody’s. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Listing

An application has been made to the Stock Exchange for the listing of and permission to deal in the Notes by way of debt issues to Professional Investors only on the Stock Exchange. The listing of the Notes is expected to become effective on 2 March 2023. Listing of the Notes on the Stock Exchange shall not be taken as an indication of the merits of the Company, its subsidiaries or the Notes.

The completion of the Subscription Agreement is subject to certain conditions precedent which may or may not be satisfied. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“ABC International”	ABCI Capital Limited
“Bank of China”	Bank of China Limited and Bank of China (Hong Kong) Limited
“Bank of Communications”	Bank of Communications Co., Ltd. Hong Kong Branch
“Board”	the board of directors of the Company
“China CITIC Bank International”	China CITIC Bank International Limited
“China Construction Bank”	CCB International Capital Limited and China Construction Bank (Asia) Corporation Limited
“China Everbright Bank”	CEB International Capital Corporation Limited and China Everbright Bank Co., Ltd., Hong Kong Branch
“China Galaxy International”	China Galaxy International Securities (Hong Kong) Co., Limited
“China Industrial Securities International”	China Industrial Securities International Brokerage Limited
“China Merchants Bank”	CMB International Capital Limited and CMB Wing Lung Bank Limited
“China Minsheng Banking Corp., Ltd.”	China Minsheng Banking Corp., Ltd., Hong Kong Branch and CMBC Securities Company Limited

“CICC HK Securities”	China International Capital Corporation Hong Kong Securities Limited
“Citigroup”	Citigroup Global Markets Limited
“CNCB Capital”	CNCB (Hong Kong) Capital Limited
“Company”	China International Capital Corporation Limited (中國國際金融股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange, and as the provider of the Keepwell Deed
“Guarantee”	the guarantee provided by the Guarantor with respect to the Notes
“Guarantor”	China International Capital Corporation (International) Limited (中國國際金融(國際)有限公司), incorporated with limited liability in Hong Kong and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICBC”	ICBC International Securities Limited, Industrial and Commercial Bank of China (Asia) Limited and Industrial and Commercial Bank of China Limited, Singapore Branch
“Issuer”	CICC Hong Kong Finance 2016 MTN Limited, incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Guarantor

“Joint Bookrunners” or “Joint Lead Managers”	CICC HK Securities, Citigroup, Standard Chartered Bank, China Galaxy International, ABC International, Agricultural Bank of China Limited Hong Kong Branch, Bank of China, Bank of Communications, China Construction Bank, China Everbright Bank, China CITIC Bank International, China Industrial Securities International, China Minsheng Banking Corp., Ltd., Chiyu Banking Corporation Limited, China Merchants Bank, CNCB Capital, Hua Xia Bank Co., Limited Hong Kong Branch, ICBC, Industrial Bank Co., Ltd. Hong Kong Branch, Nanyang Commercial Bank, OCBC Bank, Shanghai Pudong Development Bank Hong Kong Branch, Shenwan Hongyuan (H.K.), SMBC Nikko and The Bank of East Asia, Limited
“Joint Global Coordinators”	CICC HK Securities, Citigroup, Standard Chartered Bank and China Galaxy International
“Keepwell Deed”	the keepwell deed dated 5 May 2016 between the Issuer, the Guarantor, the Company and Citicorp International Limited as trustee
“Moody’s”	Moody’s Investors Services, Inc.
“Nanyang Commercial Bank”	Nanyang Commercial Bank, Limited
“Notes”	U.S.\$1,250,000,000 5.493% notes due 2026
“OCBC Bank”	Oversea-Chinese Banking Corporation Limited
“PRC”	the People’s Republic of China
“Professional Investors”	professional investors as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Programme”	the U.S.\$10,000,000,000 guaranteed medium term note programme established by the Issuer, the Guarantor and the Company
“Shanghai Pudong Development Bank Hong Kong Branch”	Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch
“Shenwan Hongyuan (H.K.)”	Shenwan Hongyuan Securities (H.K.) Limited
“SMBC Nikko”	SMBC Nikko Securities (Hong Kong) Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 22 February 2023 among the Issuer, the Guarantor, the Company and the Joint Lead Managers
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S.\$”	the lawful currency of the United States

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

Beijing, the PRC
23 February 2023

As at the date of this announcement, 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.