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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of China International Capital Corporation Limited (the “Company”) will be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, June 28, 2024 at 2:30 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 June 7, 2024, which contains details of the following resolutions.

#### **SPECIAL RESOLUTION**

**(Non-cumulative voting)**

1. To consider and approve the amendments to the Articles of Association;

#### **ORDINARY RESOLUTIONS**

**(Non-cumulative voting)**

2. To consider and approve the amendments to the Rules of Procedures of Shareholders' General Meetings;
3. To consider and approve the amendments to the Rules of Procedures of the Meeting of Board of Directors;
4. To consider and approve the amendments to the Rules of Procedures of the Meeting of Supervisory Committee;
5. To consider and approve the 2023 work report of the Board of Directors;
6. To consider and approve the 2023 work report of the Supervisory Committee;
7. To consider and approve the 2023 annual report;

8. To consider and approve the 2023 profit distribution plan;
9. To consider and approve the relevant arrangements of 2024 interim profit distribution;
10. To consider and approve the appointment of the accounting firms for 2024;
11. To consider and approve the 2024 annual estimation for daily related-party transactions:
  - 11.01 Estimated related-party transactions with legal persons controlled by Director Duan Wenwu, or in which he serves as a director or senior management
  - 11.02 Estimated related-party transactions with other related legal persons or other organizations
  - 11.03 Estimated related-party transactions with other related natural persons
12. To consider and approve the 2023 Annual Work Report of Independent Non-executive Directors:
  - 12.01 2023 Annual Work Report of Independent Non-executive Director (Ng Kong Ping Albert)
  - 12.02 2023 Annual Work Report of Independent Non-executive Director (Lu Zhengfei)
  - 12.03 2023 Annual Work Report of Independent Non-executive Director (Peter Hugh Nolan)
  - 12.04 2023 Annual Work Report of Independent Non-executive Director (Zhou Yu)
  - 12.05 2023 Annual Work Report of Independent Non-executive Director (Liu Li)

**ORDINARY RESOLUTIONS**  
**(Cumulative voting)**

13. To consider and approve the proposal regarding the election of members (non-independent Directors) of the third session of the Board of Directors and determination of their remuneration, including the followings:
  - 13.01 To elect Mr. Chen Liang as an executive Director and to determine his remuneration
  - 13.02 To elect Ms. Zhang Wei as a non-executive Director and to determine her remuneration
  - 13.03 To elect Mr. Kong Lingyan as a non-executive Director and to determine his remuneration

- 13.04 To elect Mr. Deng Xingbin as a non-executive Director and to determine his remuneration
14. To consider and approve the proposal regarding the election of members (independent Directors) of the third session of the Board of Directors and determination of their remuneration, including the followings:
- 14.01 To elect Mr. Ng Kong Ping Albert as an independent non-executive Director and to determine his remuneration
- 14.02 To elect Mr. Lu Zhengfei as an independent non-executive Director and to determine his remuneration
- 14.03 To elect Mr. Peter Hugh Nolan as an independent non-executive Director and to determine his remuneration
- 14.04 To elect Mr. Zhou Yu as an independent non-executive Director and to determine his remuneration
15. To consider and approve the proposal regarding the election of members (non-employee representative Supervisors) of the third session of the Supervisory Committee and determination of relevant Supervisors' remuneration, including the followings:
- 15.01 To elect Mr. Jin Lizuo as a non-employee representative Supervisor and to determine his remuneration
- 15.02 To elect Mr. Cui Zheng as a non-employee representative Supervisor and to determine his remuneration

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

Beijing, the PRC  
June 7, 2024

*As at the date of this notice, the Executive Director of the Company is Mr. Chen Liang; the Non-executive Directors are Ms. Zhang Wei, Mr. Kong Lingyan and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu.*

*Notes:*

1. 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 AGM will be voted by poll. Among which, the ordinary resolutions 13 to 15 will adopt the method of cumulative voting respectively, that is, the number of votes carried by each Share held by Shareholders shall be equal to the number of the position(s) to be elected and Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-independent Directors to be elected (4 Directors), when electing non-independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-independent Director candidate or different non-independent Director candidates in any combination; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of independent Directors to be elected (4 Directors), when electing independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one independent Director candidate or different independent Director candidates in any combination; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-employee representative Supervisors to be elected (2 Supervisors), when electing non-employee representative Supervisors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-employee representative Supervisor candidate or different non-employee representative Supervisor candidates in any combination. The sum of votes of each Shareholder for one or more candidates shall not exceed the total number of votes of such Shareholder to the corresponding resolution, failing which the voting shall be invalid. For the “ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS, INDEPENDENT DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS”, please refer to Appendix XI to the circular of the AGM of the Company dated June 7, 2024.

Results of the poll voting will be published on the Company’s website at [www.cicc.com](http://www.cicc.com) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.

2. Any Shareholder entitled to attend and vote at the AGM 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.
3. 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 AGM (that is, not later than 2:30 p.m. on Thursday, June 27, 2024 (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 AGM or any adjournment thereof should he/she so wish, but in such event the form of proxy shall be deemed to be revoked.
4. 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 AGM, from Tuesday, June 25, 2024 to Friday, June 28, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, 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, June 24, 2024. The holders of H Shares whose names appear on the H Share register of members of the Company on Friday, June 28, 2024 are entitled to attend and vote at the AGM.

5. The Company proposed to adopt the method of cash dividend to distribute cash dividends to its Shareholders for its 2023 profit distribution. The total proposed cash dividend to be distributed is RMB868,906,236.24 (tax inclusive) (the “**2023 Final Dividend**”). In case of any changes in the total number of issued Shares of the Company on the record date to distribute profit (Wednesday, July 10, 2024) resulting from placing of Shares, Share repurchase or other reasons, the amount of cash dividend per Share will be adjusted accordingly, within the total amount of RMB868,906,236.24 (tax inclusive). On the basis of the total number of 4,827,256,868 Shares issued to date, the cash dividends of RMB1.80 (tax inclusive) per 10 Shares will be distributed.

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 the 2023 Final Dividend, from Friday, July 5, 2024 to Wednesday, July 10, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, July 10, 2024 are entitled to the 2023 Final Dividend. In order to be entitled to receive the 2023 Final Dividend, 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 Thursday, July 4, 2024.

The 2023 Final Dividend, if approved by the Shareholders of the Company at the AGM, is expected to be paid on or around Friday, August 23, 2024 to qualified Shareholders.

6. 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 AGM in respect of such Shares.
7. Shareholder or his/her proxy shall produce proof of identity when attending the AGM:
  - (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.
8. The AGM will adopt a combination of both onsite voting and online voting (online voting only applicable to holders of A Shares) in terms of the mechanism for voting at the meeting.
9. The AGM 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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