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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)

ANNOUNCEMENT

- (1) POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING;
(2) DISTRIBUTION OF 2023 FINAL DIVIDEND;
AND
(3) COMPLETION OF THE ELECTION OF NEW SESSION OF
THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE**

Reference is made to the circular of China International Capital Corporation Limited (the “**Company**”) dated June 7, 2024 in relation to the 2023 annual general meeting (the “**AGM**”) of the Company (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board of the Company wishes to announce that the resolutions proposed at the AGM were duly passed.

The AGM of the Company was 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.

I. POLL RESULTS OF THE AGM

A total of 4,827,256,868 Shares (including 2,923,542,440 A Shares and 1,903,714,428 H Shares), representing 100% of the total issued share capital of the Company, were entitled to attend and vote at the AGM. As disclosed in the Circular, when relevant resolutions in relation to the 2024 annual estimation for daily related-party transactions are considered at the AGM, the Shareholders who have interest in the related-party transactions shall abstain from voting on relevant resolutions. China National Investment and Guaranty Corporation, holding 103,129,646 A Shares of the Company (the shareholding registered at China Securities Depository and Clearing Corporation Limited as at the record date, the same below), shall abstain from voting on resolution 11.01; Haier Group (Qingdao) Jinying Holding Co., Ltd., holding 106,026,300 A Shares of the Company, shall abstain from voting on resolution 11.02. Save as disclosed above,

to the knowledge of the Company and the Directors after having made reasonable enquiries, no Shareholders of the Company shall abstain from voting, or abstain from voting for any resolution at the AGM, in accordance with the Listing Rules. 97 Shareholders and authorized proxies, holding an aggregate of 3,091,112,202 Shares, representing approximately 64.034550% of the total issued share capital of the Company, attended the AGM. Among the Shareholders attended (either in person or by proxies), 95 were A Shareholders and authorized proxies, holding an aggregate of 2,362,276,655 Shares, representing approximately 48.936212% of the total issued share capital of the Company and 2 were H Shareholders and authorized proxies, holding an aggregate of 728,835,547 Shares, representing approximately 15.098338% of the total issued share capital of the Company. The AGM was convened by the Board, and chaired and presided over by Mr. Chen Liang, chairman of the Board of the Company. Seven of all eight incumbent Directors attended the AGM. Director Mr. Duan Wenwu did not attend the AGM due to other work arrangements. Voting at the AGM was conducted through on-site voting and online voting (online voting was for A Shareholders only). The AGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC and the Articles of Association, and the poll results are lawful and valid.

The poll results in respect of the resolutions proposed at the AGM are as follows:

Resolutions (Non-cumulative voting)		For		Against		Abstain	
		No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
As special resolution							
1.	To consider and approve the amendments to the Articles of Association;	2,803,169,362	90.684814	268,963,683	8.701195	18,979,157	0.613991
The resolution was duly passed as a special resolution.							
As ordinary resolutions							
2.	To consider and approve the amendments to the Rules of Procedures of Shareholders' General Meetings;	3,091,027,402	99.997257	70,400	0.002277	14,400	0.000466
The resolution was duly passed as an ordinary resolution.							
3.	To consider and approve the amendments to the Rules of Procedures of the Meeting of Board of Directors;	2,804,028,457	90.712607	268,406,888	8.683181	18,676,857	0.604212
The resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the amendments to the Rules of Procedures of the Meeting of Supervisory Committee;	3,090,913,202	99.993562	73,000	0.002362	126,000	0.004076
The resolution was duly passed as an ordinary resolution.							

Resolutions (Non-cumulative voting)		For		Against		Abstain	
		No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
5.	To consider and approve the 2023 work report of the Board of Directors;	3,089,785,323	99.957074	278,600	0.009013	1,048,279	0.033913
The resolution was duly passed as an ordinary resolution.							
6.	To consider and approve the 2023 work report of the Supervisory Committee;	3,089,787,823	99.957155	276,000	0.008929	1,048,379	0.033916
The resolution was duly passed as an ordinary resolution.							
7.	To consider and approve the 2023 annual report;	3,089,785,323	99.957074	278,600	0.009013	1,048,279	0.033913
The resolution was duly passed as an ordinary resolution.							
8.	To consider and approve the 2023 profit distribution plan;	3,091,020,702	99.997040	77,100	0.002494	14,400	0.000466
The resolution was duly passed as an ordinary resolution.							
9.	To consider and approve the relevant arrangements of 2024 interim profit distribution;	3,091,020,602	99.997037	77,100	0.002494	14,500	0.000469
The resolution was duly passed as an ordinary resolution.							
10.	To consider and approve the appointment of the accounting firms for 2024;	3,090,891,131	99.992848	204,071	0.006602	17,000	0.000550
The resolution was duly passed as an ordinary resolution.							
11.	To consider and approve the 2024 annual estimation for daily related-party transactions, including the followings:						
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	2,986,787,797	99.960015	73,000	0.002443	1,121,759	0.037542
11.02	Estimated related-party transactions with other related legal persons or other organizations	2,984,994,402	99.996935	73,000	0.002445	18,500	0.000620
11.03	Estimated related-party transactions with other related natural persons	3,089,917,443	99.961349	70,400	0.002277	1,124,359	0.036374
The resolutions were duly passed as ordinary resolutions.							

Resolutions (Non-cumulative voting)		For		Against		Abstain	
		No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
12.	To consider and approve the 2023 Annual Work Report of Independent Non-executive Directors, including the followings:						
12.01	2023 Annual Work Report of Independent Non-executive Director (Ng Kong Ping Albert)	3,089,412,123	99.945001	278,600	0.009013	1,421,479	0.045986
12.02	2023 Annual Work Report of Independent Non-executive Director (Lu Zhengfei)	3,089,785,323	99.957074	278,600	0.009013	1,048,279	0.033913
12.03	2023 Annual Work Report of Independent Non-executive Director (Peter Hugh Nolan)	3,089,785,223	99.957071	278,600	0.009013	1,048,379	0.033916
12.04	2023 Annual Work Report of Independent Non-executive Director (Zhou Yu)	3,089,785,323	99.957074	278,600	0.009013	1,048,279	0.033913
12.05	2023 Annual Work Report of Independent Non-executive Director (Liu Li)	3,089,785,323	99.957074	278,600	0.009013	1,048,279	0.033913
The resolutions were duly passed as ordinary resolutions.							
Resolutions (Cumulative voting)				Cumulative voting No. of votes FOR (Percentage of the total number of Shares with voting rights held by all Shareholders and authorized proxies attending) (%)			
As ordinary resolutions							
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:			A total of 4 non-independent Directors to be elected			
13.01	To elect Mr. Chen Liang as an executive Director and to determine his remuneration	2,969,832,176 (96.076492%)					
13.02	To elect Ms. Zhang Wei as a non-executive Director and to determine her remuneration	2,998,069,538 (96.989994%)					
13.03	To elect Mr. Kong Lingyan as a non-executive Director and to determine his remuneration	2,936,961,255 (95.013091%)					
13.04	To elect Mr. Deng Xingbin as a non-executive Director and to determine his remuneration	3,014,122,152 (97.509309%)					
As the number of votes in favour was more than half of the total number of Shares with voting rights held by all Shareholders and authorized proxies attending the meeting, each of the resolutions was duly passed as an ordinary resolution.							

Resolutions (Cumulative voting)		Cumulative voting No. of votes FOR (Percentage of the total number of Shares with voting rights held by all Shareholders and authorized proxies attending) (%)
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:	A total of 4 independent Directors to be elected
14.01	To elect Mr. Ng Kong Ping Albert as an independent non-executive Director and to determine his remuneration	2,968,731,822 (96.040895%)
14.02	To elect Mr. Lu Zhengfei as an independent non-executive Director and to determine his remuneration	2,986,291,358 (96.608960%)
14.03	To elect Mr. Peter Hugh Nolan as an independent non-executive Director and to determine his remuneration	2,986,397,571 (96.612396%)
14.04	To elect Mr. Zhou Yu as an independent non-executive Director and to determine his remuneration	2,967,143,868 (95.989523%)
As the number of votes in favour was more than half of the total number of Shares with voting rights held by all Shareholders and authorized proxies attending the meeting, each of the resolutions was duly passed as an ordinary resolution.		
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:	A total of 2 non-employee representative Supervisors to be elected
15.01	To elect Mr. Jin Lizuo as a non-employee representative Supervisor and to determine his remuneration	3,016,547,374 (97.587767%)
15.02	To elect Mr. Cui Zheng as a non-employee representative Supervisor and to determine his remuneration	3,016,572,176 (97.588569%)
As the number of votes in favour was more than half of the total number of Shares with voting rights held by all Shareholders and authorized proxies attending the meeting, each of the resolutions was duly passed as an ordinary resolution.		

Note: The percentages listed in the above table have been rounded and kept to six decimal places.

The full text of resolutions proposed at the AGM is set out in the Circular. The amendments to the Articles of Association, the Rules of Procedures of Shareholders' General Meetings, the Rules of Procedures of the Meeting of Board of Directors and the Rules of Procedures of the Meeting of Supervisory Committee shall become effective on the date when they are considered and approved at the AGM. Reference is also made to the announcement of the Company dated May 31, 2024 in relation to, among others, the amendments to the *Terms of Reference of the Strategy and ESG Committee of the Board of Directors*, the *Terms of Reference of the Remuneration Committee of the Board of Directors*, the *Terms of Reference of the Nomination and Corporate Governance Committee of the Board of Directors*, the *Terms of Reference of the Audit Committee of the Board of Directors*, the *Terms of Reference of the Risk Management*

Committee of the Board of Directors, the Terms of Reference of the Related-Party Transaction Control Committee of the Board of Directors and other internal systems related to corporate governance. The amendments to the above-mentioned systems shall become effective from June 28, 2024.

Computershare Hong Kong Investor Services Limited (the Company's H Share registrar), two Shareholder representatives, one Supervisor representative and lawyers from King & Wood Mallesons (the Company's PRC legal advisor) acted as the scrutineers for the vote-taking at the AGM.

King & Wood Mallesons witnessed the AGM of the Company, certifying that the convening and meeting procedures, qualification of the conveners, Shareholders and proxies, and voting procedures of the AGM were in compliance with applicable laws and the Articles of Association; and the poll results of the meeting were lawful and valid.

II. DISTRIBUTION OF THE 2023 FINAL DIVIDEND

The resolution on the profit distribution plan for the year ended December 31, 2023 was approved at the AGM. The Company will 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**"). On the basis of the total number of 4,827,256,868 Shares of the Company to date, a cash dividend of RMB1.80 (tax inclusive) per 10 Shares held will be distributed. In case of any changes in the total number of issued Shares of the Company on the record date (i.e. Wednesday, July 10, 2024) to distribute profit resulting from placing of shares, share repurchase and other reasons, the amount of cash dividend per Share will be accordingly adjusted within the total amount of RMB868,906,236.24 (tax inclusive).

The 2023 Final Dividend is denominated and declared in RMB, and paid in RMB and in HK dollars to holders of A Shares and holders of H Shares, respectively. The actual amounts to be distributed in HK dollars shall be converted based on the average central parity of the exchange rate of RMB against HK dollars as announced by the People's Bank of China for the five working days prior to the date of the AGM. Accordingly, the 2023 Final Dividend is 1.972767 HK dollars per ten H Shares (tax inclusive).

For the purpose of determining the entitlement of holders of H Shares to the 2023 Final Dividend, the H Share register of members of the Company will be closed 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. With regard to the payment of the 2023 Final Dividend to the A Shareholders, the Company will announce the specific arrangement for the payment of 2023 Final Dividend to the A Shareholders separately on the Shanghai Stock Exchange.

Pursuant to the requirements of the *Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax* (Cai Shui Zi [1994]020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), individual foreigners are exempted from individual income tax on dividends and bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, the foreign individual Shareholders who hold the H Shares of the Company and whose names appear in the H-share register are not required to pay the individual income tax of the PRC.

Pursuant to the provisions of the *Enterprise Income Tax Law of the People's Republic of China* (《中華人民共和國企業所得稅法》) and the *Implementing Regulations of the Enterprise Income Tax Law of the People's Republic of China* (《中華人民共和國企業所得稅法實施條例》), any PRC domestic enterprise shall withhold the enterprise income tax upon the distribution of dividends payable to the shareholders being non-resident enterprises (legal persons) for accounting periods starting from January 1, 2008, and the payer shall serve as the withholding agent. The Company will strictly abide by the law and identify all non-resident enterprises Shareholders who are subject to the withholding and payment of enterprise income tax, whose names appear in the Company's register as holders of H Shares on the record date and who are not individuals (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organizations which are all considered as non-resident enterprise Shareholders), the Company will distribute the relevant dividends after deducting enterprise income tax of 10%.

Pursuant to the *Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets* (Cai Shui [2014] No.81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the *Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets* (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) jointly promulgated by the Ministry of Finance, the State Administration of Taxation and the CSRC, for dividends derived by mainland individual investors from investing in H share listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H-share companies shall withhold individual income tax at a tax rate of 20% for the investors. For mainland securities investment funds investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. Dividends derived by mainland enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect shall be reported and paid

by the enterprise investors themselves. H-share companies will not withhold or pay enterprise income tax on their behalf in the distribution of dividends. For dividends derived by mainland resident enterprises where the relevant H shares have been continuously held for more than 12 months, the enterprise income tax thereon may be exempt according to the tax law.

When distributing the 2023 Final Dividend to the holders of H Shares, the Company will withhold payment of the relevant income tax strictly in accordance with the applicable laws or requirements of the relevant governmental departments. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding of income tax.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong and will pay the declared 2023 Final Dividend to the Receiving Agent for payment to holders of H Shares. It is expected that the Receiving Agent will pay the 2023 Final Dividend on or about Friday, August 23, 2024 to holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, July 10, 2024.

III. COMPLETION OF THE ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE

Reference are made to (i) the announcement of the Company dated January 17, 2024 in relation to, among other things, the election of new session of the Board of Directors and the Supervisory Committee; and (ii) the announcement of the Company dated February 28, 2024 in relation to the election of employee representative Supervisor of the third session of the Supervisory Committee.

The First Meeting of the Third Session of the Board of Directors and the First Meeting of the Third Session of the Supervisory Committee of the Company were held on June 28, 2024, and pursuant to the poll results of the AGM and the relevant resolutions passed on the above meetings:

1. Completion of the Election of New Session of the Board of Directors

It has been approved by the AGM that Mr. Chen Liang serves as an executive Director of the third session of the Board of Directors, Ms. Zhang Wei, Mr. Kong Lingyan and Mr. Deng Xingbin serve as non-executive Directors of the third session of the Board of Directors, and Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu serve as independent non-executive Directors of the third session of the Board of Directors. The above eight Directors jointly compose the third session of the Board of Directors, with the term of office of three years from June 28, 2024. Please kindly refer to the Circular for the biographical details of the above Directors.

On the same day, at the First Meeting of the Third Session of the Board of Directors, Mr. Chen Liang was elected as the chairman of the Board and composition of the special committees of the third session of the Board of Directors were confirmed. The terms of office of the aforesaid positions are the same as their terms of office as Directors. The composition of the special committees of the third session of the Board of Directors is as follows:

- (1) Strategy and ESG Committee: the chairman is Mr. Chen Liang, and members are Ms. Zhang Wei, Mr. Kong Lingyan and Mr. Deng Xingbin;
- (2) Remuneration Committee: the chairman is Mr. Peter Hugh Nolan, and members are Ms. Zhang Wei, Mr. Ng Kong Ping Albert and Mr. Zhou Yu;
- (3) Nomination and Corporate Governance Committee: the chairman is Mr. Zhou Yu, and members are Mr. Chen Liang, Mr. Kong Lingyan, Mr. Lu Zhengfei and Mr. Peter Hugh Nolan;
- (4) Audit Committee: the chairman is Mr. Ng Kong Ping Albert, and members are Mr. Kong Lingyan, Mr. Lu Zhengfei and Mr. Zhou Yu;
- (5) Risk Management Committee: the chairman is Mr. Lu Zhengfei, and members are Ms. Zhang Wei, Mr. Kong Lingyan, Mr. Deng Xingbin and Mr. Ng Kong Ping Albert;
- (6) Related-Party Transaction Control Committee: the chairman is Mr. Ng Kong Ping Albert, and members are Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu.

Mr. Duan Wenwu no longer serves as a non-executive Director, member of the Strategy and ESG Committee and member of the Risk Management Committee of Board of the Company since June 28, 2024. Mr. Duan Wenwu has confirmed that he has no disagreement with the Board during his term of office and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders, creditors of the Company or the stock exchange in the place where the Company's Shares are listed. The Company would like to express sincere gratitude to Mr. Duan Wenwu for his significant contributions to the development of the Company during his tenure of office.

2. Completion of the Election of New Session of the Supervisory Committee

It has been approved by the AGM that Mr. Jin Lizuo and Mr. Cui Zheng serve as non-employee representative Supervisors of the third session of the Supervisory Committee. Mr. Jin Lizuo and Mr. Cui Zheng, together with Mr. Gao Tao, the employee representative Supervisor elected by the Second Meeting of the Third Session of the Employee Representative Meeting, jointly compose the third session of the Supervisory Committee. The terms of office of the above three Supervisors are three years from June 28, 2024.

Please kindly refer to the Circular and the announcement of the Company dated February 28, 2024 regarding the election of employee representative Supervisor of the third session of the Supervisory Committee for the biographical details of the above Supervisors.

On June 28, 2024, Mr. Gao Tao was elected as the chairman of the Supervisory Committee at the First Meeting of the Third Session of the Supervisory Committee and his term of office as the chairman of the Supervisory Committee is the same as his term of office as a Supervisor.

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

Beijing, the PRC
June 28, 2024

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