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China International Capital Corporation Limited

中國國際金融股份有限公司

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

(Stock Code: 03908)

ANNOUNCEMENT

POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING DISTRIBUTION OF 2018 FINAL DIVIDEND AND CHANGE OF ACCOUNTING FIRMS

The board of directors (the “**Board**”) of China International Capital Corporation Limited (the “**Company**”) wishes to announce that all resolutions proposed at the 2018 annual general meeting (the “**AGM**”) were duly passed.

The AGM of the Company was held at CICC Function Room, 1/F, 5L Hotel Beijing, No.1 Jianguomenwai Avenue, Chaoyang District, Beijing, China, on Tuesday, May 28, 2019 at 9:30 a.m.

I. POLL RESULTS AT THE AGM

A total of 4,192,667,868 shares (including 2,464,953,440 domestic shares and 1,727,714,428 H shares), representing 100% of the total issued share capital of the Company, were entitled to attend and vote on the resolutions proposed at the AGM. No shareholders were required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting or voting in favour of any resolutions proposed at the AGM. The shareholders and authorized proxies holding an aggregate of 3,196,561,140 shares, representing 76.241697% of the total issued share capital of the Company, attended the AGM. Mr. Bi Mingjian, the executive director of the Company, who is performing the duties of the Chairman of the Board, presided over and chaired the AGM. The AGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC and the articles of association of the Company, and the poll results are lawful and valid.

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

Resolutions		For		Against		Abstain	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
As ordinary resolutions							
1	To consider and approve the 2018 work report of the Board of Directors	3,194,452,876	99.934046	391,200	0.012238	1,717,064	0.053716
The resolution was duly passed as an ordinary resolution.							
2	To consider and approve the 2018 work report of the Supervisory Committee	3,194,452,876	99.934046	391,200	0.012238	1,717,064	0.053716
The resolution was duly passed as an ordinary resolution.							
3	To consider and approve the 2018 annual report	3,194,452,876	99.934046	391,200	0.012238	1,717,064	0.053716
The resolution was duly passed as an ordinary resolution.							
4	To consider and approve the 2018 profit distribution plan	3,194,855,440	99.946640	0	0.000000	1,705,700	0.053360
The resolution was duly passed as an ordinary resolution.							
5	To consider and approve the change of the accounting firms	3,194,294,240	99.929083	561,200	0.017557	1,705,700	0.053360
The resolution was duly passed as an ordinary resolution.							
As special resolutions							
6	To consider and approve the general mandate to issue shares	2,925,560,012	91.522104	269,295,428	8.424536	1,705,700	0.053360
The resolution was duly passed as a special resolution.							
7	To consider and approve the authorization on issuances of onshore and offshore debt financing instruments	3,181,320,327	99.523212	13,535,113	0.423428	1,705,700	0.053360
The resolution was duly passed as a special resolution.							

The full text of resolutions numbers 1 to 7 is set out in the circular of the Company and the notice of AGM both dated April 12, 2019.

Computershare Hong Kong Investor Services Limited (the Company's H share registrar), two shareholder representatives, one supervisor representative and Haiwen & Partners (the Company's PRC legal advisors) acted as the scrutineers for the vote-taking at the AGM.

II. DISTRIBUTION OF THE 2018 FINAL DIVIDEND

The resolution on the profit distribution plan for the year ended December 31, 2018 was approved at the AGM. The Company will adopt the method of cash dividend payment for its 2018 profit distribution. The total cash dividend to be distributed was RMB670,826,858.88 (tax inclusive) (the “**2018 Final Dividend**”). In case of any changes in the total number of issued shares of the Company on the record date (being Thursday, June 6, 2019) resulting from issue of shares, share repurchase or other reasons, the amount of cash dividend per share will be adjusted accordingly, within the total amount of RMB670,826,858.88 (tax inclusive). On the basis of 4,192,667,868 Shares in issue of the Company to date, a cash dividend of RMB1.6 (tax inclusive) for every ten shares held will be distributed.

The 2018 Final Dividend is denominated and declared in Renminbi, and to be paid in Renminbi and in Hong Kong dollars to holders of domestic shares and holders of H shares, respectively. The actual amounts distributed in Hong Kong dollars are converted based on the average central parity of the exchange rate of Renminbi against Hong Kong dollars as announced by the People’s Bank of China for the five working days prior to the date of the AGM. Accordingly, the 2018 Final Dividend is HK\$1.820594 per ten H shares (tax inclusive).

For the purpose of determining the entitlement of holders of H shares to the 2018 Final Dividend, the H share register of members of the Company will be closed from Saturday, June 1, 2019 to Thursday, June 6, 2019 (both days inclusive), during which period no transfer of H shares will be registered. Shareholders whose names appear on the H share register of members of the Company on Thursday, June 6, 2019 are entitled to the 2018 Final Dividend. In order to be entitled to receive the 2018 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 Friday, May 31, 2019.

Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994]20) (《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]20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 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 1 January 2008, and the payer shall serve as the withholding agent. The Company will strictly abide by the law and identify all 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 China Securities Regulatory Commission, for dividends derived by mainland individual investors from investing in H-share companies listed on The Stock Exchange of Hong Kong Limited (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 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 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 2018 Final Dividend to the holders of H shares, the Company will withhold payment of the relevant income tax strictly in accordance with the relevant 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 2018 Final Dividend to the Receiving Agent for payment to holders of H shares. It is expected that the Receiving Agent will pay the 2018 Final Dividend on or about Friday, July 26, 2019 to holders of H Shares whose names appear on the H share register of members of the Company on Thursday, June 6, 2019.

III. CHANGE OF ACCOUNTING FIRMS

Reference is made to the announcement of the Company dated January 29, 2019 regarding the proposed change of accounting firms of the Company.

The Board hereby announces that, the shareholders of the Company have approved at the AGM the non-renewal of the appointment of KPMG Huazhen LLP and KPMG (together “KPMG”) as the domestic accounting firm and international accounting firm of the Company respectively, and the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the domestic accounting firm and international accounting firm respectively, for the year of 2019, with effect from May 28, 2019. To the best of the Company’s knowledge and as confirmed by KPMG, there are no matters regarding the retirement of KPMG as the domestic and international accounting firms of the Company that need to be brought to the attention of the shareholders and investors of the Company, and there are no disagreements or unresolved matters between the Company and KPMG, in relation to the change of accounting firms.

By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Xu Yicheng

Beijing, the PRC
May 28, 2019

As at the date of this announcement, the Executive Director of the Company is Mr. Bi Mingjian; the Non-executive Directors are Ms. Zhao Haiying, Mr. David Bonderman, Mr. Liu Haifeng David, Mr. Shi Jun and Mr. Cha Mou Daid Johnson; and the Independent Non-executive Directors are Mr. Edwin Roca Lim, Mr. Liu Li, Mr. Siu Wai Keung and Mr. Ben Shenglin.