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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)

**PROPOSED A SHARE OFFERING AND RELATED MATTERS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELATED RULES OF PROCEDURES
ELECTION OF CHAIRMAN OF THE SECOND SESSION OF THE BOARD
OF DIRECTORS
ELECTION OF CHAIRMEN AND MEMBERS
OF THE SPECIAL COMMITTEES
OF THE SECOND SESSION OF THE BOARD OF DIRECTORS
PROPOSED DIRECTORS' REMUNERATION PACKAGE
ELECTION OF CHAIRMAN OF THE SECOND SESSION
OF THE SUPERVISORY COMMITTEE
PROPOSED SUPERVISORS' REMUNERATION PACKAGE**

PROPOSED A SHARE OFFERING

The Board is pleased to announce that, in order to satisfy the capital needs of business development, the Company proposes to apply for the A Share Offering and listing on the Shanghai Stock Exchange. The Company has approved the proposal regarding the plan for the initial public offering and listing of RMB ordinary shares (A Shares) at the Board meeting convened on February 28, 2020, and resolved to submit the proposal to the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution. The A Share Offering shall be subject to the approvals at the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting and by CSRC and other relevant regulatory authorities.

OTHER PROPOSALS RELATING TO THE PROPOSED A SHARE OFFERING

The Company has approved a series of other proposals relating to the A Share Offering at the Board meeting convened on February 28, 2020, including: (1) proposal regarding authorization to the Board and its authorized persons to deal with matters in connection with the initial public offering and listing of RMB ordinary shares (A Shares); (2) proposal regarding the use of proceeds from the initial public offering and listing of RMB ordinary shares (A Shares); (3) proposal regarding the amendments to the Articles of Association; (4) proposal regarding the dilution of immediate returns resulting from the initial public offering of RMB ordinary shares (A Shares) and the remedial measures; (5) proposal regarding the price stabilization plan of A Shares within the three years following the initial public offering and listing of RMB ordinary shares (A Shares); (6) proposal regarding the undertakings on the information disclosure in the prospectus in connection with the initial public offering and listing of RMB ordinary shares (A Shares); (7) proposal regarding the plan for Shareholders' return within the three years following the initial public offering and listing of RMB ordinary shares (A Shares); (8) proposal regarding the report on the use of previously raised proceeds; (9) proposal regarding the purchase of liability insurance for the A Shares prospectus; (10) proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting; and (11) proposal regarding the amendments to the Rules of Procedures of the Meeting of Board of Directors.

Besides, the Company has approved the proposal regarding the amendments to the Rules of Procedures of the Meeting of Supervisory Committee at the meeting of the Supervisory Committee convened on February 28, 2020.

ELECTION OF CHAIRMAN OF THE SECOND SESSION OF THE BOARD OF DIRECTORS AND CHAIRMAN OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE AND OTHER PROPOSALS

The Company has also approved the following proposals at the Board meeting held on February 28, 2020: (1) proposal regarding election of chairman of the Board of Directors; (2) proposal regarding the establishment and composition of special committees of the Board of Directors; and (3) proposal regarding the Directors' remuneration package.

Besides, the Company has approved the following proposals at the meeting of the Supervisory Committee held on February 28, 2020: (1) proposal regarding election of chairman of the Supervisory Committee; and (2) proposal regarding the Supervisors' remuneration package.

SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

The Company will convene the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting to submit certain proposals in the above proposals to the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, to seek Shareholders', Domestic Shareholders' and H Shareholders' approvals, in accordance with the requirements of applicable laws and regulations and the Articles of Association. For details, please refer to the specific contents of proposals in this announcement. The Company plans to dispatch a circular containing further information on the proposed A Share Offering and other related proposals, and the proposed Directors' remuneration package and Supervisors' remuneration package to Shareholders when appropriate.

Shareholders and potential investors should be aware that the proposed A Share Offering is subject to approvals from the CSRC and other relevant regulatory authorities and may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company. Further announcement(s) will be made to disclose any major updates and developments in respect of the A Share Offering in accordance with the Listing Rules and other applicable laws and regulations. This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

I. PROPOSED A SHARE OFFERING

The Board is pleased to announce that, in order to satisfy the capital needs of business development, the Company proposes to apply for the A Share Offering and Listing on the Shanghai Stock Exchange. Pursuant to the provisions of relevant laws, administrative regulations, departmental rules and regulatory documents (the “**laws and regulations**”) including the Company Law (2018 Revised), the Securities Law, the Administrative Measures for the Initial Public Offering and Listing of Stocks (《首次公開發行股票並上市管理辦法》) and the Opinions of the CSRC on Further Promoting the Reform of New Share Offering Scheme (《中國證監會關於進一步推進新股發行體制改革的意見》), and the requirements of the Articles of Association, the plan for the A Share Offering is formulated as follows:

1. *Type of Shares*

RMB ordinary shares (A Shares).

2. *Nominal value of Shares*

RMB1.00 per Share.

3. *Stock exchange on which the Shares to be listed*

Shanghai Stock Exchange.

4. *Offering size*

Subject to compliance with the regulatory requirements of the place of listing including the minimum proportion of the issuance, the number of A Shares to be publicly issued by the Company will be no more than 458,589,000 Shares (namely no more than 9.50% of the total share capital of the Company upon the A Share Offering and Listing). Upon the occurrence of issue of bonus shares, capitalization of capital reserve or other events prior to the A Share Offering, the number of A Shares to be issued will be adjusted accordingly. The A Share Offering will be conducted by way of issuing new Shares. The actual offering size and the proportion of placing will be determined in accordance with the capital requirements of the Company, communications between the Company and regulatory authorities and the prevailing market conditions at the time of issuance.

5. *Target subscribers*

The target subscribers are qualified natural persons and institutional investors (except those prohibited by the laws and regulations and other regulatory requirements applicable to the Company).

If any of the aforesaid target subscribers is a connected person of the Company, the Company will take all reasonable measures to comply with the relevant requirements of Listing Rules.

6. *Strategic placing*

Subject to compliance with laws and regulations and regulatory requirements, the Company may, based on the needs for business cooperation and size of financing as well as the actual conditions of the Company, carry out strategic placing at the time of the A Share Offering by placing certain amount of the Shares to investors who satisfy the requirements under applicable laws and regulations and conform to the requirements of the Company. The specific proportion of the placing will be determined according to laws and regulations and the prevailing market conditions.

7. *Method of offering*

The A Share Offering will adopt a combination of offline placing to inquiring subscribers and online subscriptions or other offering methods permitted by the regulatory authorities.

8. *Method of pricing*

In accordance with the actual conditions of the domestic and overseas capital markets and the Company at the time of the A Share Offering and comprehensively taking into account the interests of the existing Shareholders as a whole, the issue price of the A Shares will be determined by making enquiries with offline investors or by direct negotiations between the lead underwriter(s) and the Company, or by any other legally practicable methods in accordance with relevant laws and regulations and the listing rules of the Shanghai Stock Exchange.

9. Method of underwriting

The A Share Offering will be underwritten by underwriter(s) on a standby commitment basis or other forms permitted by regulatory authorities.

10. Conversion into a joint stock company with limited liability with domestic and overseas listed shares

According to the plan for the A Share Offering and Listing and taking into account the fact that the Company has issued H Shares in the market, an application will be made to convert the Company into a joint stock company with limited liability with domestic and overseas listed shares.

11. Distribution of accumulated profit

Any accumulated undistributed profits before the date of the A Share Offering and Listing will be shared by all Shareholders after the A Share Offering and Listing in proportion to their respective shareholding.

12. Validity period of the resolution

The validity period of the resolution regarding the plan for the A Share Offering and Listing will be 12 months from the date of consideration and approval of this resolution at the Shareholders' general meeting, the Domestic Shareholders' class meeting and the H Shareholders' class meeting of the Company.

The proposal regarding the plan for the initial public offering and listing of RMB ordinary shares (A Shares) will be submitted to the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution.

II. OTHER PROPOSALS RELATING TO THE PROPOSED A SHARE OFFERING

The Company has approved a series of other proposals relating to the A Share Offering at the Board meeting convened on February 28, 2020, including: (1) proposal regarding authorization to the Board and its authorized persons to deal with matters in connection with the initial public offering and listing of RMB ordinary shares (A Shares); (2) proposal regarding the use of proceeds from the initial public offering and listing of RMB ordinary shares (A Shares); (3) proposal regarding the amendments to the Articles of Association; (4) proposal regarding the dilution of immediate returns resulting from the initial public offering of RMB ordinary shares (A Shares) and the remedial measures; (5) proposal regarding the price stabilization plan of A Shares within the three years following the initial public offering and listing of RMB ordinary shares (A Shares); (6) proposal regarding the undertakings on the information disclosure in the prospectus in connection with the initial public offering and listing of RMB ordinary shares (A Shares); (7) proposal regarding the plan for Shareholders' return within the three years following the initial public offering and listing of RMB ordinary shares (A Shares); (8) proposal regarding the report on the use of previously raised proceeds; (9) proposal regarding the purchase of liability insurance for the A Shares prospectus; (10) proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting; and (11) proposal regarding the amendments to the Rules of Procedures of the Meeting of Board of Directors.

Besides, the Company has approved the proposal regarding the amendments to the Rules of Procedures of the Meeting of Supervisory Committee at the meeting of the Supervisory Committee convened on February 28, 2020.

(I) Proposal regarding authorization to the Board and its authorized persons to deal with matters in connection with the initial public offering and listing of RMB ordinary shares (A Shares)

According to the working needs of the Offering and Listing of the Company, the Board proposes at the Shareholders' general meeting to authorize, confirm or ratify the Board and its authorized persons to, subject to consideration and approval of the plan for the A Share Offering and Listing at the Shareholders' general meeting of the Company, determine and deal with matters in connection with the Offering and Listing. The relevant authorization shall be valid for a period of 12 months from the date of consideration and approval of this resolution at the Shareholders' general meeting, the Domestic Shareholders' class meeting and the H Shareholders' class meeting of the Company. Details of the specific contents of such authorization will be set out in the circular on the relevant proposals dispatched to the Shareholders.

According to the working needs of the Offering and Listing of the Company, the Board agreed to authorize the Company's executive Director and the secretary to the Board and their authorized persons to, separately or jointly, make corresponding adjustments and amendments to the proposals regarding the A Share Offering and Listing to be submitted to the Shareholders' general meeting, Domestic Shareholders' class meeting or H Shareholders' class meeting before those proposals are submitted to such meetings based on the changes in relevant laws and regulations, and the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities, in combination with the actual conditions.

The proposal regarding authorization to the Board and its authorized persons to deal with matters in connection with the initial public offering and listing of RMB ordinary shares (A Shares) will be submitted to the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution.

(II) Proposal regarding the use of proceeds from the initial public offering and listing of RMB ordinary shares (A Shares)

For the use of proceeds from the Offering and Listing, the Company has formulated the Feasibility Analysis Report on the Use of Proceeds from the Initial Public Offering of RMB Ordinary Shares (A Shares) of China International Capital Corporation Limited (the "**Feasibility Analysis Report**"). After deduction of the offering expenses, all remaining proceeds from the A Share Offering and Listing will be used to increase the Company's capital, supplement the Company's working capital and support the development of domestic and overseas business of the Company. The details of the Feasibility Analysis Report will be set out in the circular sent to Shareholders in relation to the relevant proposals.

The proposal regarding the use of proceeds from the initial public offering and listing of RMB ordinary shares (A Shares) will be submitted to the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution.

(III) Proposal regarding the amendments to the Articles of Association

To satisfy relevant needs for corporate governance and normative operations after the Offering and Listing of the Company, the Company needs to amend its Articles of Association in accordance with the Guidelines for the Articles of Association of Listed Companies, the Regulatory Guidelines for Listed Companies No. 3 – Cash Dividend Distribution of Listed Companies (《上市公司監管指引第3號 – 上市公司現金分紅》), the Notice on Matters in Relation to Further Implementing Cash Dividend Distribution of Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》) and other relevant laws and regulations. Meanwhile, the Articles of Association is further amended according to the Securities Law to be effective from March 1, 2020 in combination with the actual practice of the Company. Therefore, the Company intends to further amend its Articles of Association on the basis of the amendments to the current Articles of Association approved at the 2019 Second Extraordinary General Meeting and the 2020 First Extraordinary General Meeting of the Company. The details of the proposed amendments to the Articles of Association will be set out in the circular sent to Shareholders in relation to the relevant proposals.

After the consideration and approval by the 2020 Second Extraordinary General Meeting and fulfilment of relevant procedures of the regulatory authorities, the amendments to the Articles of Association will take effect as from the date of the Offering and Listing of the Company.

The Board proposes at the 2020 Second Extraordinary General Meeting to approve the amendments to the Articles of Association, and to authorize the Board to, and the Board to authorize the Company's executive Director and the secretary to the Board and their authorized persons to, separately or jointly, within the scope of consideration and approval of the 2020 Second Extraordinary General Meeting, make corresponding adjustments and amendments to the Articles of Association (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect and others) based on the changes in relevant laws and regulations and relevant policies, the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities as well as the actual conditions of the Offering and Listing, to determine the then prevailing Articles of Association and the Articles of Association of China International Capital Corporation Limited (Draft) (the "**A + H Shares Articles of Association**") applicable to the Company after the Offering and Listing based on the requirements (if any) of relevant regulatory authorities, and to make corresponding adjustments and amendments to the content of the A + H Shares Articles of Association relating to registered capital and share capital structure upon completion of the Offering and Listing, and conduct approval (if necessary), change and filing with the company registration agencies and other relevant government departments.

The proposal regarding the amendments to the Articles of Association will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of special resolution.

(IV) Proposal regarding the dilution of immediate returns resulting from the initial public offering of RMB ordinary shares (A Shares) and the remedial measures

Pursuant to the requirements under relevant laws and regulations such as the Company Law (2018 Revised), the Securities Law, the Administrative Measures for Initial Public Offering and Listing of Shares 《首次公開發行股票並上市管理辦法》, the Opinions of the General Office of the State Council on Further Strengthening the Protection of Legal Rights and Interests of Minority Investors in Capital Markets 《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》 and the Guidance Opinion on Matters Pertaining to Dilution of Return for the Immediate Period Resulting from Initial Offering and Refinancing or Material Asset Restructuring 《關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見》, in order to protect the interests of minority investors, the Company, as a company intending to apply for the initial public offering and listing of RMB ordinary shares (A shares), is required to formulate specific remedial measures based on the characteristics of its operations if the A Share Offering and Listing is expected to result in the dilution of the Company's immediate returns, and the Directors and senior management of the Company shall undertake that such measures can be duly implemented. The Company has conducted relevant analysis on the impact of the A Share Offering and Listing on the dilution of immediate returns and formulated the Dilution of Immediate Returns Resulting from the Initial Public Offering of RMB Ordinary Shares (A Shares) and the Remedial Measures of China International Capital Corporation Limited (the "**Remedial Measures**"). The details of the Remedial Measures will be set out in the circular sent to Shareholders in relation to the relevant proposals.

The proposal regarding the dilution of immediate returns resulting from the initial public offering of RMB ordinary shares (A Shares) and the remedial measures will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution, and to the 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution.

(V) Proposal regarding the price stabilization plan of A Shares within the three years following the initial public offering and listing of RMB ordinary shares (A Shares)

To strengthen the integrity obligations of the relevant parties of the Company and safeguard the rights and interests of minority Shareholders, the Company has formulated the Price Stabilization Plan of the Company's A Shares Within the Three Years Following the Initial Public Offering and Listing of China International Capital Corporation Limited (the "**Price Stabilization Plan**") in accordance with the requirements of the Company Law (2018 Revised), the Securities Law, the Opinions of the CSRC on Further Promoting the Reform of New Share Offering Scheme and other relevant laws and regulations. The details of the Price Stabilization Plan will be set out in the circular sent to Shareholders in relation to the relevant proposals. After consideration and approval at the Shareholders' general meeting, the Domestic Shareholders' class meeting and the H Shareholders' class meeting, the Price Stabilization Plan shall come into effect from the date of the A Share Offering and Listing of the Company and remain valid within the three years thereafter.

The proposal regarding the price stabilization plan of A Shares within the three years following the initial public offering and listing of RMB ordinary shares (A Shares) will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution, and to the 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution.

(VI) Proposal regarding the undertakings on the information disclosure in the prospectus in connection with the initial public offering and listing of RMB ordinary shares (A Shares)

In accordance with the requirements of the Opinions of the CSRC on Further Promoting the Reform of New Share Offering Scheme and other relevant laws and regulations that require the issuer to make public undertakings in its public offering and listing documents, the Company will make relevant undertakings in its public offering and listing documents in respect of the information disclosure in the prospectus, the details of which are set out in the circular sent to Shareholders in relation to relevant proposals.

The proposal regarding the undertakings on the information disclosure in the prospectus in connection with the initial public offering and listing of RMB ordinary shares (A Shares) will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution, and to the 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, for consideration and approval by way of special resolution.

(VII) Proposal regarding the plan for Shareholders’ return within the three years following the initial public offering and listing of RMB ordinary shares (A Shares)

In order to further strengthen the intent of rewarding the Shareholders, refine profit distribution system and offer continuous, stable and reasonable investment returns to the Shareholders, the Company has formulated the Plan for Shareholders’ Return Within Three Years Following the Initial Public Offering and Listing of RMB Ordinary Shares (A Shares) of China International Capital Corporation Limited (the “**Plan for Shareholders’ Return**”) in accordance with the Company Law, the Securities Law, the Notice of the CSRC on the Further Implementation of Matters in Relation to Cash Dividend of Listed Companies, the Regulatory Guidelines for Listed Companies No. 3 – Cash Dividend of Listed Companies, the Guidelines of the Shanghai Stock Exchange on Cash Dividend of Listed Companies (《上海證券交易所上市公司現金分紅指引》) and other relevant laws and regulations as well as the A + H Shares Articles of Association as applicable after the A Share Offering and Listing, and by fully combining the Company’s actual operating conditions and future development needs. The details of the Plan for Shareholders’ Return will be set out in the circular sent to Shareholders in relation to the relevant proposals. After consideration and approval at the Shareholders’ general meeting, the Plan for Shareholders’ Return shall come into effect from the date of the A Share Offering and Listing of the Company.

The proposal regarding the plan for Shareholders’ return within the three years following the initial public offering and listing of RMB ordinary shares (A Shares) will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

(VIII) Proposal regarding the report on the use of previously raised proceeds

In accordance with the Rules on Report on Use of Previously Raised Proceeds (《關於前次募集資金使用情況報告的規定》) of the CSRC and referring to market practice, the Company has verified the use of previously raised proceeds and has prepared the Report on the Use of Previously Raised Proceeds of China International Capital Corporation Limited (“**The Report on the Use of Previously Raised Proceeds**”), the details of which will be set out in the circular sent to Shareholders regarding the relevant proposals.

The proposal regarding the report on the use of previously raised proceeds will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution, and to the 2020 First Domestic Shareholders’ Class Meeting and the 2020 First H Shareholders’ Class Meeting, respectively, for consideration and approval by way of special resolution.

(IX) Proposal regarding the purchase of liability insurance for the A Shares prospectus

In light of the Company's proposed A Share Offering and Listing, in order to reasonably control the risks of the Company's Shareholders, Directors, Supervisors and senior management, the Company intends to purchase liability insurance for the A Shares prospectus in accordance with industry practice and the relevant provisions of the Code of Corporate Governance for Listed Companies (《上市公司治理準則》).

The Board proposes at the 2020 Second Extraordinary General Meeting to approve the Company to purchase liability insurance for the A Shares prospectus, and to authorize the Board and the Board to authorize the Company's executive Director and secretary to the Board and their authorized persons to separately or jointly deal with matters relating to the purchase of liability insurance for the prospectus (including but not limited to determining insurance companies; determining insurance amounts, insurance premiums, and other insurance terms; selecting and engaging insurance brokers or other intermediaries; signing relevant legal documents and handling other matters related to insurance) in accordance with market practice and with reference to the level of the industry.

The proposal regarding the purchase of liability insurance for the A Shares prospectus will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

(X) Proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting

To ensure that the Company's governance structure meets the relevant regulatory requirements after the Offering and Listing, according to the provisions of the Securities Law, the Guidelines for the Articles of Association of Listed Companies and other relevant laws and regulations, and the Company's proposed amendments to the Articles of Association, the Company intends to further amend the Rules of Procedures of the Shareholders' General Meeting on the basis of the amendments to the current Rules of Procedure of the Shareholders' General Meeting approved and passed at the 2020 First Extraordinary General Meeting of the Company. The details of the proposed amendments to the Rules of Procedures of the Shareholders' General Meeting will be set out in the circular sent to Shareholders in relation to the relevant proposals. After the consideration and approval by the 2020 Second Extraordinary General Meeting, the amendments to the Rules of Procedure of the Shareholders' General Meeting will take effect as from the date of the Offering and Listing of the Company.

The Board proposes at the 2020 Second Extraordinary General Meeting to approve the amendments to the Rules of Procedures of the Shareholders' General Meeting, and to authorize the Board to, and the Board to authorize the Company's executive Director and the secretary to the Board and their authorized persons to, separately or jointly, make corresponding adjustments and amendments to the Rules of Procedures of the Shareholders' General Meeting (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect, etc.) based on the changes in relevant laws and regulations and relevant policies and the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities, in combination with the adjustments and amendments to the Articles of Association as well as the actual conditions of the Offering and Listing, and to determine the then prevailing Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures of the Shareholders' General Meeting applicable to the Company after the Offering and Listing based on the requirements (if any) of relevant regulatory authorities on the amendments to the Articles of Association.

The proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

(XI) Proposal regarding the amendments to the Rules of Procedures of the Meeting of Board of Directors

To ensure that the corporate governance structure complies with relevant regulatory requirements after the Offering and Listing, according to the provisions of the Securities Law, the Guidelines for the Articles of Association of Listed Companies and other relevant laws and regulations and the Company's proposed amendments to the current Articles of Association, the Company intends to amend the current Rules of Procedures of the Meeting of Board of Directors. The details of the proposed amendments to the Rules of Procedures of the Meeting of Board of Directors will be set out in the circular sent to Shareholders in relation to the relevant proposals. After consideration and approval at the 2020 Second Extraordinary General Meeting, the amendments to the current Rules of Procedures of the Meeting of Board of Directors shall come into effect from the date of the Offering and Listing of the Company.

The Board proposes at the 2020 Second Extraordinary General Meeting to approve the amendments to the current Rules of Procedures of the Meeting of Board of Directors, and to authorize the Board to, and the Board to authorize the Company's executive Director and the secretary to the Board and their authorized persons to, separately or jointly, make corresponding adjustments and amendments to the Rules of Procedures of the Meeting of Board of Directors (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect, etc.) based on the changes in relevant laws and regulations and relevant policies and the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities, in combination with the adjustments and amendments to the Articles of Association and the actual conditions of the Offering and Listing.

The proposal regarding the amendments to the Rules of Procedures of the Meeting of Board of Directors will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

(XII) Proposal regarding the amendments to the Rules of Procedures of the Meeting of Supervisory Committee

To ensure that the corporate governance structure complies with relevant regulatory requirements after the Offering and Listing, according to the provisions of the Company Law, the Securities Law, the Guidelines for the Articles of Association of Listed Companies and other relevant laws and regulations and the Company's proposed amendments to the current Articles of Association, the Company intends to amend the current Rules of Procedures of the Meeting of Supervisory Committee. The details of the proposed amendments to the Rules of Procedures of the Meeting of Supervisory Committee will be set out in the circular sent to Shareholders in relation to the relevant proposals. After consideration and approval at the 2020 Second Extraordinary General Meeting, the amendments to the current Rules of Procedures of the Meeting of Supervisory Committee shall come into effect from the date of the Offering and Listing of the Company.

The Supervisory Committee proposes at the 2020 Second Extraordinary General Meeting to approve the amendments to the current Rules of Procedures of the Meeting of Supervisory Committee, and to authorize the Supervisory Committee to, and the Supervisory Committee to authorize the Company's Chief Executive Officer and the secretary to the Board and their authorized persons to, separately or jointly, make corresponding adjustments and amendments to the Rules of Procedures of the Meeting of Supervisory Committee (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect, etc.) based on the changes in relevant laws and regulations and relevant policies and the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities, in combination with the adjustments and amendments to the Articles of Association and the actual conditions of the Offering and Listing.

The proposal regarding the amendments to the Rules of Procedures of the Meeting of Supervisory Committee will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

III. IMPACT OF THE A SHARE OFFERING ON THE COMPANY'S SHAREHOLDING STRUCTURE

For reference and illustration purposes only, assuming that a total of 458,589,000 A Shares are issued under the A Share Offering and there is no change to the issued share capital of the Company prior to the completion of the A Share Offering, the shareholding structure of the Company as at the date of this announcement and immediately following completion of the A Share Offering is/will be as follows:

| | As at the date of this announcement | | Immediately following completion of the A Share Offering ⁽¹⁾ | |
|---|--|---|---|---|
| | Number of Shares | Approximate percentage of the issued shares of the Company (%) | Number of Shares | Approximate percentage of the issued shares of the Company (%) |
| Domestic Shares | | | | |
| – Domestic Shares in issue | 2,464,953,440 | 56.42 | 2,464,953,440 | 51.06 |
| – A Shares to be newly issued under the A Share Offering ⁽²⁾ | – | – | 458,589,000 | 9.50 |
| H Shares | <u>1,903,714,428</u> | <u>43.58</u> | <u>1,903,714,428</u> | <u>39.44</u> |
| Total | <u>4,368,667,868</u> | <u>100.00</u> | <u>4,827,256,868</u> | <u>100.00</u> |

Notes:

- (1) The issued Domestic Shares will be converted into A Shares immediately following completion of the A Share Offering;
- (2) The A Shares are expected to be held by independent third parties and will be counted as part of the public float;
- (3) The sum of equity percentages might not be in line with the total due to rounding.

As at the date of this announcement, based on the information available to the Company and to the knowledge of the Directors, the Company's public float complies with the requirements of Rule 8.08 of the Listing Rules. Assuming that all 458,589,000 A Shares under the A Share Offering are issued upon approval and that all are issued to non-connected persons of the Company, the Company's public float will still be able to comply with the requirements of Rule 8.08 of the Listing Rules. The Company will closely monitor its public float to ensure its compliance, at all times, with relevant public float requirements.

As at the date of this announcement, the Company has not entered into or intends to enter into any agreement with any connected persons of the Company in connection with subscription of A Shares.

IV. REASONS FOR AND PURPOSE OF THE A SHARE OFFERING

At present, China's securities industry encounters all-round historic development opportunities. With the transformation and upgrading of China's economy and the intensifying financial supply-side structural reforms, the capital market will play a greater role with wide repercussions in financial operations. With these opportunities, the scale of traditional securities business is expected to achieve stable performance while making further progress. Meanwhile, a large number of emerging businesses represented by the Science and Technology Innovation Board (the "STAR Market"), derivatives, Fin-tech and others are constantly emerging. Through more than 20 years of development, the Company has established significant competitive edges in terms of business capabilities, network and brand influence. In particular, it has accumulated strong capabilities in utilizing balance sheets and serving customers' high-end and complex business needs. The A Share Offering and Listing will be beneficial for the Company to further increase its capital, strengthen balance sheet and propel the Company's development to a new stage towards a new journey, which will bring broad opportunities for business expansion and business model upgrading, accelerate the realization of its strategic goal of building a world-class investment bank to better serve the real economy and prevent financial risks, and provide stronger support to implement major national strategies such as the Belt and Road Initiative, the construction of the Shanghai International Financial Center, the further opening of the financial sector and the active introduction of foreign capital.

All Directors (including independent non-executive Directors) are of the view that the A Share Offering is in the interests of the Company and Shareholders as a whole.

V. EQUITY FINANCING ACTIVITIES IN THE PAST TWELVE MONTHS

On October 24, 2019, the Company successfully allotted and issued an aggregate of 176,000,000 new H Shares, representing approximately 9.245% and 4.029%, respectively, of the total issued H Shares and the total issued Shares of the Company as enlarged by the allotment and issue of the placing Shares, at HK\$14.40 per placing Share to no fewer than six professional, institutional and/or individual investors which are not connected parties or connected persons (as defined in the Listing Rules) of the Company pursuant to the general mandate. The aggregate gross proceeds from the placing are approximately HK\$2,534.40 million and the aggregate net proceeds from the placing are approximately HK\$2,502.14 million after deducting the expenses of the placing. For details, please refer to the announcements of the Company dated October 17, 2019 and October 24, 2019.

Save as the above matters, the Company did not conduct any equity fund raising activities or issue any equity securities within the 12 months immediately preceding the date of this announcement.

VI. ELECTION OF CHAIRMAN OF THE SECOND SESSION OF THE BOARD OF DIRECTORS AND CHAIRMAN OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE AND OTHER PROPOSALS

(I) Proposal regarding election of chairman of the Board of Directors

Pursuant to the provisions of the Company Law (2018 Revised) and relevant laws, regulations and the Articles of Association, the Company shall have a Chairman of the Board of Directors, who shall be elected and replaced by more than half of all Directors. On February 28, 2020, the Board of Directors resolved to elect Mr. Shen Rujun as the Chairman of the second session of the Board of Directors, with the term of office of three years from the date of consideration and approval at the 2020 First Extraordinary General Meeting of the proposal regarding the election of new session of the Board of Directors and the formation of the second session of the Board of Directors.

(II) Proposal regarding the establishment and composition of special committees of the Board of Directors

Pursuant to the provisions of relevant laws and regulations and the current Articles of Association, the Board of Directors of the Company shall establish the Strategy Committee, the Remuneration Committee, the Nomination and Corporate Governance Committee, the Audit Committee and the Risk Management Committee (collectively as the “**Special Committees**”), and all members of the Special Committees shall be Directors. The Board of Directors has resolved that the composition of the Special Committees is as follows:

1. The members of the Strategy Committee are Mr. Shen Rujun, Mr. Huang Zhaohui, Mr. Huang Hao, Ms. Xiong Lianhua, Ms. Tan Lixia, Mr. Duan Wenwu, and the chairman is Mr. Shen Rujun;
2. The members of the Remuneration Committee are Ms. Tan Lixia, Mr. Siu Wai Keung, Mr. Ben Shenglin, Mr. Peter Hugh Nolan, and the chairman is Mr. Peter Hugh Nolan;
3. The members of the Nomination and Corporate Governance Committee are Mr. Shen Rujun, Mr. Huang Hao, Mr. Liu Li, Mr. Ben Shenglin, Mr. Peter Hugh Nolan, and the chairman is Mr. Liu Li;
4. The members of the Audit Committee are Mr. Huang Hao, Ms. Xiong Lianhua, Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin, and the chairman is Mr. Siu Wai Keung;
5. The members of the Risk Management Committee are Mr. Huang Zhaohui, Ms. Xiong Lianhua, Mr. Duan Wenwu, Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin, and the chairman is Mr. Ben Shenglin.

The term of office of elected members of the Special Committees is the same as that of the Directors, which is three years from the date of consideration and approval at the 2020 First Extraordinary General Meeting of the proposal regarding the election of new session of the Board of Directors and the formation of the second session of the Board of Directors. Selected members who are still in the process of obtaining the qualifications as directors of securities companies are required to obtain relevant approvals before they can actually perform their duties.

In addition, in order to ensure that the corporate governance structure meets the relevant regulatory requirements upon the A Share Offering and Listing, the Board of Directors proposes to set up Related-Party Transaction Control Committee in accordance with domestic regulatory requirements such as the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the proposed amendments to the Articles of Association of the Company, so as to perform the duties of related-party transactions control and daily management of the Company. The members of the Related-Party Transaction Control Committee are Mr. Liu Li, Mr. Siu Wai Keung and Mr. Peter Hugh Nolan, and the chairman is Mr. Siu Wai Keung. The aforesaid arrangement on the Related-Party Transaction Control Committee will take effect from the date of the A Share Offering and Listing of the Company.

(III) Proposal regarding the Directors' remuneration package

The Board proposes at the 2020 Second Extraordinary General Meeting to approve the remuneration package of members of the second session of the Board of Directors of the Company. The specific contents of the package are as follows:

The remuneration of the executive Director will be determined in accordance with the relevant remuneration management system of the Company, and the annual remuneration received by the executive Director will be based on his position as senior management of the Company. The executive Director will not receive the Director's fees, allowances or meeting fees from the Company in respect of his performance of duties as a Director.

The fees of the non-executive Directors (including independent non-executive Directors) will be RMB600,000 (tax inclusive) per annum, an additional RMB25,000 (tax inclusive) per annum for each position as member of each special committee under the Board and an additional RMB50,000 (tax inclusive) per annum for each position as chairman of each special committee under the Board. The Company shall pay each of the non-executive Directors (including independent non-executive Directors) a fee of RMB5,000 per person (tax inclusive) for attending each meeting. Non-executive Director(s) who receive remuneration from the Company's Shareholder(s) and/or entities related to Shareholder(s) will not receive the Director's fees, allowances or meeting fees from the Company in respect of their performance of duties as Directors.

The Director's fees and meeting fees shall be paid by the Company on a monthly basis, withholding and paying individual income tax.

The expenses incurred by the executive Director and the non-executive Directors (including independent non-executive Directors) from attending the Board meetings, the Shareholders' general meetings and from relevant performance of their duties as Directors shall be borne by the Company.

The proposal regarding the Directors' remuneration package will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

(IV) Proposal regarding election of the chairman of the Supervisory Committee

In accordance with the Company Law (2018 Revised) and relevant laws and regulations and the provisions of the Articles of Association, the Company shall have a chairman of the Supervisory Committee, who shall be elected by two-thirds or more of members of the Supervisory Committee. On February 28, 2020, the Supervisory Committee resolved to elect Mr. Gao Tao as the chairman of the second session of the Supervisory Committee of the Company for a term of three years from the date of the consideration and approval of the proposal regarding the election of new session of the Supervisory Committee at the 2020 First Extraordinary General Meeting and the formation of the second session of the Supervisory Committee.

(V) Proposal regarding the Supervisors' remuneration package

The Supervisory Committee proposes at the 2020 Second Extraordinary General Meeting to approve the remuneration package of members of the second session of the Supervisory Committee of the Company. The specific contents of the package are as follows:

The employee representative Supervisor will receive remuneration based on his working position in the Company and will not receive the Supervisor's fees, allowances or meeting fees from the Company in respect of his performance of duties as a Supervisor.

The fees of the non-employee representative Supervisors will be RMB360,000 (tax inclusive) per annum. The Company shall pay each of the non-employee representative Supervisors a fee of RMB5,000 per person (tax inclusive) for attending each meeting.

Supervisor(s) who receive remuneration from the Company's Shareholder(s) and/or entities related to Shareholder(s) will not receive the Supervisor's fees, allowances or meeting fees from the Company in respect of their performance of duties as Supervisors.

The Supervisor's fees and meeting fees shall be paid by the Company on a monthly basis, withholding and paying individual income tax.

The expenses incurred by the employee representative Supervisor and the non-employee representative Supervisors from attending the meetings of the Supervisory Committee and the Shareholders' general meetings, and from the performance of their duties as Supervisors shall be borne by the Company.

The proposal regarding the Supervisors' remuneration package will be submitted to the 2020 Second Extraordinary General Meeting for consideration and approval by way of ordinary resolution.

VII. SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

The Company will convene the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting to submit certain proposals in the above proposals to the 2020 Second Extraordinary General Meeting, 2020 First Domestic Shareholders' Class Meeting and 2020 First H Shareholders' Class Meeting, respectively, to seek Shareholders', Domestic Shareholders' and H Shareholders' approvals, in accordance with the requirements of applicable laws and regulations and the Articles of Association. For details, please refer to the specific contents of proposals in this announcement. The Company plans to dispatch a circular containing further information on the proposed A Share Offering and other related proposals, and the proposed Directors' remuneration package and Supervisors' remuneration package to Shareholders when appropriate.

Shareholders and potential investors should be aware that the proposed A Share Offering is subject to approvals from the CSRC and other relevant regulatory authorities and may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company. Further announcement(s) will be made to disclose any major updates and developments in respect of the A Share Offering in accordance with the Listing Rules and other applicable laws and regulations. This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

VIII. DEFINITIONS

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

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| “2020 First Domestic Shareholders’ Class Meeting” | the 2020 First Domestic Shareholders’ Class Meeting of the Company to be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Tuesday, April 14, 2020 at 4:00 p.m. (or immediately after the conclusion of the 2020 Second EGM (or any adjournment thereof)) |
| “2020 First H Shareholders’ Class Meeting” | the 2020 First H Shareholders’ Class Meeting of the Company to be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Tuesday, April 14, 2020 at 4:30 p.m. (or immediately after the conclusion of the 2020 Second EGM and the 2020 First Domestic Shareholders’ Class Meeting (or any adjournment thereof)) |
| “2020 Second EGM” or “2020 Second Extraordinary General Meeting” | the 2020 Second Extraordinary General Meeting of the Company to be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Tuesday, April 14, 2020 at 3:00 p.m. |
| “A Share(s)” | ordinary share(s) proposed to be issued by the Company under the A Share Offering and subscribed for in RMB, which will be listed on the Shanghai Stock Exchange and traded in RMB |
| “A Share Offering”, “A Share Offering and Listing” or “Offering and Listing” | proposed initial public offering by the Company of no more than 458,589,000 A Shares. The relevant A Shares will be listed on the Shanghai Stock Exchange |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” or “Board of Directors” | the board of directors of the Company |
| “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 and whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 03908) |

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| “Company Law” or “Company Law (2018 Revised)” | the Company Law of the PRC (2018 Revised) (《中華人民共和國公司法(2018修正)》), as amended, supplemented or otherwise modified from time to time |
| “CSRC” | China Securities Regulatory Commission and its delegate(s) |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for or credited as fully paid in RMB |
| “Domestic Shareholder(s)” | holder(s) of the Domestic Share(s) |
| “H Share(s)” | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) listed on the Hong Kong Stock Exchange and is (are) subscribed for and traded in Hong Kong dollars |
| “H Shareholder(s)” | holder(s) of the H Share(s) |
| “HK\$” or “HK dollars” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Stock Exchange” or “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |
| “PRC” or “China” | the People’s Republic of China |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “Rules of Procedures of the Meeting of Board of Directors” | the Rules of Procedures of the Meeting of Board of Directors of China International Capital Corporation Limited (《中國國際金融股份有限公司董事會議事規則》) (as amended from time to time) |
| “Rules of Procedures of the Meeting of Supervisory Committee” | the Rules of Procedures of the Meeting of Supervisory Committee of China International Capital Corporation Limited (《中國國際金融股份有限公司監事會議事規則》) (as amended from time to time) |
| “Rules of Procedures of the Shareholders’ General Meeting” | the Rules of Procedures of the Shareholders’ General Meeting of China International Capital Corporation Limited (《中國國際金融股份有限公司股東大會議事規則》) (as amended from time to time) |

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| “Securities Law” | the Securities Law of the PRC (2019 Revised) (《中華人民共和國證券法(2019年修訂)》), effective from March 1, 2020 |
| “Share(s)” | ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, including Domestic Shares and H Shares |
| “Shareholder(s)” | shareholder(s) of the Company |
| “Supervisor(s)” | supervisor(s) of the Company |
| “Supervisory Committee” | the supervisory committee of the Company |
| “%” | per cent |

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

Beijing, the PRC
February 28, 2020

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, Mr. Huang Hao, Ms. Xiong Lianhua, Ms. Tan Lixia and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin and Mr. Peter Hugh Nolan.*

* *The appointment of Mr. Peter Hugh Nolan shall take effect after obtaining the qualification of director of securities companies.*