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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 2025 ANNUAL SHAREHOLDERS' MEETING;
(2) DISTRIBUTION OF 2025 FINAL DIVIDEND;
AND
(3) ADJUSTMENT TO THE EXCHANGE RATIOS OF
THE PROPOSED MERGERS**

Reference is made to the circular of China International Capital Corporation Limited (the “**Company**”) dated June 5, 2026 in relation to the 2025 annual shareholders’ meeting (the “**ASM**” or the “**Meeting**”) 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.

I. POLL RESULTS OF THE ASM

The Board wishes to announce that the resolutions proposed at the ASM were duly passed.

Convening and Attendance of the Meeting

- (1) Date of the Meeting: Friday, June 26, 2026
- (2) Venue of the Meeting: Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC
- (3) Attendance of the Meeting:

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 ASM. 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 ASM, in accordance with the *Hong Kong Listing Rules*.

1. Number of Shareholders and proxies attending the Meeting	1,012
including: number of holders of A Shares	1,011
number of holders of H Shares	1
2. Total number of Shares with voting rights held by the Shareholders attending the Meeting (share(s))	2,966,411,969
including: total number of A Shares	2,023,902,537
total number of H Shares	942,509,432
3. Percentage of the number of Shares with voting rights held by the Shareholders attending the Meeting to the total number of Shares with voting rights of the Company (%)	61.451298
including: percentage of the number of A Shares to the total number of Shares (%)	41.926556
percentage of the number of H Shares to the total number of Shares (%)	19.524742

Note: The percentages in this announcement are rounded to six decimal places. Any discrepancies between the arithmetic sum shown and the total of the amounts listed are due to rounding.

- (4) Voting at the Meeting was conducted through on-site voting and online voting (for holders of A Shares only) and was in compliance with the *Company Law of the People's Republic of China*, the *Rules on Shareholders' Meetings of Listed Companies* and other laws and regulations, as well as the relevant provisions of the *Articles of Association*.

The Meeting was convened by the Board, and chaired and presided over by Mr. Chen Liang, the chairman of the Board of the Company.

- (5) Directors and Secretary to the Board of the Company Present at the Meeting

1. All eight incumbent Directors were present at the Meeting;
2. The Secretary to the Board of Directors was present at the Meeting.

Shareholder representatives of the Company, lawyers from King & Wood (the Company's domestic legal advisor), and personnel from Computershare Hong Kong Investor Services Limited jointly participated in the votes counting and scrutiny at the Meeting.

Voting Results of the Resolutions at the Meeting

1. To consider and approve the *2025 Work Report of the Board of Directors*

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,765,387	99.877071	1,774,463	0.059818	1,872,119	0.063111

2. To consider and approve the *2025 Annual Report*

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,765,987	99.877091	1,782,763	0.060098	1,863,219	0.062811

3. To consider and approve the 2025 profit distribution plan

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,963,038,906	99.886291	1,686,363	0.056849	1,686,700	0.056860

4. To consider and approve the re-appointment of the accounting firms

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,335,006	99.862562	2,380,963	0.080265	1,696,000	0.057173

5. To consider and approve the 2026 annual estimation for daily related party transactions

- 5.01 Estimated related party transactions with related legal persons or other organizations

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,908,106	99.881882	1,807,863	0.060945	1,696,000	0.057173

- 5.02 Estimated related party transactions with related natural persons

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,915,406	99.882128	1,786,063	0.060210	1,710,500	0.057662

6. To consider and approve the *2025 Annual Work Report of Independent Non-executive Directors*

6.01 *2025 Annual Work Report of Independent Non-executive Director (Ng Kong Ping Albert)*

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,810,487	99.878591	1,733,863	0.058450	1,867,619	0.062959

6.02 *2025 Annual Work Report of Independent Non-executive Director (Lu Zhengfei)*

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,811,487	99.878625	1,735,563	0.058507	1,864,919	0.062868

6.03 *2025 Annual Work Report of Independent Non-executive Director (Zhou Yu)*

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,812,087	99.878645	1,735,263	0.058497	1,864,619	0.062858

6.04 2025 Annual Work Report of Independent Non-executive Director (Peter Hugh Nolan)¹

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,811,487	99.878625	1,731,363	0.058366	1,869,119	0.063009

7. To consider and approve the *Remuneration Management Policy*

Voting result: Passed

Voting details:

	For		Against		Abstain	
	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
Poll results	2,962,962,406	99.883713	1,766,863	0.059562	1,682,700	0.056725

The above resolutions were ordinary resolutions, and were approved by more than half of the votes held by Shareholders and proxies attending the Meeting.

Witness by Lawyers

(1) The law firm which witnessed the Meeting: King & Wood

(2) Conclusive opinions of witness provided by the lawyers:

The Meeting was convened in accordance with the requirements of relevant laws and administrative regulations including the *Company Law of the People's Republic of China* and the *Securities Law of the People's Republic of China*, as well as the *Rules on Shareholders' Meetings of Listed Companies* and the *Articles of Association*. The qualifications of the attendees and conveners of the Meeting were lawful and valid. The voting procedures and poll results of the Meeting were lawful and valid.

¹ Mr. Peter Hugh Nolan has resigned as an independent non-executive director of the Company on February 27, 2026.

II. DISTRIBUTION OF THE 2025 FINAL DIVIDEND

The resolution on the 2025 profit distribution plan was approved at the ASM. The Company will adopt the method of cash dividend to distribute dividends to its Shareholders for its 2025 profit distribution. The total cash dividend to be distributed is RMB1,110,269,079.64 (tax inclusive) (the “**2025 Final Dividend**”). On the basis of the total number of 4,827,256,868 Shares in issue of the Company to date, a cash dividend of RMB2.30 (tax inclusive) for every ten 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 8, 2026) to implement the 2025 annual profit distribution resulting from placing of shares, share repurchase and other reasons, the amount of cash dividend per Share will be accordingly adjusted while the total cash dividends of RMB1,110,269,079.64 (tax inclusive) remain unchanged, and the adjustment details will be disclosed separately.

The 2025 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 arithmetic 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 ASM. Accordingly, the 2025 Final Dividend is 2.644632 HK dollars per ten H Shares (tax inclusive).

For the purpose of determining the entitlement of holders of H Shares to the 2025 Final Dividend, the H Share register of members of the Company will be closed from Friday, July 3, 2026 to Wednesday, July 8, 2026 (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 8, 2026 are entitled to the 2025 Final Dividend. In order to be entitled to receive the 2025 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 2, 2026. With regard to the payment of the 2025 Final Dividend to the holders of A Shares, the Company will announce the specific arrangement for the payment of 2025 Final Dividend to the holders of A Shares 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] No. 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 on the H Share register of members of the Company 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 on the H Share register of members of the Company 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 shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H-share listed 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 listed 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 laws.

When distributing the 2025 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**”) of the Company in Hong Kong and will pay the declared 2025 Final Dividend to the Receiving Agent for payment to holders of H Shares. It is expected that the Receiving Agent will pay the 2025 Final Dividend on Monday, August 24, 2026 to holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, July 8, 2026.

III. ADJUSTMENT TO THE EXCHANGE RATIOS OF THE PROPOSED MERGERS

Reference is made to the circular of the Company (the “**May 18 Circular**”) dated May 18, 2026 in respect of the Proposed Mergers. Unless otherwise defined in this section, capitalised terms used in this section shall have the same meanings as those defined in the May 18 Circular.

As disclosed in the May 18 Circular, adjustments to the Share Exchange Ratios will be made if each of the CICC 2025 Final Dividend, the Dongxing 2025 Final Dividend and the Cinda 2025 Final Dividend is approved by the respective shareholders and paid on or before the date of Closing. As the CICC 2025 Final Dividend and the Dongxing 2025 Final Dividend have been approved by the relevant shareholders as of the date of this announcement, subject to (i) the payment of the CICC 2025 Final Dividend and the Dongxing 2025 Final Dividend on or before the date of Closing, the Dongxing Exchange Ratio will be adjusted to 0.4376 CICC A Shares for every Dongxing A Share (rounded to four decimal places); and (ii) the approval of the Cinda 2025 Final Dividend by the Cinda Shareholders and the payment of the CICC 2025 Final Dividend and the Cinda 2025 Final Dividend on or before the date of Closing, the Cinda Exchange Ratio will be adjusted to 0.5210 CICC A Shares for every Cinda A Share (rounded to four decimal places).

Further announcement(s) will be made in respect of the update on progress of the Proposed Mergers in accordance with applicable laws when appropriate.

By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Liang Dongqing

Beijing, the PRC
June 26, 2026

As at the date of this announcement, the Executive Directors of the Company are Mr. Chen Liang and Mr. Wang Shuguang; the Non-executive Directors are Ms. Zhang Wei, Mr. Kong Lingyan and Ms. Tian Ting; and the Independent Non-executive Directors are Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei and Mr. Zhou Yu.