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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 POLL RESULTS OF THE 2021 ANNUAL GENERAL MEETING DISTRIBUTION OF 2021 FINAL DIVIDEND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND ADJUSTMENTS TO THE COMPOSITION OF THE SPECIAL COMMITTEES OF THE BOARD**

Reference is made to the circular of China International Capital Corporation Limited (the “**Company**”) dated May 30, 2022 in relation to the 2021 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 Function Room 2, 3F, JEN Hotel Beijing, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Thursday, June 23, 2022 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 on the resolutions proposed at the AGM. As disclosed in the Circular, when relevant resolutions in relation to the 2022 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. Haier Group (Qingdao) Jinying Holdings Co., Ltd., holding 398,500,000 A Shares of the Company (the shareholding as at the record date, the same below), shall abstain from voting on resolution 7.01; China National Investment and Guaranty Corporation, holding 127,562,960 A Shares of the Company, shall abstain from voting on resolution 7.02. 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. 24 Shareholders and authorized

proxies, holding an aggregate of 3,224,643,234 Shares, representing approximately 66.800739% of the total issued share capital of the Company, attended the AGM. Among the Shareholders attended (either in person or by proxies), 22 were A Shareholders and authorized proxies, holding an aggregate of 2,494,089,322 Shares, representing approximately 51.666804% of the total issued share capital of the Company and 2 were H Shareholders and authorized proxies, holding an aggregate of 730,553,912 Shares, representing approximately 15.133935% of the total issued share capital of the Company. The AGM was convened by the Board, and chaired and presided over by Mr. Shen Rujun, chairman of the Board of the Company. Eight of all nine incumbent Directors attended the AGM. Director Tan Lixia did not attend the AGM due to other business arrangements. Voting at the AGM was conducted through on-site voting and online voting (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		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;	3,224,629,329	99.999569	13,105	0.000406	800	0.000025
	The resolution was duly passed as a special resolution.						
As ordinary resolutions							
2	To consider and approve the 2021 work report of the Board of Directors;	3,223,780,650	99.973250	103,105	0.003198	759,479	0.023552
	The resolution was duly passed as an ordinary resolution.						
3	To consider and approve the 2021 work report of the Supervisory Committee;	3,223,780,650	99.973250	103,105	0.003198	759,479	0.023552
	The resolution was duly passed as an ordinary resolution.						
4	To consider and approve the 2021 annual report;	3,222,973,050	99.948206	910,705	0.028242	759,479	0.023552
	The resolution was duly passed as an ordinary resolution.						
5	To consider and approve the 2021 profit distribution plan;	3,221,599,864	99.905621	3,042,370	0.094348	1,000	0.000031
	The resolution was duly passed as an ordinary resolution.						
6	To consider and approve the re-appointment of the accounting firms;	2,807,147,744	87.052971	417,451,822	12.945675	43,668	0.001354
	The resolution was duly passed as an ordinary resolution.						

Resolutions		For		Against		Abstain	
		No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)	No. of Shares voted	Percentage (%)
7	To consider and approve the 2022 annual estimation for daily related-party transactions, including the following items:						
	7.01 Estimated related-party transactions with legal persons controlled by Director Tan Lixia, or in which she serves as a director or senior management;	2,823,103,064	99.892427	3,039,370	0.107545	800	0.000028
	7.02 Estimated related-party transactions with legal persons controlled by Director Duan Wenwu, or in which he serves as a director or senior management;	3,097,064,469	99.999490	15,005	0.000484	800	0.000026
	7.03 Estimated related-party transactions with other related legal persons or other organizations;	3,221,601,164	99.905662	3,041,270	0.094313	800	0.000025
	7.04 Estimated related-party transactions with other related natural persons;	3,221,601,164	99.905662	3,041,270	0.094313	800	0.000025
	The resolution was duly passed as an ordinary resolution.						
8	To consider and approve the election of Mr. Ng Kong Ping Albert as an independent non-executive Director;	3,217,693,329	99.784475	6,949,105	0.215500	800	0.000025
	The resolution was duly passed as an ordinary resolution.						
9	To consider and approve the election of Mr. Lu Zhengfei as an independent non-executive Director.	3,201,192,149	99.272754	23,450,285	0.727221	800	0.000025
	The resolution 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 shall become effective on the date when they are considered and approved at the AGM.

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 2021 FINAL DIVIDEND

The resolution on the profit distribution plan for the year ended December 31, 2021 was approved at the AGM. The Company will adopt the method of cash dividend payment for its 2021 profit distribution. The total cash dividend to be distributed is RMB1,448,177,060.40 (tax inclusive) (the **"2021 Final Dividend"**). In case of any changes in the total number of issued Shares of the Company on the record date (Monday, July 4, 2022) to distribute profit by reason of placing of shares, share repurchase or other reasons, the amount of cash dividend per share to be distributed will be adjusted accordingly within the total amount of RMB1,448,177,060.40 (tax inclusive). On the basis of the total number of 4,827,256,868 Shares of the Company to date, a cash dividend of RMB3.0 (tax inclusive) for every ten Shares held will be distributed.

The 2021 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 2021 Final Dividend is 3.51 HK dollars per ten H Shares (tax inclusive).

For the purpose of determining the entitlement of holders of H Shares to the 2021 Final Dividend, the H Share register of members of the Company will be closed from Wednesday, June 29, 2022 to Monday, July 4, 2022 (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 Monday, July 4, 2022 are entitled to the 2021 Final Dividend. In order to be entitled to receive the 2021 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 Tuesday, June 28, 2022. With regard to the payment of the 2021 Final Dividend to the A Shareholders, the Company will announce the specific arrangement for the payment of 2021 Final Dividend to the A Shareholders separately on the Shanghai Stock Exchange.

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]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 1 January 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 2021 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 2021 Final Dividend to the Receiving Agent for payment to holders of H Shares. It is expected that the Receiving Agent will pay the 2021 Final Dividend on or about Friday, August 19, 2022 to holders of H Shares whose names appear on the H Share register of members of the Company on Monday, July 4, 2022.

### **III. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

References are made to the announcement of the Company dated March 30, 2022 in relation to, among other things, the proposed change of independent non-executive Directors and the Circular.

The appointments of Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei as independent non-executive Directors of the Company were approved at the AGM, and have taken effect since June 23, 2022. From the same date, Mr. Siu Wai Keung ceased to act as the independent non-executive Director, the chairman of each of the Audit Committee and the Related-Party Transaction Control Committee and the member of each of the Remuneration Committee and the Risk Management Committee of the Company, and Mr. Ben Shenglin ceased to act as the independent non-executive Director, the chairman of the Risk Management Committee and the member of each of the Nomination and Corporate Governance Committee, the Audit Committee and the Remuneration Committee of the Company. Mr. Siu Wai Keung and Mr. Ben Shenglin have confirmed that they have no disagreement with the Board and there is no other matter relating to their resignations that needs to be brought to the attention of the Shareholders, creditors of the Company or Hong Kong Stock Exchange.

As at the date of this announcement, there has been no change in the biographical details of Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei as disclosed in the announcement dated March 30, 2022. and the Circular of the Company.

### **IV. ADJUSTMENTS TO THE COMPOSITION OF THE SPECIAL COMMITTEES OF THE BOARD**

The Twenty-third Meeting of the Second Session of the Board was held on June 23, 2022, at



which the following adjustments were agreed to be made to the composition of the special committees of the Second Session of Board:

- (1) To elect Mr. Ng Kong Ping Albert as the chairman of each of the Audit Committee and the Related-Party Transaction Control Committee, and the member of each of the Remuneration Committee and the Risk Management Committee; and
- (2) To elect Mr. Lu Zhengfei as the chairman of the Risk Management Committee, and the member of each of the Nomination and Corporate Governance Committee and the Audit Committee.

The term of office of the elected members of special committees of the Board shall take immediate effect until the date of expiration of the term of office of the second session of the Board, where a member ceases to hold the position of Director of the Company during his or her term of office, he or she will lose the membership of the special committees of the Board automatically.

## **V. ADJUSTMENT TO THE COMPOSITION OF THE MANAGEMENT COMMITTEE**

The following adjustment was agreed to be made to the Management Committee of the Company at the Twenty-third Meeting of the Second Session of the Board as well:

Due to the reason of his age, Mr. Huang Haizhou will no longer serve as a member of the Management Committee of the Company, and the adjustment shall take effect upon the approval of the Board.

The Board would like to express its sincere gratitude to Mr. Huang Haizhou for his significant contributions to the development of the Company during his tenure of office as a member of the Management Committee.

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

Beijing, the PRC  
June 23, 2022

*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. Zhu Hailin, Ms. Tan Lixia and Mr. Duan Wenwu; and the independent non-executive Directors are Mr. Liu Li, Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei and Mr. Peter Hugh Nolan.*