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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China International Capital Corporation Limited (the “Company”) will be held at CICC Function Room, 1/F, 5L Hotel Beijing, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Friday, June 30, 2023 at 2:30 p.m. for the following purposes. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated June 7, 2023, which contains details of the following resolutions.

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association;

ORDINARY RESOLUTIONS

2. To consider and approve the amendments to the Rules of Procedures of the Meeting of Board of Directors;
3. To consider and approve the 2022 work report of the Board of Directors;
4. To consider and approve the 2022 work report of the Supervisory Committee;
5. To consider and approve the 2022 annual report;
6. To consider and approve the 2022 profit distribution plan;
7. To consider and approve the re-appointment of the accounting firms;
8. To consider and approve the 2023 annual estimation for daily related-party transactions;

- 8.01 Estimated related-party transactions with legal persons controlled by Director Huang Zhaohui, or in which he serves as a director or senior management;
 - 8.02 Estimated related-party transactions with legal persons controlled by Director Tan Lixia, or in which she serves as a director or senior management;
 - 8.03 Estimated related-party transactions with legal persons controlled by Director Duan Wenwu, or in which he serves as a director or senior management;
 - 8.04 Estimated related-party transactions with other related legal persons or other organizations;
 - 8.05 Estimated related-party transactions with other related natural persons;
9. To consider and approve the 2022 annual work report of independent non-executive Directors;
 10. To consider and approve the election of Ms. Zhang Wei as a non-executive Director;
 11. To consider and approve the election of Mr. Kong Lingyan as a non-executive Director;
 12. To consider and approve the election of Mr. Zhou Yu as an independent non-executive Director.

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

Beijing, the PRC
June 7, 2023

As at the date of this notice, the Executive Director of the Company is Mr. Huang Zhaohui; the Non-executive Directors are Mr. Shen Rujun, 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.

Notes:

1. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.cicc.com and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
2. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the form of proxy together with the notarized power of attorney or other documents of authorization, if any, must be completed and returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares), not less than 24 hours before the time appointed for holding the AGM (that is not later than 2:30 p.m. on Thursday, June 29, 2023 (Beijing time)) or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish, but in such event the form of proxy shall be deemed to be revoked.
4. The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H Shares to attend the AGM, from Friday, June 23, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, 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 Wednesday, June 21, 2023. The holders of H Shares whose names appear on the H Share register of members of the Company on Friday, June 30, 2023 are entitled to attend and vote at the AGM.
5. The Company proposed to adopt the method of cash dividend to distribute cash dividends to its Shareholders for its 2022 profit distribution. The total proposed cash dividend to be distributed is RMB868,906,236.24 (tax inclusive) (the "**2022 Final Dividend**"). In case of any changes in the total number of issued Shares of the Company on the record date to distribute profit (Tuesday, July 11, 2023) resulting from placing of Shares, Share repurchase or other reasons, the amount of cash dividend per Share will be adjusted accordingly, within the total amount of RMB868,906,236.24 (tax inclusive). On the basis of the total number of 4,827,256,868 Shares issued to date, the cash dividends of RMB1.80 (tax inclusive) per 10 Shares will be distributed.

The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H Shares to the 2022 Final Dividend, from Thursday, July 6, 2023 to Tuesday, July 11, 2023 (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 Tuesday, July 11, 2023 are entitled to the 2022 Final Dividend. In order to be entitled to receive the 2022 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 Wednesday, July 5, 2023.

The 2022 Final Dividend, if approved by the Shareholders of the Company at the AGM, is expected to be paid on or around Friday, August 18, 2023 to qualified Shareholders.

6. Where there are joint holders of any Shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the AGM in respect of such Shares.
7. Shareholder or his/her proxy shall produce proof of identity when attending the AGM:
 - (1) Legal representatives of legal person Shareholders who attend the meeting shall produce their own identity cards and effective proof of their capacity as legal representatives. Proxies of legal person Shareholders shall produce their own identity cards and the form of proxy duly signed by the legal representatives or the board of directors or other governing body of the legal person Shareholders according to laws.
 - (2) Individual Shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce effective proof of identity and form of proxy.
8. The AGM will adopt a combination of both onsite voting and online voting (online voting only applicable to A Shareholders) in terms of the mechanism for voting at the meeting.
9. The AGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
10. Computershare Hong Kong Investor Services Limited is located at Shops 1712-1716, 17/F and 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
11. The board office of the Company is located at 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

Tel: 86 (10) 6505 1166 (Ext. 1433)

Fax: 86 (10) 6505 1156