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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) PROPOSED ELECTION OF EXECUTIVE DIRECTOR, CHAIRMAN OF THE BOARD, LEGAL REPRESENTATIVE AND MEMBERS OF RELEVANT SPECIAL COMMITTEES OF THE BOARD;**
- (2) ADJUSTMENTS TO SENIOR MANAGEMENT;**
- AND**
- (3) CLOSURE OF H SHARE REGISTER OF MEMBERS FOR 2023 FIRST EXTRAORDINARY GENERAL MEETING**

The Thirty-fifth Meeting of the Second Session of the Board of Directors (the “**Board**”) of China International Capital Corporation Limited (the “**Company**”) was held on October 22, 2023, at which the following resolutions were considered and approved:

#### **1. PROPOSED ELECTION OF EXECUTIVE DIRECTOR, CHAIRMAN OF THE BOARD, LEGAL REPRESENTATIVE AND MEMBERS OF RELEVANT SPECIAL COMMITTEES OF THE BOARD**

Due to change of position, Mr. Shen Rujun (“**Mr. Shen**”) has submitted his resignation from positions as the Chairman of the Board, non-executive director, chairman of the Strategy and ESG Committee and member of the Nomination and Corporate Governance Committee of the Board of the Company, which shall take effect on October 22, 2023. Mr. Shen has confirmed that he has no disagreement with the Board during his term of office and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders, creditors of the Company or The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

To ensure the sound governance structure of the Company, as recommended by Central Huijin Investment Ltd., Mr. Chen Liang (“**Mr. Chen**”) was nominated by the Board as a candidate of the executive director of the Second Session of the Board of the Company. His term of office shall take effect from the date of approval by the shareholders’ general meeting of the Company until the date of expiration of the term of office of the Second Session of the Board, and he will be eligible for re-election then.

The biography of Mr. Chen is as follows:

**Mr. Chen Liang (陳亮)**, born in January 1968, has successively served as the director of the Computer Division, deputy general manager of the Securities Division, manager of the Securities Branch on Wenyi Road, and deputy general manager of the Securities Business Headquarters of Xinjiang Hongyuan Trust Investment Co., Ltd., from October 1994 to February 2001, successively served as the general manager and assistant to the general manager of the Urumqi Business Headquarters, general manager of the Xinjiang Marketing and Brokerage Center, and general manager of the Corporate Brokerage Business Headquarters of Hongyuan Securities Co., Ltd., from February 2001 to September 2009, served as the deputy general manager of Hongyuan Securities Co., Ltd. and chairman of the board of directors of Hongyuan Futures Co., Ltd., from September 2009 to January 2015, served as a member of the Party Committee of each of Shenwan Hongyuan Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 000166) and the Hong Kong Stock Exchange (Stock Code: 06806), and Shenwan Hongyuan Securities Co., Ltd., the general manager of Shenwan Hongyuan Group Co., Ltd., and an executive director of Shenwan Hongyuan Securities (Western) Co., Ltd., from December 2014 to May 2019, served as the secretary of the Party Committee of Shenwan Hongyuan Securities (Western) Co., Ltd., from August 2015 to May 2019, successively served as the president, vice chairman and chairman of the board of directors of China Galaxy Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601881) and the Hong Kong Stock Exchange (Stock Code: 06881), from June 2019 to October 2023, and served as a non-executive director of China Galaxy Financial Holdings, from September 2022 to October 2023. Mr. Chen graduated from Xinjiang University majoring in mathematics (bachelor’s degree) in July 1989, and obtained an EMBA degree from Fudan University in January 2016.

Save as disclosed in this announcement, Mr. Chen has confirmed that (i) he has not held any other position of the Company or its subsidiaries, nor any other directorship in other listed companies for the past three years; (ii) he does not have any relationship with any directors, supervisors, senior management, controlling shareholder or substantial shareholders of the Company; (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iv) there is no other information required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any matters which need to be brought to the attention of the shareholders of the Company.

Upon the approval of the appointment of Mr. Chen by the shareholders' general meeting, the Company will enter into a service contract with him. According to the directors' remuneration package approved by the shareholders' general meeting of the Company, as an executive director of the Company, Mr. Chen's salary shall be determined in accordance with relevant remuneration management systems of the Company. His annual remuneration will be the remuneration received by him based on his position as a senior management of the Company, and he will not receive any director's fees, allowances or meeting fees from the Company in respect of his performance of duties as a director. The specific amount of Mr. Chen's remuneration will be disclosed in the Company's annual report.

Subject to the approval of the proposal regarding the election of Mr. Chen as the executive director of the Company by the shareholders' general meeting, the Board agreed to elect Mr. Chen as the Chairman of the Board, legal representative, chairman of the Strategy and ESG Committee and member of the Nomination and Corporate Governance Committee of the Second Session of the Board of the Company. The terms of office of Mr. Chen as chairman or member of the special committees of the Board are the same as his term of office as a director. If he ceases to hold the position of director of the Company during his term of office, he will lose his memberships in special committees of the Board automatically.

The proposal regarding the election of Mr. Chen as an executive director of the Company will be submitted to the shareholders' general meeting for consideration by way of an ordinary resolution.

Mr. Shen has dedicated to his work and fulfilled his duties diligently during his term of office, and the Company would like to express sincere gratitude to Mr. Shen for his significant contributions to the development of the Company.

## 2. ADJUSTMENTS TO SENIOR MANAGEMENT

Due to the reason of age, Mr. Huang Zhaohui ("**Mr. Huang**") has submitted his resignation from positions as the executive director, member of the Strategy and ESG Committee and the Risk Management Committee of the Board, the President (Chief Executive Officer) and the chairman of the Management Committee of the Company, which shall take effect on October 22, 2023. Mr. Huang has confirmed that he has no disagreement with the Board during his term of office and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders, creditors of the Company or the Hong Kong Stock Exchange.

To ensure the sound governance structure of the Company and the daily operation of the Company not being affected, the Board agreed: (1) that Mr. Huang will no longer serve as the President (Chief Executive Officer) and the chairman of the Management Committee of the Company; (2) to appoint Mr. Chen as the chairman of the Management Committee of the Company; (3) that Mr. Wu Bo ("**Mr. Wu**") to perform duties in place of the President (Chief Executive Officer) of the Company until a new President (Chief Executive Officer) is appointed

by the Company. The above adjustments shall take effect upon consideration and approval of the Board. For details of the biography of Mr. Wu, please refer to the announcement on the adjustments to senior management of the Company dated September 20, 2023.

Mr. Huang has dedicated to his work and fulfilled his duties diligently during his term of office, and the Company would like to express sincere gratitude to Mr. Huang for his significant contributions to the development of the Company.

### **3. CLOSURE OF H SHARE REGISTER OF MEMBERS FOR 2023 FIRST EXTRAORDINARY GENERAL MEETING**

The Company proposes to convene the 2023 First Extraordinary General Meeting (the “**2023 First EGM**”) on Friday, November 10, 2023 to consider the proposal regarding election of Mr. Chen as the executive director of the Company. 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 2023 First EGM, from Tuesday, November 7, 2023 to Friday, November 10, 2023 (both days inclusive). H shareholders whose names appear on the H share register of members of the Company on Friday, November 10, 2023 are entitled to attend and vote at the 2023 First EGM. In order to attend the 2023 First EGM, 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 Monday, November 6, 2023.

The circular and notice of the 2023 First EGM will be despatched to shareholders of the Company in due course.

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

Beijing, the PRC  
October 22, 2023

*As at the date of this announcement, the Non-executive Directors of the Company are Ms. Zhang Wei, Mr. Kong Lingyan, Ms. Tan Lixia and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu.*