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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in China International Capital Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

Notice convening the 2023 First EGM of China International Capital Corporation Limited to be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, November 10, 2023 at 2:30 p.m. is set out on pages 6 to 8 of this circular.

If you intend to appoint a proxy to attend the 2023 First EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the 2023 First EGM (that is, not later than 2:30 p.m. on Thursday, November 9, 2023 (Beijing time)) or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 First EGM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

October 25, 2023

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DEFINITIONS

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

“2023 First EGM” or “2023 First Extraordinary General Meeting”	the 2023 First Extraordinary General Meeting of the Company to be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, November 10, 2023 at 2:30 p.m. or any adjournment thereof
“A 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 and traded in RMB and listed on the Shanghai Stock Exchange
“Articles of Association”	the <i>Articles of Association of China International Capital Corporation Limited</i>
“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 limited company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 03908) and A Shares are listed on the Shanghai Stock Exchange (stock code: 601995)
“Director(s)”	the director(s) of the Board of the Company
“H 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 and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Huijin Company”	Central Huijin Investment Ltd., a wholly state-owned company ultimately owned by the PRC government, being the controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	the holder(s) of the Share(s)

LETTER FROM THE BOARD



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)

The Board of Directors:

Non-executive Directors:

Ms. Zhang Wei

Mr. Kong Lingyan

Ms. Tan Lixia

Mr. Duan Wenwu

Independent Non-executive Directors:

Mr. Ng Kong Ping Albert

Mr. Lu Zhengfei

Mr. Peter Hugh Nolan

Mr. Zhou Yu

**Registered Office and Head Office
in the PRC:**

27th and 28th Floor

China World Office 2

1 Jianguomenwai Avenue

Chaoyang District

Beijing, PRC

**Principal Place of Business
in Hong Kong:**

29/F, One International Finance Centre

1 Harbour View Street

Central, Hong Kong

October 25, 2023

To the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

On behalf of the Board, I invite you to attend the 2023 First EGM to be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, November 10, 2023 at 2:30 p.m. The notice of the 2023 First EGM is set out on pages 6 to 8 of this circular.

The purpose of this circular is to provide you with the notice of the 2023 First EGM and all information reasonably necessary, to enable you to make an informed decision on whether to vote for or against the proposed resolution at the 2023 First EGM.

LETTER FROM THE BOARD

II. BUSINESS TO BE CONSIDERED AT THE 2023 FIRST EGM

Ordinary resolution will be proposed at the 2023 First EGM to approve: election of Mr. Chen Liang as an executive Director.

Ordinary resolution: election of Mr. Chen Liang as an executive Director

Reference is made to the Company's announcement dated October 22, 2023 in relation to, among others, the proposed election of the executive Director. In accordance with the *Company Law of the Peoples' Republic of China* and other relevant laws and regulations and the Articles of Association, as recommended by Huijin Company, 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 Directors of the Company. His term of office shall take effect from the date of approval by the 2023 First EGM until the date of expiration of the term of office of the Second Session of the Board of Directors, 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 been appointed as the Secretary of the Party Committee, and the Chairman of the Management Committee of the Company since October 2023. Mr. Chen 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.

LETTER FROM THE BOARD

Save as disclosed above, 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 Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders.

Upon the approval of the appointment of Mr. Chen by the 2023 First EGM, 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, 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.

The above proposal was considered and approved by the Board, and is hereby proposed at the 2023 First EGM for Shareholders' consideration and approval.

III. THE 2023 FIRST EGM

The form of proxy of the 2023 First EGM is enclosed herewith.

If you intend to appoint a proxy to attend the 2023 First EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the 2023 First EGM (that is, not later than 2:30 p.m. on Thursday, November 9, 2023 (Beijing time)) in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 First EGM if you so wish, but in such event the form of proxy shall be deemed to be revoked.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the Chair of the 2023 First EGM will exercise the power under the Articles of Association to demand a poll for the resolution proposed at the 2023 First EGM.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Board considers that the resolution proposed at the 2023 First EGM is in the interests of the Company and its Shareholders as a whole. As such, the Board recommends you to vote in favor of the resolution proposed at the 2023 First EGM.

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

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING



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 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 First Extraordinary General Meeting (the “**2023 First EGM**”) of China International Capital Corporation Limited (the “**Company**”) will be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, November 10, 2023 at 2:30 p.m. for the following purpose. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated October 25, 2023, which contains details of the following resolution.

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Chen Liang as an executive Director.

By order of the Board

China International Capital Corporation Limited

Secretary to the Board

Sun Nan

Beijing, the PRC
October 25, 2023

As at the date of this notice, 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.

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolution set out in the notice of the 2023 First EGM 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 2023 First EGM.
2. Any Shareholder entitled to attend and vote at the 2023 First EGM 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 2023 First EGM (that is, not later than 2:30 p.m. on Thursday, November 9, 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 2023 First EGM 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 2023 First EGM, from Tuesday, November 7, 2023 to Friday, November 10, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. 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 holders of H Shares 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.
5. 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 2023 First EGM in respect of such Shares.
6. Shareholder or his/her proxy shall produce proof of identity when attending the 2023 First EGM:
 - (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.
7. The 2023 First EGM will adopt a combination of both onsite voting and online voting (online voting only applicable to holders of A Shares) in terms of the mechanism for voting at the meeting.
8. The 2023 First EGM 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.
9. 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.

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

10. 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