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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 ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As approved by the Board of Directors (the “**Board of Directors**”) of China International Capital Corporation Limited (the “**Company**”), the Company intends to amend the *Articles of Association of China International Capital Corporation Limited* (the “**Articles of Association**”). According to the *Approval relating to the Qualification of the Stock Options Market Making Business of China International Capital Corporation Limited* (Zheng Jian Xu Ke [2021] No. 341), the *Measures for the Administration of Information Technology Management of Securities and Fund Operators* and other laws and regulations as well as the requirements of regulatory authorities, and in light of the actual situation of the Company, the Company proposes to add the business scope of stock options market making business and the information technology management duties of the Board in the Articles of Association. Please refer to the Appendix for the specific amendments to the Articles of Association.

The proposed amendments to the Articles of Association have been considered and approved at the Eleventh Meeting of the Second Session of the Board on March 30, 2021 and are subject to consideration by the shareholders’ general meeting of the Company by way of a special resolution. The proposed amendments to the Articles of Association shall come into effect upon the consideration and approval by the shareholders’ general meeting.

A circular containing, among other things, details of the above proposal, together with a notice of the shareholders’ general meeting, will be despatched to the shareholders in due course.

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

Beijing, the PRC
March 30, 2021

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, Ms. Tan Lixia and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin and Mr. Peter Hugh Nolan.

**Comparison Table of the Amendments to Articles of Association of
China International Capital Corporation Limited¹**

| No. | Pre-amendment Articles | Amended Articles | Basis for Amendment |
|-----|--|--|--|
| | Chapter 2 Business Scope and Objectives | Chapter 2 Business Scope and Objectives | |
| 1. | <p>Article 12 The Company may engage in businesses approved by the financial regulatory authorities in accordance with law. The Company's business scope covers:</p> <p>(I) brokerage business for RMB-denominated ordinary shares, special RMB-denominated shares, shares issued overseas, domestic and overseas government bonds, debenture and corporate bonds;</p> <p>(II) proprietary business for RMB-denominated ordinary shares, special RMB-denominated shares, shares issued overseas, domestic and overseas government bonds, debenture and corporate bonds;</p> <p>(III) underwriting business for RMB-denominated ordinary shares, special RMB-denominated shares, shares issued overseas, domestic and overseas government bonds, debenture and corporate bonds;</p> <p>(IV) promotion and management of funds;</p> <p>(V) advisory services on corporate restructuring and mergers and acquisitions;</p> <p>(VI) advisory services on project financing;</p> | <p>Article 12 The Company may engage in businesses approved by the financial regulatory authorities in accordance with law. The Company's business scope covers:</p> <p>(I) brokerage business for RMB-denominated ordinary shares, special RMB-denominated shares, shares issued overseas, domestic and overseas government bonds, debenture and corporate bonds;</p> <p>(II) proprietary business for RMB-denominated ordinary shares, special RMB-denominated shares, shares issued overseas, domestic and overseas government bonds, debenture and corporate bonds;</p> <p>(III) underwriting business for RMB-denominated ordinary shares, special RMB-denominated shares, shares issued overseas, domestic and overseas government bonds, debenture and corporate bonds;</p> <p>(IV) promotion and management of funds;</p> <p>(V) advisory services on corporate restructuring and mergers and acquisitions;</p> <p>(VI) advisory services on project financing;</p> | <p>To make amendments according to the requirements of the <i>Approval relating to the Qualification of the Stock Options Market Making Business of China International Capital Corporation Limited</i> (Zheng Jian Xu Ke [2021] No. 341) and in light of the actual situation of the Company.</p> |

¹ As a result of the addition to or deletion from the Articles, the relevant Articles and cross-references of the Articles of Association may be adjusted accordingly and are not to be stated separately.

| No. | Pre-amendment Articles | Amended Articles | Basis for Amendment |
|-----|---|---|---------------------|
| | <p>(VII) investment consultancy and other consultancy businesses;</p> <p>(VIII) foreign exchange trading;</p> <p>(IX) foreign exchange asset management of overseas enterprises and domestic foreign-invested enterprises;</p> <p>(X) inter-bank lending and borrowings;</p> <p>(XI) asset management for clients;</p> <p>(XII) online agency securities trading;</p> <p>(XIII) securities margin trading;</p> <p>(XIV) sales of financial products on an agency basis;</p> <p>(XV) sales of securities investment fund on an agency basis;</p> <p>(XVI) intermediary business for futures companies;</p> <p>(XVII) securities investment fund custody business; and</p> <p>(XVIII) other businesses as approved by financial regulatory authorities.</p> <p>The Company may engage in other businesses as approved by other competent authorities or as permitted by laws and regulations.</p> | <p>(VII) investment consultancy and other consultancy businesses;</p> <p>(VIII) foreign exchange trading;</p> <p>(IX) foreign exchange asset management of overseas enterprises and domestic foreign-invested enterprises;</p> <p>(X) inter-bank lending and borrowings;</p> <p>(XI) asset management for clients;</p> <p>(XII) online agency securities trading;</p> <p>(XIII) securities margin trading;</p> <p>(XIV) sales of financial products on an agency basis;</p> <p>(XV) sales of securities investment fund on an agency basis;</p> <p>(XVI) intermediary business for futures companies;</p> <p>(XVII) securities investment fund custody business;and</p> <p><u>(XVIII) stock options market making business; and</u></p> <p>(XVIII) <u>(XIX)</u> other businesses as approved by financial regulatory authorities.</p> <p>The Company may engage in other businesses as approved by other competent authorities or as permitted by laws and regulations.</p> | |

| No. | Pre-amendment Articles | Amended Articles | Basis for Amendment |
|-----|---|---|---|
| | Chapter 5 Directors and Board of Directors | Chapter 5 Directors and Board of Directors | |
| | Section 3 Board of Directors | Section 3 Board of Directors | |
| 2. | <p>Article 149 The board of directors shall exercise the following functions and powers:</p> <p>(I) convening the shareholders' general meeting and reporting its work thereto;</p> <p>(II) implementing resolutions adopted at the shareholders' general meeting;</p> <p>(III) deciding the business plans and investment programs of the Company;</p> <p>(IV) formulating the annual financial budget plan and final accounting plan of the Company;</p> <p>(V) formulating profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) formulating plans for increasing or reducing the registered capital of the Company, for bond issuance or other securities, and for public offering;</p> <p>(VII) formulating plans for the Company's buy-back of its shares;</p> | <p>Article 149 The board of directors shall exercise the following functions and powers:</p> <p>(I) convening the shareholders' general meeting and reporting its work thereto;</p> <p>(II) implementing resolutions adopted at the shareholders' general meeting;</p> <p>(III) deciding the business plans and investment programs of the Company;</p> <p>(IV) formulating the annual financial budget plan and final accounting plan of the Company;</p> <p>(V) formulating profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) formulating plans for increasing or reducing the registered capital of the Company, for bond issuance or other securities, and for public offering;</p> <p>(VII) formulating plans for the Company's buy-back of its shares;</p> | To make amendments according to Article 7 of <i>Measures for the Administration of Information Technology Management of Securities and Fund Operators</i> . |

| No. | Pre-amendment Articles | Amended Articles | Basis for Amendment |
|-----|--|--|---------------------|
| | (VIII) formulating plans for merger, division, dissolution or change of company form; | (VIII) formulating plans for merger, division, dissolution or change of company form; | |
| | (IX) making decisions on the establishment of the Company's internal management bodies; | (IX) making decisions on the establishment of the Company's internal management bodies; | |
| | (X) appointing or dismissing the Company's CEO, secretary of the board of directors, CCO and other members of Senior Management; and deciding on matters concerning the remuneration of the above persons; | (X) appointing or dismissing the Company's CEO, secretary of the board of directors, CCO and other members of Senior Management; and deciding on matters concerning the remuneration of the above persons; | |
| | (XI) formulating the basic management system of the Company; | (XI) formulating the basic management system of the Company; | |
| | (XII) formulating the plan for amendment to the Articles of Association; | (XII) formulating the plan for amendment to the Articles of Association; | |
| | (XIII) considering and approving the Company's material external guarantees, investments, acquisitions and disposals of assets, pledge of assets, entrusted financial management, related-party transactions, etc. under the laws, regulations, securities regulatory rules in the places where the Company's shares are listed or the authorization of the shareholders' general meeting; | (XIII) considering and approving the Company's material external guarantees, investments, acquisitions and disposals of assets, pledge of assets, entrusted financial management, related-party transactions, etc. under the laws, regulations, securities regulatory rules in the places where the Company's shares are listed or the authorization of the shareholders' general meeting; | |

| No. | Pre-amendment Articles | Amended Articles | Basis for Amendment |
|-----|--|---|---------------------|
| | <p>(XIV) proposing at the shareholders' general meetings for appointment or replacement of an accountancy firm to conduct an audit for the Company;</p> <p>(XV) managing matters relating to information disclosure;</p> <p>(XVI) listening to the work report of the CEO of the Company and examining the work thereof;</p> <p>(XVII) other material matters excluding matters required to be adopted at the Company's shareholders' general meeting as prescribed by the Relevant Laws and Regulations or the Articles of Association;</p> <p>(XVIII) other functions and powers prescribed by the relevant laws, regulations, securities regulatory rules in the place where the Company's shares are listed or the Articles of Association, and authorized by the shareholders' general meeting.</p> | <p>(XIV) proposing at the shareholders' general meetings for appointment or replacement of an accountancy firm to conduct an audit for the Company;</p> <p>(XV) managing matters relating to information disclosure;</p> <p>(XVI) listening to the work report of the CEO of the Company and examining the work thereof;</p> <p>(XVII) <u>considering the IT management objectives of the Company and taking responsibility for the effectiveness of IT management; considering IT strategy to ensure its consistency with the development strategy, risk management strategy and capital strength of the Company; establishing IT manpower and capital guarantee plan; and assessing the overall effect and effectiveness of annual IT management;</u></p> | |

| No. | Pre-amendment Articles | Amended Articles | Basis for Amendment |
|-----|------------------------|--|---------------------|
| | | <p>(XVIII) other material matters excluding matters required to be adopted at the Company's shareholders' general meeting as prescribed by the Relevant Laws and Regulations or the Articles of Association;</p> <p>(XVIII) other functions and powers prescribed by the relevant laws, regulations, securities regulatory rules in the place where the Company's shares are listed or the Articles of Association, and authorized by the shareholders' general meeting.</p> | |