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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 People's Republic of China)

(Stock code: 3908)

VOLUNTARY ANNOUNCEMENT

UPDATE ON THE PROGRESS OF THE PROPOSED ACQUISITION OF CISC

This is a voluntary announcement made by China International Capital Corporation Limited (the “**Company**”). We refer to the announcement of the Company dated 4 November 2016, the circular of the Company dated 5 December 2016 (the “**Circular**”), and the poll results announcement of the EGM and the Shareholders’ Class Meetings dated 29 December 2016, in relation to, among others, the Proposed Acquisition. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

As disclosed in the Circular, the Delivery Date under the Equity Transfer Agreement in relation to the Proposed Acquisition will be the date when all the conditions precedent under the Equity Transfer Agreement have been fulfilled and the necessary filings with relevant administration for industry and commerce authorities in relation to the change of the shareholder of CISC from Huijin to the Company have been effected or such other date as agreed by Huijin and the Company.

The Company is pleased to announce that all the conditions precedent to the Proposed Acquisition have been fulfilled and the completion of necessary filings with relevant administration for industry and commerce authorities in relation to the change of the shareholder of CISC from Huijin to the Company took place on 21 March 2017. Since 21 March 2017, the legal title of the equity interest in CISC has been passed to the Company and the Company will be entitled to exercise its rights as the sole shareholder of CISC.

The Company will register the Consideration Shares with CSDCC within 20 business days after the Delivery Date. The date on which the Consideration Shares are issued and registered with CSDCC shall be deemed to be the Closing Date of the Proposed Acquisition. A further announcement in relation to the completion of the Proposed Acquisition will be made by the Company.

As at the date of this announcement, the Consideration Shares have not been issued and the Proposed Acquisition has not been completed. **Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.**

By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Wu Bo

Beijing, the PRC
22 March 2017

As at the date of this announcement, the Executive Director of the Company is Mr. Bi Mingjian; the Non-executive Directors are Ms. Zhao Haiying, Mr. David Bonderman, Mr. Liu Haifeng David, Mr. Shi Jun and Mr. Cha Mou Daid Johnson; and the Independent Non-executive Directors are Mr. Edwin Roca Lim, Mr. Liu Li, Mr. Siu Wai Keung and Mr. Ben Shenglin.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.