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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)**

### **ANNOUNCEMENT CHANGE OF SECRETARY TO THE BOARD AND JOINT COMPANY SECRETARY**

The board of directors (the “**Board**”) of China International Capital Corporation Limited (the “**Company**”) announces that, due to work rearrangement, Mr. Wu Bo (“**Mr. Wu**”) has tendered his resignation as Secretary to the Board and a joint company secretary of the Company with effect from April 20, 2018. Mr. Wu will start to serve as the Member of the Management Committee of the Company and will continue to be the Head of Wealth Management Department of the Company. On the same day, Mr. Xu Yicheng (“**Mr. Xu**”) has been appointed to succeed Mr. Wu as Secretary to the Board and a joint company secretary of the Company by the Board, with effect from April 20, 2018. Mr. Zhou Jiaying (“**Mr. Zhou**”) will continue to be the other joint company secretary of the Company to assist Mr. Xu in discharging the duties of a company secretary.

The biographical details of Mr. Xu are as follows:

Mr. Xu Yicheng, aged 43, has been serving as the Assistant President of the Company and a director of China Investment Securities Company Limited (“**CISC**”) (a wholly-owned subsidiary of the Company) since March 2018. Mr. Xu is now Head of Strategic Development of the Company. He joined the Investment Banking Department of the Company in January 2000, and was made Managing Director effective from January 2008. As one of China’s first mergers and acquisitions (M&A) professionals, he founded and led the Company’s M&A business since 2005. Mr. Xu was responsible for a large number of landmark transactions totaling more than USD150 billion in value and led the team to secure the No. 1 position on the China M&A league table for five consecutive years (2006-2010). In recent years, Mr. Xu assisted in formulating the Company’s medium-and long-term strategic planning, wealth management business strategy and other significant strategies, and took the lead in accomplishing important capital operation such as the acquisition of CISC. Mr. Xu obtained a Bachelor’s degree in English from Beijing Foreign Studies University in 1997 and a Master’s degree in Finance from the Graduate School of the People’s Bank of China in 2000. Mr. Xu obtained the approval of the qualification as the senior management of the securities company from the Beijing bureau of the China Securities Regulatory Commission on March 2, 2018.

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), an issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of a company secretary. Mr. Xu currently does not possess the qualifications or relevant experience to fulfil the requirements in Rule 3.28 of the Listing Rules. The Company has applied and the Stock Exchange has granted a waiver from strict compliance with Rule 3.28 and Rule 8.17 of the Listing Rules for a period of three years commencing from the date of appointment of Mr. Xu as the Company’s joint company secretary (the “**Waiver Period**”). The waiver is conditioned upon Mr. Zhou’s assistance to Mr. Xu during the Waiver Period so as to enable Mr. Xu to acquire the relevant experience and to discharge the functions as the joint company secretary. The waiver will be revoked immediately at the time Mr. Zhou ceases to provide assistance to Mr. Xu, or be revoked or altered, as the circumstances of the Company may be. The Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. After having the benefit of Mr. Zhou’s assistance, it is expected that, after the end of the Waiver Period, Mr. Xu would be able to satisfy the requirements of Rule 3.28 and Rule 8.17 of the Listing Rules such that a further waiver would not be necessary.

Mr. Wu has confirmed that there is no disagreement between him and the Board and there is no matter that needs to be brought to the attention of the shareholders and creditors of the Company. The Board would like to take this opportunity to express its sincere gratitude to Mr. Wu for his valuable contribution to the Company during his tenure as Secretary to the Board and joint company secretary of the Company and welcome Mr. Xu as the new Secretary to the Board and joint company secretary of the Company.

By order of the Board  
**China International Capital Corporation Limited**  
*Secretary to the Board*  
**Xu Yicheng**

Beijing, the PRC, April 20, 2018

*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.*