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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)**

## **VOLUNTARY ANNOUNCEMENT**

**ISSUE OF**  
**U.S.\$1,000,000,000 1.625 PER CENT. NOTES DUE 2024**  
**AND**  
**U.S.\$500,000,000 2.000 PER CENT. NOTES DUE 2026**

**UNDER THE U.S.\$10,000,000,000 GUARANTEED MEDIUM**  
**TERM NOTE PROGRAMME**

References are made to the Company's announcements dated 6 May 2016 in relation to the establishment of the Programme by the Issuer, 10 January 2018 in relation to the update and increase in programme size of the Programme, 23 April 2019 in relation to the update of the Programme, 10 March 2020 in relation to the update and increase in programme size of the Programme and 22 October 2020 in relation to the update and increase in programme size of the Programme.

The Company is pleased to announce that on 19 January 2021, the Issuer, the Guarantor and the Company entered into the Subscription Agreement with CICC HK Securities, Citigroup and Standard Chartered Bank as Joint Global Coordinators and CICC HK Securities, Citigroup, Standard Chartered Bank, Agricultural Bank of China Limited Hong Kong Branch, Bank of China, CCB International, China CITIC Bank International, China Everbright Bank Hong Kong Branch, China Industrial Securities International, China Minsheng Banking Corp., Ltd., Hong Kong Branch, ICBC (Asia), Industrial Bank Co., Ltd. Hong Kong Branch, Orient Securities (Hong Kong) and Shanghai Pudong Development Bank Hong Kong Branch as Joint Bookrunners and Joint Lead Managers with respect to the issue of the Notes under the Programme.

An application has been made to the Stock Exchange for the listing of and permission to deal in the Notes by way of debt issues to Professional Investors only on the Stock Exchange. The listing of the Notes is expected to become effective on 27 January 2021.

**The completion of the Subscription Agreement is subject to certain conditions precedent which may or may not be satisfied. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company.**

This is a voluntary announcement made by the Company.

## **ISSUE OF THE NOTES UNDER THE PROGRAMME**

References are made to the Company's announcements dated 6 May 2016 in relation to the establishment of the Programme by the Issuer, 10 January 2018 in relation to the update and increase in programme size of the Programme, 23 April 2019 in relation to the update of the Programme, 10 March 2020 in relation to the update and increase in programme size of the Programme and 22 October 2020 in relation to the update and increase in programme size of the Programme.

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The Notes will be unconditionally and irrevocably guaranteed by the Guarantor with the benefit of the Keepwell Deed provided by the Company. The payment obligations of the Issuer under the Notes and of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to the terms and conditions of the Notes, at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Issuer and the Guarantor, respectively.

#### **Principal Terms of the 2024 Notes**

Issuer	:	CICC Hong Kong Finance 2016 MTN Limited
Guarantor	:	China International Capital Corporation (Hong Kong) Limited (中國國際金融(香港)有限公司)
Company/Keepwell Provider	:	China International Capital Corporation Limited (中國國際 金融股份有限公司)
Aggregate Nominal Amount	:	U.S.\$1,000,000,000
Issue Date	:	26 January 2021
Issue Price	:	99.988% of the aggregate nominal amount of the 2024 Notes
Rate of Interest	:	1.625% per annum
Maturity Date	:	26 January 2024

## **Principal Terms of the 2026 Notes**

Issuer	:	CICC Hong Kong Finance 2016 MTN Limited
Guarantor	:	China International Capital Corporation (Hong Kong) Limited (中國國際金融(香港)有限公司)
Company/Keepwell Provider	:	China International Capital Corporation Limited (中國國際 金融股份有限公司)
Aggregate Nominal Amount	:	U.S.\$500,000,000
Issue Date	:	26 January 2021
Issue Price	:	99.967% of the aggregate nominal amount of the 2026 Notes
Rate of Interest	:	2.000% per annum
Maturity Date	:	26 January 2026

## **Use of Proceeds**

The Issuer intends to use the net proceeds from the offering of the Notes to repay certain existing indebtedness and for working capital and other general corporate purposes of the Guarantor and its subsidiaries.

## **Ratings**

The Notes are rated “Baa1” by Moody’s. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

## **Listing**

An application has been made to the Stock Exchange for the listing of and permission to deal in the Notes by way of debt issues to Professional Investors only on the Stock Exchange. The listing of the Notes is expected to become effective on 27 January 2021. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, its subsidiaries or the Notes.

**The completion of the Subscription Agreement is subject to certain conditions precedent which may or may not be satisfied. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company.**

## **DEFINITIONS**

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

“2024 Notes”	U.S.\$1,000,000,000 1.625% notes due 2024
“2026 Notes”	U.S.\$500,000,000 2.000% notes due 2026
“Bank of China”	Bank of China Limited
“Board”	the board of directors of the Company
“CCB International”	CCB International Capital Limited
“China CITIC Bank International”	China CITIC Bank International Limited
“China Everbright Bank Hong Kong Branch”	China Everbright Bank Co., Ltd., Hong Kong Branch
“China Industrial Securities International”	China Industrial Securities International Brokerage Limited
“CICC HK Securities”	China International Capital Corporation Hong Kong Securities Limited
“Citigroup”	Citigroup Global Markets Limited

“Company”	China International Capital Corporation Limited (中國國際金融股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange, and as the provider of the Keepwell Deed
“Guarantee”	the guarantee provided by the Guarantor with respect to the Notes
“Guarantor”	China International Capital Corporation (Hong Kong) Limited (中國國際金融(香港)有限公司), incorporated with limited liability in Hong Kong and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited
“Issuer”	CICC Hong Kong Finance 2016 MTN Limited, incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Guarantor
“Joint Bookrunners” or “Joint Lead Managers”	CICC HK Securities, Citigroup, Standard Chartered Bank, Agricultural Bank of China Limited Hong Kong Branch, Bank of China, CCB International, China CITIC Bank International, China Everbright Bank Hong Kong Branch, China Industrial Securities International, China Minsheng Banking Corp., Ltd., Hong Kong Branch, ICBC (Asia), Industrial Bank Co., Ltd. Hong Kong Branch, Orient Securities (Hong Kong) and Shanghai Pudong Development Bank Hong Kong Branch
“Joint Global Coordinators”	CICC HK Securities, Citigroup and Standard Chartered Bank

“Keepwell Deed”	the keepwell deed dated 5 May 2016 between the Issuer, the Guarantor, the Company and Citicorp International Limited as trustee
“Moody’s”	Moody’s Investors Service, Inc
“Notes”	the 2024 Notes and/or the 2026 Notes
“Offering Circular”	the offering circular in relation to the Programme dated 22 October 2020
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited
“PRC”	the People’s Republic of China
“Professional Investors”	professional investors as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Programme”	the U.S.\$10,000,000,000 guaranteed medium term note programme established by the Issuer, the Guarantor and the Company
“Securities Act”	the United States Securities Act of 1933, as amended
“Shanghai Pudong Development Bank Hong Kong Branch”	Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 19 January 2021 among the Issuer, the Guarantor, the Company and the Joint Lead Managers

“U.S.” or “United States”      the United States of America, its territories and possessions  
and all areas subject to its jurisdiction

“U.S.\$”      the lawful currency of the United States

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

Beijing, the PRC

20 January 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.*