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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)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 First Extraordinary General Meeting (the “**2024 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, February 23, 2024 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 February 1, 2024, which contains details of the following resolutions.

ORDINARY RESOLUTIONS

(Cumulative voting)

1. To consider and approve the proposal regarding the election of members (non-independent Directors) of the third session of the Board of Directors and determination of their remuneration, including the followings:
 - 1.01 To elect Mr. Chen Liang as an executive Director of the third session of the Board of Directors and to determine his remuneration
 - 1.02 To elect Mr. Wu Bo as an executive Director of the third session of the Board of Directors and to determine his remuneration
 - 1.03 To elect Ms. Zhang Wei as a non-executive Director of the third session of the Board of Directors and to determine her remuneration
 - 1.04 To elect Mr. Kong Lingyan as a non-executive Director of the third session of the Board of Directors and to determine his remuneration
 - 1.05 To elect Mr. Deng Xingbin as a non-executive Director of the third session of the Board of Directors and to determine his remuneration

2. To consider and approve the proposal regarding the election of members (independent Directors) of the third session of the Board of Directors and determination of their remuneration, including the followings:
 - 2.01 To elect Mr. Ng Kong Ping Albert as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
 - 2.02 To elect Mr. Lu Zhengfei as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
 - 2.03 To elect Mr. Peter Hugh Nolan as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
 - 2.04 To elect Mr. Zhou Yu as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
3. To consider and approve the proposal regarding the election of members (non-employee representative Supervisors) of the third session of the Supervisory Committee and determination of relevant Supervisors' remuneration, including the followings:
 - 3.01 To elect Mr. Jin Lizuo as a non-employee representative Supervisor of the third session of the Supervisory Committee and to determine his remuneration
 - 3.02 To elect Mr. Cui Zheng as a non-employee representative Supervisor of the third session of the Supervisory Committee and to determine his remuneration

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

Beijing, the PRC
February 1, 2024

As at the date of this notice, the Executive Director of the Company is Mr. Chen Liang; the Non-executive Directors are Ms. Zhang Wei, Mr. Kong Lingyan 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.

Notes:

1. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the 2024 First EGM will be voted by poll. Among which, the ordinary resolutions 1 to 3 will adopt the method of cumulative voting respectively, that is, the number of votes carried by each Share held by Shareholders shall be equal to the number of the position(s) to be

elected and Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-independent Directors to be elected (5 directors), when electing non-independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-independent Director candidate or different non-independent Director candidates in any combination; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of independent Directors to be elected (4 directors), when electing independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one independent Director candidate or different independent Director candidates in any combination; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-employee representative Supervisors to be elected (2 supervisors), when electing non-employee representative Supervisors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-employee representative Supervisor candidate or different non-employee representative Supervisor candidates in any combination. The sum of votes of each Shareholder for one or more candidates shall not exceed the total number of votes of such Shareholder to the corresponding resolution, failing which the voting shall be invalid. For the “ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS, INDEPENDENT DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS”, please refer to Appendix III to the circular of the 2024 First EGM of the Company dated February 1, 2024.

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 2024 First EGM.

2. Any Shareholder entitled to attend and vote at the 2024 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 2024 First EGM (that is, not later than 2:30 p.m. on Thursday, February 22, 2024 (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 2024 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 2024 First EGM, from Tuesday, February 20, 2024 to Friday, February 23, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the 2024 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, February 19, 2024. The holders of H Shares whose names appear on the H Share register of members of the Company on Friday, February 23, 2024 are entitled to attend and vote at the 2024 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 2024 First EGM in respect of such Shares.
6. Shareholder or his/her proxy shall produce proof of identity when attending the 2024 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 2024 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 2024 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.
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