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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in China International Capital Corporation Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**Amendments to the Articles of Association and the Rules of Procedures
of the Shareholders' General Meeting
Election of New Session of the Board of Directors
Election of New Session of the Supervisory Committee
And
Notice of 2020 First Extraordinary General Meeting**

Notice convening the 2020 First EGM to be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC, on Monday, February 17, 2020 at 9:30 a.m. is set out on pages 9 to 11 of this circular.

If you intend to appoint a proxy to attend the 2020 First EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the registered office of the Company at 27th and 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the 2020 First EGM (that is not later than 9:30 a.m. on Sunday, February 16, 2020 (Beijing time)) or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 First EGM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

If you intend to attend the 2020 First EGM in person or by proxy, please complete the enclosed reply slip and return the same to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office of the Company (for Domestic Shareholders) on or before Tuesday, January 28, 2020.

January 3, 2020

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DEFINITIONS

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

“2020 First EGM” or “2020 First Extraordinary General Meeting”	the 2020 First Extraordinary General Meeting of the Company to be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Monday, February 17, 2020 at 9:30 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“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 and whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 03908)
“Company Law” or “Company Law (2018 Revised)”	the Company Law of the PRC (2018 Revised) (《中華人民共和國公司法(2018修正)》), as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) listed on the Hong Kong Stock Exchange and is (are) subscribed for and traded in HK dollars
“H Shareholder(s)”	holder(s) of the H Share(s)
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	December 30, 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures of the Shareholders’ General Meeting”	the Rules of Procedures of the Shareholders’ General Meeting of China International Capital Corporation Limited (《中國國際金融股份有限公司股東大會議事規則》) (as amended from time to time)
“Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including Domestic Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



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)

The Board of Directors:

Non-executive Directors:

Mr. Shen Rujun
Ms. Zhao Haiying
Mr. David Bonderman
Mr. Liu Haifeng David
Mr. Shi Jun
Mr. Cha Mou Daid Johnson

Executive Director:

Mr. Bi Mingjian

Independent Non-executive Directors:

Mr. Edwin Roca Lim
Mr. Liu Li
Mr. Siu Wai Keung
Mr. Ben Shenglin

Registered Office and

Head Office in the PRC:

27th and 28th Floor
China World Office 2
1 Jianguomenwai Avenue
Chaoyang District
Beijing, PRC

Principal Place of Business

in Hong Kong:

29/F, One International Finance Centre
1 Harbour View Street
Central, Hong Kong

January 3, 2020

To the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

On behalf of the Board, I invite you to attend the 2020 First EGM to be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Monday, February 17, 2020 at 9:30 a.m..

Reference is made to the announcement of the Company dated December 30, 2019, in relation to, among others, (1) the proposed amendments to the Articles of Association; (2) the proposed election of new session of the Board of Directors; and (3) the proposed election of new session of the Supervisory Committee.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the 2020 First EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the 2020 First EGM.

II. BUSINESS TO BE CONSIDERED AT THE 2020 FIRST EGM

A special resolution will be proposed at the 2020 First EGM to approve: (1) the proposal regarding the amendments to the Articles of Association.

Ordinary resolutions will be proposed at the 2020 First EGM to approve: (2) the proposal regarding the election of new session of the Board of Directors; (3) the proposal regarding the election of new session of the Supervisory Committee; and (4) the proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting.

1. Proposal regarding the amendments to the Articles of Association

According to the Company Law (2018 Revised), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019]97號)), the Provisions on the Administration of Equities of Securities Companies (《證券公司股權管理規定》), the Measures for Administration of Information Technology Management of Securities Fund Trading Institutions (《證券基金經營機構信息技術管理辦法》) and other relevant laws and regulations and regulatory provisions, based on the actual conditions of the Company, the Company needs to adjust the current procedures for notice of Shareholders' general meetings and other contents under the Articles of Association and add relevant contents including equity administration of securities companies and duties of the Chief Information Officer to the Articles of Association. The comparison table of the amendments to the Articles of Association is set out in Appendix I to this circular. After the consideration and approval by the 2020 First EGM, the amendments to the Articles of Association will take effect as from the date of the approval by, or filing with, competent regulatory authorities.

The Board proposes at the 2020 First EGM to authorize the Board to, and the Board to authorize the Company's executive Director and the secretary to the Board and their authorized persons to, individually or jointly, within the scope of approval of the 2020 First EGM, make corresponding adjustments and amendments to the Articles of Association (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect and others) based on the changes in relevant laws and regulations and relevant policies, the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities.

The above proposal was considered and approved by the Board on Monday, December 30, 2019, and is hereby proposed at the 2020 First EGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

2. Proposal regarding the election of new session of the Board of Directors

In order to ensure a sound governance structure of the Company, pursuant to the provisions of the Company Law and other relevant laws and regulations and the Articles of Association, and taking into consideration of the recommendations of the Shareholders on the candidates for the Directors, upon the consideration and approval by the Nomination and Corporate Governance Committee of the Board, the Board hereby proposes at the 2020 First EGM to consider and approve the appointments of the following candidates as Directors of the second session of the Board of Directors:

1. Non-executive Directors: Mr. Shen Rujun, Mr. Huang Hao, Ms. Xiong Lianhua, Ms. Tan Lixia, Mr. Duan Wenwu
2. Executive Director: Mr. Huang Zhaohui
3. Independent non-executive Directors: Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin, Mr. Peter Hugh Nolan

The above-mentioned 10 Directors shall jointly compose the second session of the Board of Directors of the Company, with the term of office of three years, effective from the date of consideration and approval at the 2020 First EGM of the proposal regarding the election of the new session of the Board of Directors and the formation of the second session of the Board of Directors. In particular, the term of office of Mr. Huang Hao, Ms. Xiong Lianhua, Ms. Tan Lixia, Mr. Duan Wenwu and Mr. Peter Hugh Nolan shall take effect from the date of consideration and approval at the 2020 First EGM or the date of obtaining the qualifications of directors of securities companies (whichever later). Mr. Bi Mingjian, Ms. Zhao Haiying, Mr. David Bonderman, Mr. Liu Haifeng David, Mr. Shi Jun, Mr. Cha Mou Daid Johnson and Mr. Edwin Roca Lim will no longer serve as Directors since the formation of the second session of the Board of Directors, and none of them has any disagreement with the Board of Directors and there is no other matter relating to their resignation that needs to be brought to the attention of the Shareholders or creditors of the Company or the Hong Kong Stock Exchange.

Please refer to Appendix II to this circular for the biographies of candidates for members of the second session of the Board of Directors.

Each of Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin and Mr. Peter Hugh Nolan has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed in Appendix II to this circular, each of the candidates for members of the second session of the Board has confirmed that (i) he/she does not hold any other position of the Company or any of its subsidiaries nor any other directorship in other listed companies for the past three years; (ii) he/she does not have any other relationship with any Directors, Supervisors, senior management, controlling shareholders or substantial shareholders of the Company; and (iii) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Save as disclosed in this circular, there is no other information required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders.

Upon the approval of the appointments of the candidates for members of the second session of the Board at the 2020 First EGM, the Company will enter into separate service contracts with them and determine their remuneration in accordance with the Directors' remuneration package as approved at the Shareholders' general meeting of the Company.

The above proposal was considered and approved by the Board on Monday, December 30, 2019, and is hereby proposed at the 2020 First EGM for Shareholders' consideration and approval.

3. Proposal regarding the election of new session of the Supervisory Committee

In order to ensure a sound governance structure of the Company, pursuant to the provisions of the Company Law and other relevant laws and regulations and the Articles of Association, the Supervisory Committee nominates Mr. Jin Lizuo and Mr. Cui Zheng as candidates for non-employee representative Supervisors of the second session of the Supervisory Committee.

The above-mentioned two non-employee representative Supervisors together with Mr. Gao Tao, the employee representative Supervisor elected at the 2019 First Employees' Representative Meeting of the Company, shall jointly compose the second session of the Supervisory Committee of the Company, with the term of office of three years, effective from the date of consideration and approval at the 2020 First EGM of the proposal regarding the election of new session of the Supervisory Committee and the formation of the second session of the Supervisory Committee. In particular, the term of office of Mr. Cui Zheng shall take effect from the date of consideration and approval at the 2020 First EGM or the date of obtaining the qualification of supervisors of securities companies (whichever later). Mr. Liu Haoling will no longer serve as a Supervisor since the formation of the second session of the Supervisory Committee, and he has no disagreement with the Company or the Supervisory Committee and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders or creditors of the Company or the Hong Kong Stock Exchange.

Please refer to Appendix III to this circular for the biographies of candidates for non-employee representative Supervisors of the second session of the Supervisory Committee.

Save as disclosed in Appendix III to this circular, each of the Supervisor and the candidates for the second session of the Supervisory Committee has confirmed that (i) he does not hold any other position of the Company or any of its subsidiaries nor any directorship in other listed companies for the past three years; (ii) he does not have any other relationship with any Directors, Supervisors, senior management, controlling shareholders or substantial shareholders of the Company; and (iii) he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Save as disclosed in this circular, there is no other information required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders.

Upon the approval of the appointments of the candidates for non-employee representative Supervisors of the second session of the Supervisory Committee at the 2020 First EGM, the Company will enter into separate service contracts with them and determine their remuneration in accordance with the Supervisors' remuneration package as approved at the Shareholders' general meeting of the Company.

The above proposal was considered and approved by the Supervisory Committee on Monday, December 30, 2019, and is hereby proposed at the 2020 First EGM for Shareholders' consideration and approval.

4. Proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting

According to the Company Law (2018 Revised), the Securities Law, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) and other relevant laws and regulations, and the Company's proposed amendments to the current Articles of Association, the Company intends to amend the Rules of Procedures of the Shareholders' General Meeting, the comparison table of the amendments to which is set out in Appendix IV to this circular.

After consideration and approval at the 2020 First EGM, the amendments to the Rules of Procedures of the Shareholders' General Meeting shall take effect as from the date on which the corresponding amendments to the Articles of Association are approved by or filed with competent regulatory authorities.

The Board hereby proposes at the 2020 First EGM to authorize the Board to, and the Board to authorize the Company's executive Director and the secretary to the Board and their authorized persons to, individually or jointly, make corresponding adjustments and amendments to the Rules of Procedures of the Shareholders' General Meeting (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect and etc.) based on the changes in relevant laws and regulations and relevant policies, and the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities, in combination with the corresponding adjustments and amendments to the Articles of Association and based on the approval by, or filing with, competent regulatory authorities of the amendments to the Articles of Association.

The above proposal was considered and approved by the Board on Monday, December 30, 2019, and is hereby proposed at the 2020 First EGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

III. THE 2020 FIRST EGM

The form of proxy and the reply slip of the 2020 First EGM are enclosed herewith.

If you intend to appoint a proxy to attend the 2020 First EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the registered office of the Company at 27th and 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the 2020 First EGM (that is not later than 9:30 a.m. on Sunday, February 16, 2020 (Beijing time)) or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 First EGM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

If you intend to attend the 2020 First EGM in person or by proxy, please complete the enclosed reply slip and return the same to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office of the Company (for Domestic Shareholders) on or before Tuesday, January 28, 2020.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the chairman of the 2020 First EGM will exercise his power under the Articles of Association to demand a poll for the resolutions proposed at the 2020 First EGM.

V. RECOMMENDATION

The Board considers that the resolutions proposed at the 2020 First EGM are in the interests of the Company and its Shareholders as a whole. As such, the Board recommends you to vote in favor of the resolutions proposed at the 2020 First EGM.

Yours faithfully,

By order of the Board

China International Capital Corporation Limited

Secretary to the Board

Xu Yicheng



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 2020 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 First Extraordinary General Meeting (the “**2020 First EGM**”) of China International Capital Corporation Limited (the “**Company**”) will be held at CICC Function Room, 1/F, 5L Hotel Beijing, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Monday, February 17, 2020 at 9:30 a.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 January 3, 2020, which contains details of the following resolutions.

SPECIAL RESOLUTION

1. To consider and approve the proposal regarding the amendments to the Articles of Association;

ORDINARY RESOLUTIONS

2. To consider and approve the proposal regarding the election of new session of the Board of Directors, including the followings:
 - (1) To elect Mr. Shen Rujun as a non-executive Director;
 - (2) To elect Mr. Huang Hao as a non-executive Director;
 - (3) To elect Ms. Xiong Lianhua as a non-executive Director;
 - (4) To elect Ms. Tan Lixia as a non-executive Director;
 - (5) To elect Mr. Duan Wenwu as a non-executive Director;
 - (6) To elect Mr. Huang Zhaohui as an executive Director;
 - (7) To elect Mr. Liu Li as an independent non-executive Director;
 - (8) To elect Mr. Siu Wai Keung as an independent non-executive Director;
 - (9) To elect Mr. Ben Shenglin as an independent non-executive Director;
 - (10) To elect Mr. Peter Hugh Nolan as an independent non-executive Director;

NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

3. To consider and approve the proposal regarding the election of new session of the Supervisory Committee, including the followings:
 - (1) To elect Mr. Jin Lizuo as a Supervisor;
 - (2) To elect Mr. Cui Zheng as a Supervisor;
4. To consider and approve the proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting.

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

Beijing, the PRC

January 3, 2020

As at the date of this notice, the Executive Director of the Company is Mr. Bi Mingjian; the Non-executive Directors are Mr. Shen Rujun, 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.

NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the 2020 First EGM will be voted by poll. 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 2020 First EGM.
2. Any Shareholder entitled to attend and vote at the 2020 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 H Shareholders) or the registered office of the Company at 27th and 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC (for Domestic Shareholders), not less than 24 hours before the time appointed for holding the 2020 First EGM (that is not later than 9:30 a.m. on Sunday, February 16, 2020 (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 2020 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 2020 First EGM, from Saturday, January 18, 2020 to Monday, February 17, 2020 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the 2020 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 H Shareholders) 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 Friday, January 17, 2020.
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 2020 First EGM in respect of such Shares.
6. Shareholders of the Company intending to attend the 2020 First EGM in person or by their proxies should return the reply slip for attending the 2020 First EGM in person or by post to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office of the Company (for Domestic Shareholders) on or before Tuesday, January 28, 2020.
7. Shareholder or his/her proxy shall produce proof of identity when attending the 2020 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 and stock account cards. Proxies of individual shareholders shall produce effective proof of identity and form of proxy.
8. The 2020 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 17M/F and Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
10. The registered office of the Company is located at 27th and 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

Tel: 86 (10) 6505 1166

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

No.	Current Article	Amended Article	Basis of Amendment
	Chapter 1 General Provisions	Chapter 1 General Provisions	
1.	Article 1 This Articles of Association (the “Articles of Association”) is formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Regulation on the Supervision and Administration of Securities Companies (the “Administration Regulation”), Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks Companies (the “Special Provisions”), Mandatory Provisions for Companies Listing Overseas (the “Mandatory Provisions”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other laws, administrative regulations and relevant regulatory rules (collectively, the “Relevant Laws and Regulations”), to safeguard the legitimate rights and interests of China International Capital Corporation Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.	Article 1 This Articles of Association (the “Articles of Association”) is formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Regulation on the Supervision and Administration of Securities Companies (the “Administration Regulation”), Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks Companies (the “Special Provisions”), <u>the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies,</u> Mandatory Provisions for Companies Listing Overseas (the “Mandatory Provisions”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other laws, administrative regulations and relevant regulatory rules (collectively, the “Relevant Laws and Regulations”), to safeguard the legitimate rights and interests of China International Capital Corporation Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.	Amended according to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han[2019] No. 97)

¹ As sessions and articles are added or deleted, serial numbers of relevant sessions, articles and cross references have been adjusted accordingly, and will not be described separately.

APPENDIX I

**COMPARISON TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION OF CHINA
INTERNATIONAL CAPITAL CORPORATION LIMITED**

No.	Current Article	Amended Article	Basis of Amendment
2.	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other Relevant Laws and Regulations.</p> <p>The Company's predecessor, China International Capital Corporation Limited (中國國際金融有限公司), is a Sino-foreign joint venture company with limited liability established in 1995 with the approval from the People's Bank of China. By means of promotion by the existing shareholders of China International Capital Corporation Limited (中國國際金融有限公司), China International Capital Corporation Limited (中國國際金融有限公司) was restructured into a joint stock limited company in 2015 in accordance with the law. The Company was registered with the Beijing Administration for Industry and Commerce on June 1, 2015 and obtained a business license for corporate legal person (License No. 91110000625909986U).</p> <p>The Company's promoters are: Central Huijin Investment Ltd., GIC Private Limited, TPG Asia V Delaware, L.P., KKR Institutions Investments L.P., China National Investment and Guaranty Corporation, Mingly Corporation, The Great Eastern Life Assurance Company Limited, China Jianyin Investment Ltd., JIC Investment Co., Ltd., China Investment Consulting Co., Ltd.</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other Relevant Laws and Regulations.</p> <p>The Company's predecessor, China International Capital Corporation Limited (中國國際金融有限公司), is a Sino-foreign joint venture company with limited liability established in 1995 with the approval from the People's Bank of China. By means of promotion by the existing shareholders of China International Capital Corporation Limited (中國國際金融有限公司), China International Capital Corporation Limited (中國國際金融有限公司) was restructured into a joint stock limited company in 2015 in accordance with the law. The Company was registered with the Beijing Administration for Industry and Commerce on June 1, 2015 and obtained a business license for corporate legal person (<u>unified social credit code: License No. 91110000625909986U</u>).</p> <p>The Company's promoters are: Central Huijin Investment Ltd., GIC Private Limited, TPG Asia V Delaware, L.P., KKR Institutions Investments L.P., China National Investment and Guaranty Corporation, Mingly Corporation, The Great Eastern Life Assurance Company Limited, China Jianyin Investment Ltd., JIC Investment Co., Ltd., China Investment Consulting Co., Ltd.</p>	<p>Amended according to the actual conditions of the Company</p>

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TO THE ARTICLES OF ASSOCIATION OF CHINA
INTERNATIONAL CAPITAL CORPORATION LIMITED**

No.	Current Article	Amended Article	Basis of Amendment
3.	<p>Article 9 Subject to the approval of the shareholders' general meeting and the securities regulatory authorities of the State Council, the Articles of Association shall become effective from the date of the initial public offering of shares and listing of the Company. The original Articles of Association of the Company shall automatically cease to have effect from the date on which this Articles of Association takes effect.</p> <p>The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and each shareholder and among the shareholders. The Articles of Association shall be binding on the Company and its shareholders, directors, supervisor sand members of senior management (the "Senior Management"). All aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with the Articles of Association.</p> <p>Senior Management refers to the Company's chief executive officer ("CEO"), deputy CEO (if applicable), chief operating officer ("COO"), chief financial officer ("CFO"), chief risk officer ("CRO"), chief compliance officer ("CCO"), secretary of the board of directors and other personnel holding important positions who are appointed by the board of directors.</p>	<p>Article 10 Subject to the approval of the shareholders' general meeting and the securities regulatory authorities of the State Council, the Articles of Association shall become effective from the date of the initial public offering of shares and listing of the Company. The original Articles of Association of the Company shall automatically cease to have effect from the date on which this Articles of Association takes effect.</p> <p>The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and each shareholder and among the shareholders. The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors and members of senior management (the "Senior Management"). All aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with the Articles of Association.</p> <p>Senior Management refers to the Company's chief executive officer ("CEO"), deputy CEO (if applicable), chief operating officer ("COO"), chief financial officer ("CFO"), chief risk officer ("CRO"), chief compliance officer ("CCO"), secretary of the board of directors, <u>chief information officer ("CIO")</u> and other personnel holding important positions who are appointed by the board of directors.</p>	<p>Amended according to Article 10 of the Measures for Administration of Information Technology Management of Securities Fund Trading Institutions</p>

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No.	Current Article	Amended Article	Basis of Amendment
	<p>Shareholders may sue the Company; the Company may sue its shareholders; shareholders may sue other shareholders; and shareholders may sue directors, supervisors and Senior Management of the Company in accordance with the Articles of Association.</p> <p>For the purpose of the foregoing paragraph, “sue” includes the initiation of proceedings in a court and the application for arbitration to an arbitration institution.</p>	<p>Shareholders may sue the Company; the Company may sue its shareholders; shareholders may sue other shareholders; and shareholders may sue directors, supervisors and Senior Management of the Company in accordance with the Articles of Association.</p> <p>For the purpose of the foregoing paragraph, “sue” includes the initiation of proceedings in a court and the application for arbitration to an arbitration institution.</p>	
	Chapter 3 Shares	Chapter 3 Shares	
4.	<p>Not applicable</p> <p>(On the right is the new Section)</p>	<u>Section 4 Equity Administration Affairs</u>	
5.	<p>Not applicable</p> <p>(On the right is the new Article)</p>	Article 37 <u>The chairman of the board of directors of the Company is the first responsible person for handling equity administration affairs of the Company. The secretary of the board of directors of the Company shall assist the chairman and is the direct responsible person for handling equity administration affairs.</u>	Amended according to Article 17 of the Provisions on the Administration of Equities of Securities Companies
6.	<p>Not applicable</p> <p>(On the right is the new Article)</p>	Article 38 <u>The office of the board of directors of the Company is the office that handles equity administration affairs of the Company, which organizes and implements the work related to equity administration affairs.</u>	Amended according to Article 17 of the Provisions on the Administration of Equities of Securities Companies

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No.	Current Article	Amended Article	Basis of Amendment
7.	Not applicable (On the right is the new Article)	Article 39 <u>The Company shall make arrangements for risk prevention during the period of change of registered capital or equity to ensure that the Company's normal operations and the interests of clients are without prejudice.</u> <u>Where approval by the securities regulatory authorities of the State Council is required according to law, shareholders of the Company shall continue to exercise their voting rights independently according to the proportion of their shareholdings prior to the approval. The equity transferor may not recommend the relevant personnel of the equity transferee to serve as directors, supervisors and Senior Management of the Company, or transfer the voting rights in any disguised form.</u>	Amended according to Article 20 of the Provisions on the Administration of Equities of Securities Companies
8.	Not applicable (On the right is the new Article)	Article 40 <u>Shareholders of the Company shall fully understand their rights and obligations, be fully aware of the Company's operating management, potential risks and other information, have reasonable investment expectation and truthful willingness to make capital contributions, and perform the necessary internal decision procedures.</u>	Amended according to Article 21 of the Provisions on the Administration of Equities of Securities Companies
9.	Not applicable (On the right is the new Article)	Article 41 <u>The shareholding period of the shareholders shall comply with laws, administrative regulations and relevant regulations of the securities regulatory authorities of the State Council.</u> <u>The actual controller of the shareholders shall abide by the same lock-up period as the shareholders of the Company with respect to the equities of the Company under their control, with the exception of situations recognized by the securities regulatory authorities of the State Council in accordance with law.</u>	Amended according to Article 25 of the Provisions on the Administration of Equities of Securities Companies

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No.	Current Article	Amended Article	Basis of Amendment
10.	Not applicable (On the right is the new Article)	<p>Article 42 <u>Shareholders shall not pledge the equity of the Company held by them during the equity lock-up period. Upon the expiry of the equity lock-up period, the proportion of the Company's equity held by a shareholder that is pledged shall not exceed 50% of the proportion of the Company's equity held by such shareholder.</u></p> <p><u>Where shareholders pledge their equity, they shall not prejudice the interests of other shareholders and the Company, maliciously evade the requirement of equity lock-up period, and may not agree to exercise the shareholder's rights such as voting rights by the pledgee or other third parties, or transfer control over the Company's equity in a disguised form.</u></p>	Amended according to Article 26 of the Provisions on the Administration of Equities of Securities Companies
11.	Not applicable (On the right is the new Article)	<p>Article 43 <u>Shareholders of the Company and their actual controllers shall not:</u></p> <p><u>(I) make false and discrepant capital contribution, withdraw capital contribution or withdraw capital contribution in disguised form;</u></p> <p><u>(II) intervene in the business and management of the Company in violation of laws, regulations and requirements stipulated by the Articles of Association;</u></p> <p><u>(III) abuse their right or influence, occupy the assets of the Company or clients to carry out benefits transmission, which infringes the legitimate rights and interests of the Company, other shareholders or clients;</u></p>	Amended according to Article 30 of the Provisions on the Administration of Equities of Securities Companies

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No.	Current Article	Amended Article	Basis of Amendment
		<p><u>(IV) illegally require the Company to provide financing or guarantee for them or their related parties, or force, instruct, assist or accept the Company to provide financing or guarantee with the assets of its securities brokerage clients or securities asset management clients;</u></p> <p><u>(V) conduct improper related-party transactions with the Company and use the influence on the Company's operation and management to obtain improper benefits;</u></p> <p><u>(VI) entrust others or accept any entrustment from others to hold or manage the Company's equity without approval, accept or transfer control over the Company's equity in disguise;</u></p> <p><u>(VII) other actions prohibited by the securities regulatory authorities of the State Council.</u></p> <p><u>The Company, its directors, supervisors, Senior Management and other relevant entities shall not cooperate with the shareholders and their actual controllers in the above situations.</u></p> <p><u>If the Company finds out that the above-mentioned situations exist among the shareholders and their actual controllers, it shall take timely measures to prevent the aggravation of the violations and report to the branch office of the securities regulatory authorities of the State Council where the domicile is located within two (2) business days.</u></p>	
12.	<p>Not applicable</p> <p>(On the right is the new Article)</p>	<p>Article 44 <u>In the event of any illegal conduct or misconduct related to equity administration affairs in violations of laws, regulations and regulatory requirements, the Company shall promptly investigate and report to the board of directors, and the board of directors shall agree on rectification measures and accountability programs within the scope of its authority.</u></p>	<p>Amended according to item (IV) of Article 28 of the Provisions on the Administration of Equities of Securities Companies</p>

No.	Current Article	Amended Article	Basis of Amendment
	Section 5 Share Certificates and Register of Shareholders	Section 56 Share Certificates and Register of Shareholders	
13.	<p>Article 45 The register of shareholders shall not be altered for the reason of share transfer within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days prior to the record date set by the Company for the purpose of distribution of dividends.</p> <p>Provisions otherwise provided by securities regulatory authorities where the shares of the Company are listed shall prevail.</p>	<p>Article 54 The register of shareholders shall not be altered for the reason of share transfer within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days prior to the record date set by the Company for the purpose of distribution of dividends. Provisions otherwise provided by <u>the laws, regulations, securities regulatory authorities where the shares of the Company are listed on the period of closure of register of members before the shareholders' general meeting or the benchmark date of the Company's decision to distribute dividends</u> shall prevail.</p>	<p>According to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting and Other Matters for Overseas Listed Companies, a notice for the shareholders' general meeting shall be served 15 or 20 days before the convening of the meeting, and the conflict arises to set a 30-days book closure period during which no share transfer registration can be accepted or allowed before the convening of the meeting. This provision is amended according to the combination of the spirit of the aforementioned reply document and the practical requirements</p>

No.	Current Article	Amended Article	Basis of Amendment
	Chapter 4 Shareholders and Shareholders' General Meeting	Chapter 4 Shareholders and Shareholders' General Meeting	
	Section 1 Shareholders	Section 1 Shareholders	
14.	<p>Article 57 The shareholders for ordinary shares of the Company shall have the following obligations:</p> <p>(I) to abide by the Articles of Association;</p> <p>(II) to pay for the shares in accordance with the shares subscribed for and the manners in which they became shareholders;</p> <p>(III) not to surrender the shares unless required by law and regulations;</p> <p>(IV) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company.</p>	<p>Article 66 The shareholders for ordinary shares of the Company shall have the following obligations:</p> <p>(I) to abide by the <u>laws, regulations and Articles of Association</u>;</p> <p>(II) to pay for the shares in accordance with the shares subscribed for and the manners in which they became shareholders;</p> <p>(III) not to surrender the shares unless required by law and regulations;</p> <p>(IV) <u>to perform the obligation of capital contribution in strict accordance with laws, regulations and the provisions of the securities regulatory authorities of the State Council, to use its own funds which is legally obtained to invest in the Company, and may not invest in non-self-owned funds such as entrusted funds, unless otherwise provided by laws and regulations</u>;</p>	<p>Amended according to Article 22, Article 23, item (I) to item (III) of Article 28 of the Provisions on the Administration of Equities of Securities Companies</p>

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No.	Current Article	Amended Article	Basis of Amendment
	<p>Where shareholders of the Company abuse their shareholders' rights and thereby causing loss to the Company or other shareholders, such shareholders shall be liable for indemnity in accordance with the law.</p> <p>Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p> <p>(V) not violate laws, regulations and the Articles of Association to intervene in the business and management of the Company, and not to request the Company to provide any information that may cause the Company to violate applicable laws, regulations, regulatory requirements or other requirements imposed by governments; and</p> <p>(VI) other obligations imposed by laws, regulations and the Articles of Association.</p> <p>Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p><u>(V) to describe the share capital structure truly, accurately and completely up to the actual controller, the ultimate equity holder, and the affiliation relationship with other shareholders or concerted action relationship, and shall not evade approval or supervision of shareholder qualifications by means of concealment, deception, etc.;</u></p> <p><u>(VI) shareholders holding more than 25% shares of the Company or the largest shareholder holding more than 5% shares and controlling shareholders of the Company shall replenish capital to the Company when necessary;</u></p> <p><u>(VII) shareholders who are subject to but have not been approved by the regulatory authority or have not been filed with the regulatory authority, or shareholders who have not completed rectification, shall not exercise the rights of, among others, proposing to convene a shareholders' general meeting, voting, nomination, making proposals and disposition;</u></p> <p><u>(IVVIII) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company.; for shareholders with false statements, misuse of shareholders' rights or other behavior that damages the Company's interests, shall not exercise the rights of, among others, proposing to convene a shareholders' general meeting, voting, nomination, making proposals and disposition;</u></p>	

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No.	Current Article	Amended Article	Basis of Amendment
		<p>Where shareholders of the Company abuse their shareholders' rights and thereby causing loss to the Company or other shareholders, such shareholders shall be liable for indemnity in accordance with the law;</p> <p>Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;</p> <p>(VIX) not violate laws, regulations and the Articles of Association to intervene in the business and management of the Company, and not to request the Company to provide any information that may cause the Company to violate applicable laws, regulations, regulatory requirements or other requirements imposed by governments;</p> <p>(VIX) other obligations imposed by laws, regulations and the Articles of Association.</p> <p>Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	

No.	Current Article	Amended Article	Basis of Amendment
15.	<p>Article 65 Shareholders' general meetings include annual shareholders' general meetings and extraordinary shareholders' general meetings. The annual shareholders' general meeting shall be held once every year within six (6) months after the end of the previous financial year.</p> <p>The Company shall convene an extraordinary shareholders' general meeting within two (2) months upon the occurrence of the following events:</p> <p>(I) the number of directors is less than the minimum number prescribed in the Company Law, or less than two-thirds of the number required by the Articles of Association;</p> <p>(II) the unrecovered losses of the Company amount to one-third of the Company's total share capital;</p> <p>(III) shareholders individually or collectively holding 10% or more of the Company's voting shares (the "Requesting Shareholders") request in writing to hold an extraordinary shareholders' general meeting;</p> <p>(IV) the board of directors considers it necessary or the supervisory committee proposes to hold such a meeting;</p> <p>(V) such other circumstances as required by the laws and regulations or the Articles of Association.</p> <p>The number of shares held by the shareholder(s) as described in item (III) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).</p>	<p>Article 74 Shareholders' general meetings include annual shareholders' general meetings and extraordinary shareholders' general meetings. The annual shareholders' general meeting shall be held once every year within six (6) months after the end of the previous financial year.</p> <p>The Company shall convene an extraordinary shareholders' general meeting within two (2) months upon the occurrence of the following events:</p> <p>(I) the number of directors is less than the minimum number prescribed in the Company Law, or less than two-thirds of the number required by the Articles of Association;</p> <p>(II) the unrecovered losses of the Company amount to one-third of the Company's total <u>paid-in</u> share capital;</p> <p>(III) shareholders individually or collectively holding 10% or more of the Company's voting shares (the "Requesting Shareholders") request in writing to hold an extraordinary shareholders' general meeting;</p> <p>(IV) the board of directors considers it necessary or the supervisory committee proposes to hold such a meeting;</p> <p>(V) such other circumstances as required by the laws and regulations or the Articles of Association.</p> <p>The number of shares held by the shareholder(s) as described in item (III) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).</p>	Amended according to Article 100 of the Company Law (2018 Revised)

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No.	Current Article	Amended Article	Basis of Amendment
	Section 4 Proposals and Notice of Shareholders' General Meeting	Section 4 Proposals and Notice of Shareholders' General Meeting	
16.	Article 72 The Company shall issue a written notice forty-five (45) days prior to the holding of the shareholders' general meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the shareholders' general meeting shall deliver a written reply to the Company indicating the attendance of the meeting at least twenty (20) days prior to the meeting.	Article 81 The Company shall issue a written notice forty-five <u>twenty</u> (45 <u>20</u>) days prior to the holding of the shareholders' <u>annual</u> general meeting, or issue a written notice <u>fifteen (15) days prior to the holding of the extraordinary general meeting</u> informing all the registered shareholders of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the shareholders' general meeting shall deliver a written reply to the Company indicating the attendance of the meeting at least twenty (20) days prior to the meeting. <u>Where there are other provisions in laws, regulations or the securities regulatory authorities in the place where the Company's shares are listed, such provisions shall prevail.</u>	Amended according to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies and Article 102 of the Company Law (2018 Revised)

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No.	Current Article	Amended Article	Basis of Amendment
17.	<p>Article 73 The Company shall, based on the written replies received twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is one-half or more of the total number of the Company's voting shares, the Company may hold the shareholders' general meeting. If not, the Company shall within five (5) days notify the shareholders again by issuing an announcement of the matters to be considered and the place and the date of the meeting, and upon the publication of the announcement, the Company may then convene the shareholders' general meeting.</p> <p>Matters that are not specified in the notice may not be decided at the extraordinary shareholders' general meeting.</p>	<p>Article 73 The Company shall, based on the written replies received twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is one-half or more of the total number of the Company's voting shares, the Company may hold the shareholders' general meeting. If not, the Company shall within five (5) days notify the shareholders again by issuing an announcement of the matters to be considered and the place and the date of the meeting, and upon the publication of the announcement, the Company may then convene the shareholders' general meeting.</p> <p>Matters that are not specified in the notice may not be decided at the extraordinary shareholders' general meeting.</p>	<p>Deleted according to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies</p>

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No.	Current Article	Amended Article	Basis of Amendment
18.	<p>Article 75 Unless otherwise provided in the Articles of Association, the notice of a shareholders' general meeting shall be delivered and announced to shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) in accordance with Chapter 12 of the Articles of Association.</p> <p>Such notice may also be given by way of an announcement. "Announcement" referred to in the preceding paragraph shall be published within the interval of forty-five (45) days to fifty (50) days before the date of the meeting, (i) in one or more newspapers designated by the securities regulatory authorities of the State Council, in respect of holders of domestic shares. Upon the publication of such announcement, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting; (ii) on the websites of HKEx and the Company, provided that such announcement complies with laws, regulations and requirements of the securities regulatory authorities in the place where the Company's shares are listed, in respect of holders of overseas-listed shares.</p> <p>A meeting and the resolutions adopted to thereat shall not be invalidated as a result of the accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p>	<p>Article 83 Unless otherwise provided in the Articles of Association, the notice of a shareholders' general meeting shall be delivered and announced to shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) in accordance with Chapter 12 of the Articles of Association.</p> <p>Such notice may also be given by way of an announcement. "Announcement" referred to in the preceding paragraph shall be published within the interval of forty-five (45) days to fifty (50) days before the date of the meeting, (i) in one or more newspapers designated by the securities regulatory authorities of the State Council, in respect of holders of domestic shares. Upon the publication of such announcement, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting; (ii) on the websites of HKEx and the Company, provided that such announcement complies with laws, regulations and requirements of the securities regulatory authorities in the place where the Company's shares are listed, in respect of holders of overseas-listed shares.</p> <p>A meeting and the resolutions adopted to thereat shall not be invalidated as a result of the accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p>	<p>Amended according to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies</p>

No.	Current Article	Amended Article	Basis of Amendment
	Section 7 Special Procedures for Voting by Class Shareholders	Section 7 Special Procedures for Voting by Class Shareholders	
19.	<p>Article 116 When the Company is to hold a shareholders' class meeting, it shall issue a written notice forty-five (45) days prior to the meeting to all shareholders who are registered as holders of that class in the register of shareholders. Such notice shall provide shareholders with information concerning the matters to be considered at such meeting and the date and venue of the meeting. Shareholders who intend to attend the shareholders' class meeting shall deliver a written reply to the Company twenty (20) days prior to the shareholders' class meeting. The date of the meeting shall not be taken into account when calculating the aforementioned time limit.</p> <p>If the shareholders intending to attend such shareholders' class meeting represent half or more of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the shareholders' class meeting; otherwise, the Company shall within five (5) days give the shareholders further notice concerning the matters to be considered and the date and venue of such meeting by way of an announcement. Upon publication of such announcement, the Company may then hold the shareholders' class meeting.</p> <p>Where there is any special regulation under the listing rules of the place where the Company's shares are listed, such requirement shall prevail.</p>	<p>Article 124 When the Company is to hold a shareholders' class meeting, it shall issue a written notice <u>in accordance with Article 81 of the Articles of Association</u> forty-five (45) days prior to the meeting to all shareholders who are registered as holders of that class in the register of shareholders. Such notice shall provide shareholders with information concerning the matters to be considered at such meeting and the date and venue of the meeting. Shareholders who intend to attend the shareholders' class meeting shall deliver a written reply to the Company twenty (20) days prior to the shareholders' class meeting. The date of the meeting shall not be taken into account when calculating the aforementioned time limit.</p> <p>If the shareholders intending to attend such shareholders' class meeting represent half or more of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the shareholders' class meeting; otherwise, the Company shall within five (5) days give the shareholders further notice concerning the matters to be considered and the date and venue of such meeting by way of an announcement. Upon publication of such announcement, the Company may then hold the shareholders' class meeting.</p> <p>Where there is any special regulation under the listing rules of the place where the Company's shares are listed, such requirement shall prevail.</p>	<p>Amended according to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies and actual conditions</p>

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No.	Current Article	Amended Article	Basis of Amendment
	Chapter 16 Supplementary Provisions	Chapter 16 Supplementary Provisions	
20.	Article 267 The Articles of Association is written in Chinese. If there is any discrepancy between the Articles of Association and other versions of Articles of Association or other Articles of Association in another language, the Chinese version of the Articles of Association last approved by and registered with the Beijing Administration for Industry and Commerce shall prevail.	Article 275 The Articles of Association is written in Chinese. If there is any discrepancy between the Articles of Association and other versions of Articles of Association or other Articles of Association in another language, the Chinese version of the Articles of Association last approved by and registered with the Beijing Administration for Industry and Commerce <u>Beijing Municipal Administration for Market Regulation</u> shall prevail.	Adjusted according to the actual conditions

**Biographies of Candidates for Members of the Second Session of the Board of
Directors of China International Capital Corporation Limited****1. Non-executive Director: Shen Rujun**

Shen Rujun (沈如軍), aged 55, has been appointed as the Chairman of our Company since August 2019. Mr. Shen successively served as the Deputy Section Chief, Section Chief, and Deputy Director of the Accounting Division, as well as Deputy Director (in charge of the work) and Director of the Planning Division of Jiangsu Branch of Industrial and Commercial Bank of China Limited (hereinafter referred to as “**ICBC**”), a company listed on the Shanghai Stock Exchange (Stock Code: 601398) and The Stock Exchange of Hong Kong Limited (Stock Code: 01398), from January 1985 to December 1998. He served as the Vice General Manager of the Planning and Finance Department of ICBC from December 1998 to November 2003; Vice President of ICBC Beijing Branch from November 2003 to July 2008; General Manager of the Finance and Accounting Department of ICBC from July 2008 to November 2013; and President of ICBC Shandong Branch from November 2013 to March 2015. Mr. Shen served as the Vice President of Bank of Communications Co., Ltd. (hereinafter referred to as “**Bank of Communications**”), a company listed on the Shanghai Stock Exchange (Stock Code: 601328) and The Stock Exchange of Hong Kong Limited (Stock Code: 03328), from March 2015 to June 2018; and Vice President and Executive Director of Bank of Communications from June 2018 to October 2018. Mr. Shen has served as the Vice General Manager of China Investment Corporation as well as the General Manager of Central Huijin Investment Ltd. (hereinafter referred to as “**Huijin**”) since October 2018. Mr. Shen obtained his doctoral degree from School of Technology and Economics of Hohai University in 2001.

2. Non-executive Director: Huang Hao

Huang Hao (黃昊), aged 46, has served as a deputy director of the securities institution management department/insurance institution management department of Huijin since June 2015. Mr. Huang joined Huijin in February 2005, and successively served as the deputy director of the Capital Market Department, the deputy director and division director of the Equity Management Office of the China Development Bank of the General Department and managing director and deputy director of Securities Institution Management Department of Huijin. He served as a director of Guotai Junan Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601211) and The Stock Exchange of Hong Kong Limited (Stock Code: 02611), from September 2005 to January 2013, a director of China Development Bank and concurrently served as a director of China Development Bank Capital Co., Ltd. from April 2012 to October 2017. Mr. Huang successively served as the senior staff member, assistant researcher and concurrently served as the Youth League Secretary of the Policy Research Division in the State Administration of Foreign Exchange from July 1999 to February 2005. Mr. Huang obtained a bachelor’s degree in economics from Zhejiang University in July 1996, a master’s degree in management from Tsinghua University in May 1999, and a doctoral degree in economics from the Finance Research Institute of People’s Bank of China in July 2011.

3. Non-executive Director: Xiong Lianhua

Xiong Lianhua (熊蓮花), aged 52, has been working in Huijin since January 2012. Ms. Xiong has served as a non-executive director of New China Life Insurance Company Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601336) and The Stock Exchange of Hong Kong Limited (Stock Code: 01336), and has concurrently served as a director of New China Asset Management Co., Ltd.* (新華資產管理股份有限公司) since July 2017. Ms. Xiong worked at Huangshi Sub-branch of Bank of Communications in Hubei province from October 1990 to September 1993. From July 1995 to December 2011, she successively served as a deputy division director, division director and an inspector of deputy-bureau-level of the People's Bank of China. She served as a director candidate and a division director of the General Management Department of Huijin from January 2012 to December 2012 and a director of China Export & Credit Insurance Corporation* (中國出口信用保險公司) from December 2012 to July 2019. Ms. Xiong obtained a bachelor's degree in international finance from Wuhan University in July 1990, and a master's degree in monetary banking from Renmin University of China in June 1995.

4. Non-executive Director: Tan Lixia

Tan Lixia (譚麗霞), aged 49, is a Chartered Global Management Accountant. Ms. Tan joined Haier from August 1992, and successively served as the director of Department of Overseas Market Development of Haier Group, Chief Financial Officer and Head of FU Platform of Headquarter of Haier Group and Head of Wanchain Platform. Ms. Tan currently serves as the Executive Vice President of Haier Group, Chairman of Haier Group (Qingdao) Financing Holding Co., Ltd., Vice Chairman of Haier Smart Home Co., Ltd., a non-executive director of Bank of Qingdao Co., Ltd., Chairman of Qingdao Haier Biomedical Co., Ltd. and Chairman of INKON Life Technology Co., Ltd. Ms. Tan once served as a non-executive director of Haier Electronics Group Co., Ltd. Ms. Tan currently serves as a standing member of the 12th session of All-China Women's Federation, Vice President of China Women Entrepreneurs Association, the Chairman of Shandong Women Entrepreneurs Association and the Vice Chairman of the 13th session of Qingdao Women's Federation. Ms. Tan graduated from Central University of Finance and Economics majoring in public finance in August 1992, and obtained an EMBA degree from the China Europe International Business School in July 2009.

5. Non-executive Director: Duan Wenwu

Duan Wenwu (段文務), aged 50, is a researcher-level senior accountant. Mr. Duan has served as the General Manager of China National Investment and Guaranty Corporation (NEEQ: 834777) from April 2019, Chairman of SDIC Financial Leasing Co., Ltd. from March 2015, and Chairman of Rongshi International Holding Company Limited from December 2016. Mr. Duan served as the Deputy Manager and Financial Chief of SDIC Yunnan Dachao Shan Hydropower Co., Ltd. Dachao Industrial Company from July 1998 to December 1998, and successively served as Deputy Manager, Manager of the Finance Department, Deputy Chief Accountant, Chief Accountant and Deputy Manager thereof from December 1998 to May 2008. Mr. Duan served as an assistant to the director of Finance and Accounting Department of State Development and Investment Corporation from May 2008 to November 2008, Deputy General Manager of SDIC Finance Co., Ltd. from November 2008 to August 2010, Deputy Director of Finance and Accounting Department of State Development and Investment Corporation from August 2010 to August 2014, Director and Deputy General Manager of China National Complete Plant Import and Export Group Corporation Limited from March 2013 to August 2014, Director of Finance and Accounting Department and Director of the Finance Department of State Development and Investment Corporation from August 2014 to August 2016 and from August 2016 to May 2017, respectively, General Manager of SDIC Essence Co., Ltd. (later renamed as SDIC Capital Co., Ltd.), a company listed on the Shanghai Stock Exchange (Stock Code: 600061), from May 2017 to December 2017, General Manager of SDIC Capital Co., Ltd. from December 2017 to March 2018, Director of Essence Securities Co., Ltd. from December 2017 to January 2019, and Chairman of SDIC Finance Co., Ltd. from March 2018 to April 2019. Mr. Duan obtained a bachelor's degree in economics from Xiamen University in July 1990, and a master's degree in business administration from Jiangxi University of Finance and Economics in January 2003.

6. Executive Director: Huang Zhaohui

Huang Zhaohui (黃朝暉)¹, aged 55, has been appointed as a member of the Management Committee and the Head of the Investment Banking Department of our Company since April 2015 and April 2013, respectively. He joined the Group in February 1998 and held several positions, including the Deputy Head and Co-Head of the Investment Banking Department. Prior to joining our Group, he joined China Construction Bank Corporation, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 939) and the Shanghai Stock Exchange (Stock Code: 601939), and served as a clerk of the Ningbo Branch Office, an assistant research officer of the Department of Investment Research, a senior economist of the Department of Real Estate Financing, deputy director of Department of International Business and director of the secretariat of the General Administration Office from July 1988 to January 1998. He currently serves as a director of CICC HK Securities. Mr. Huang obtained a bachelor's degree in physics from Wuhan University (武漢大學) in July 1985 and a master's degree in economics from Renmin University of China in July 1988.

7. Independent non-executive Director: Liu Li

Liu Li (劉力), aged 64, has been appointed as a Director of our Company since June 2016. He currently holds positions such as a Finance Professor in Guanghua School of Management of Peking University and Deputy Head and Doctoral Supervisor in Finance and Securities Research Center of Peking University. Mr. Liu has been teaching in Guanghua School of Management (formerly known as Economic Management Department of School of Economics) of Peking University since January 1986, and had been teaching in Beijing Institute of Iron and Steel from September 1984 to December 1985. Mr. Liu served as an independent non-executive director of China Machinery Engineering Corporation, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 1829), since January 2011, an independent non-executive director of Bank of Communications Co., Ltd., a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 3328), since September 2014, an independent director of Success Electronics Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002289), since January 2016, and an independent director of CNPC Capital Company Limited, a company listed on the Shenzhen Stock Exchange (Stock Code: 000617), since June 2017. Mr. Liu obtained a master's degree in physics from Peking University in July 1984 and MBA from Catholic University of Louvain in Belgium in July 1989.

8. Independent non-executive Director: Siu Wai Keung

Siu Wai Keung (蕭偉強)², aged 65, (former name: Francis Siu Wai Keung), has been appointed as a Director of our Company since May 2015. He served for KPMG for approximately 30 years, where he provided professional services to clients from various industries. He joined KPMG Manchester, England in 1979 and was transferred to Hong Kong in May 1986 and became a partner of KPMG Hong Kong in July 1993. From October 2000 to March 2002, he was a senior partner of KPMG Huazhen LLP Shanghai Office. Prior to his retirement in March 2010, he was a senior partner of KPMG Huazhen LLP Beijing Office and North China. He has extensive experience in providing audit services for PRC and overseas companies, and has a sound knowledge of advising on foreign direct investment in the PRC. Mr. Siu currently serves as an independent non-executive director of Guoco Land Limited, a company listed on the Singapore Exchange (Stock Code: F17), since December 2010, an independent non-executive director of CITIC Limited, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 267), since May 2011, an independent non-executive director of China Communications Services Corporation Limited, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 552), since June 2012, an independent non-executive director of CGN Power Co., Ltd., a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 1816) and the Shenzhen Stock Exchange (Stock Code: 003816), since March 2014, an independent director of Beijing Gao Hua Securities Company Limited since June 2015, and an independent non-executive director of BHG Retail Trust Management Pte. Ltd., since November 2015. Mr. Siu has been a fellow member of the ICAEW and the Hong Kong Institute of Certified Public Accountants since July 1994 and September 1993. He obtained a bachelor's degree in economics and accounting and financial management from The University of Sheffield, the United Kingdom, in July 1979.

9. Independent non-executive Director: Ben Shenglin

Ben Shenglin (黃聖林), aged 53, has been appointed as a Director of our Company since May 2015. He held several positions in ABN Amro in China and London, including leadership roles such as senior vice president and China business head from March 2003 to February 2005. He served at HSBC China from February 2005 to April 2010 as a senior executive, including managing director and China country head of commercial banking from January 2007 to April 2010. From April 2010 to April 2014, he was with JP Morgan Chase as a member of the global leadership team at global corporate bank and the chief executive officer of J.P. Morgan Chase Bank (China). Mr. Ben currently serves as an independent director of Bank of Ningbo Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 2142), since September 2014, an independent non-executive director of Tsingtao Brewery Co., Ltd., a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 168), since June 2014, an independent director of Wuchan Zhongda Group Co., Ltd. (物產中大集團股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600704), since February 2016, and a supervisor of Industrial Bank Co., Ltd. (興業銀行股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601166), since December 2016. He joined Zhejiang University since May 2014 and currently serves as a full-time professor and doctoral advisor. He is also the dean of Academy of Internet Finance since April 2015, the dean of the International Business School since October 2018, and the co-director of Zhejiang University-Ant FinTech Research Center since November 2019. He also currently serves as a co-director of the International Monetary Institute in Renmin University of China since January 2014, the dean of Zhejiang Institute of Innovations since April 2018, a counsellor of the Zhejiang People's Government since August 2014, a member of Zhejiang Provincial Committee of the Chinese People's Political and Consultative Conference and Vice Commissioner of Economic Policy Committee since January 2018, the chairman of Zhejiang Association of Internet Finance since September 2015, a member of the Guangdong Financial Experts Advisory Committee since November 2017, a member of the International Cooperation Committee of the All-China Federation of Industry and Commerce since December 2018 and an expert specially invited by the FinTech Cooperation Committee of the Asian Financial Cooperation Association since July 2019. Mr. Ben obtained a bachelor's degree in engineering from Tsinghua University in July 1987, a master's degree in economics specializing in enterprise management from Renmin University of China in March 1990 and a doctoral degree in economics from Purdue University, the United States, in August 1994.

10. Independent non-executive Director: Peter Hugh Nolan

Peter Hugh Nolan, aged 70, recipient of the Commander of the Most Excellent Order of the British Empire, has served as an independent non-executive director of China Everbright Group since January 2019 and the director of China Centre of Jesus College at University of Cambridge since 2017. He has also served as the Director of the China Executive Leadership Programme (CELP) since 2005. Mr. Nolan was a lecturer of School of Economics and Politics at University of Cambridge from 1979 to 1997 and a professor of Cambridge Judge Business School at University of Cambridge from 1997 to 2012. He was the founding director of Centre of Development Studies at University of Cambridge from 2012 to 2016 and the Chong Hua Professor of Chinese Development in the Centre of Development Studies at University of Cambridge from 2016 to 2019. Mr. Nolan also served as an independent non-executive director of Bank of Communications Co., Ltd. (a company listed on the Shanghai Stock Exchange (Stock Code: 601328) and The Stock Exchange of Hong Kong Limited (Stock Code: 03328)) from November 2010 to November 2017. Mr. Nolan obtained his doctoral degree in economics from University of London in 1981.

Notes:

1. As at the Latest Practicable Date, Mr. Huang Zhaohui does not directly hold any Share of the Company, and he indirectly holds 6,710,726 H Shares of the Company through subscription of fund and asset management scheme.
2. As at the Latest Practicable Date, Mr. Siu Wai Keung holds 100,000 H Shares of the Company.

**Biographies of Candidates for Non-employee Representative Supervisors
of the Second Session of the Supervisory Committee of
China International Capital Corporation Limited**

1. Jin Lizuo

Jin Lizuo (金立佐), aged 62, has been appointed as a Supervisor of our Company since May 2015. He participated in the establishment of our Company from 1994 to 1995. Mr. Jin serves as an independent non-executive director of Beijing Enterprises Environment Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 154), since September 2004 and a non-executive director of NetBrain Technologies Inc. since August 2012. Mr. Jin obtained a bachelor's degree in economics from Peking University in January 1982 and a doctoral degree in economics from the University of Oxford, the United Kingdom, in November 1993. He is the founding president of the Chinese Economic Association (CEA) UK.

2. Cui Zheng

Cui Zheng (崔鐸), aged 39, has been serving as head of Legal Compliance Division of the General Management Department/Banking Institution Department II of Huijin since July 2017 and a senior deputy manager of the General Management Department/Banking Institution Department II of Huijin since February 2015. From July 2003 to July 2011, Mr. Cui successively served as a business director, business executive and senior business executive of Corporate Strategy Department (Legal Department) of China Telecommunications Corporation (中國電信集團公司). He served as a manager of the General Department of Huijin and manager of the General Management Department/Banking Institution Department II of Huijin from July 2011 to February 2015. Mr. Cui received a bachelor's degree in law and a bachelor's degree in economics from Peking University in July 2003, a master's degree in law from Peking University in July 2009 and a master's degree in business administration from Peking University in July 2010.

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF
CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED**

**Comparison Table of the Amendments to the Rules of Procedures of the Shareholders'
General Meeting of China International Capital Corporation Limited¹**

No.	Current Article	Amended Article	Basis of Amendment
1.	Article 20 The Company shall issue a written notice forty-five (45) days prior to the holding of the shareholders' general meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the shareholders' general meeting shall deliver a written reply to the Company indicating the attendance of the meeting at least twenty (20) days prior to the meeting.	Article 20 The Company shall issue a written notice forty-five <u>twenty (45)</u> days prior to the holding of the shareholders' <u>annual</u> general meeting, or issue a written notice <u>fifteen (15) days prior to the holding of the extraordinary general meeting</u> informing all the registered shareholders of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the shareholders' general meeting shall deliver a written reply to the Company indicating the attendance of the meeting at least twenty (20) days prior to the meeting. <u>Where there are other provisions in laws, regulations or the securities regulatory authorities in the place where the Company's shares are listed, such provisions shall prevail.</u>	Amended according to the Articles of Association, the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies and Article 102 of the Company Law (2018 Revised)

¹ As sessions and articles are added or deleted, serial numbers of relevant sessions, articles and cross references have been adjusted accordingly, and will not be described separately.

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF
CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED**

No.	Current Article	Amended Article	Basis of Amendment
2.	<p>Article 21 The Company shall, based on the written replies received twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is one-half or more of the total number of the Company's voting shares, the Company may hold the shareholders' general meeting. If not, the Company shall within five (5) days notify the shareholders again by issuing an announcement of the matters to be considered and the place and the date of the meeting, and upon the publication of the announcement, the Company may then convene the shareholders' general meeting.</p> <p>Matters that are not specified in the notice may not be decided at the extraordinary shareholders' general meeting.</p>	<p>Article 21 The Company shall, based on the written replies received twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is one-half or more of the total number of the Company's voting shares, the Company may hold the shareholders' general meeting. If not, the Company shall within five (5) days notify the shareholders again by issuing an announcement of the matters to be considered and the place and the date of the meeting, and upon the publication of the announcement, the Company may then convene the shareholders' general meeting.</p> <p>Matters that are not specified in the notice may not be decided at the extraordinary shareholders' general meeting.</p>	<p>Amended according to the Articles of Association and according to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies, Article 22 of the Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks Companies is no longer applicable</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF
CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED**

No.	Current Article	Amended Article	Basis of Amendment
3.	<p>Article 23 Unless otherwise provided in the Articles of Association, the notice of a shareholders' general meeting shall be delivered and announced to shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) in accordance with Chapter 12 of the Articles of Association.</p> <p>Such notice may also be given by way of an announcement.</p> <p>"Announcement" referred to in the preceding paragraph shall be published within the interval of forty-five (45) days to fifty (50) days before the date of the meeting, (i) in one or more newspapers designated by the securities regulatory authorities of the State Council, in respect of holders of domestic shares. Upon the publication of such announcement, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting; (ii) on the websites of HKEx and the Company, provided that such announcement complies with laws, regulations and requirements of the securities regulatory authorities in the place where the Company's shares are listed, in respect of holders of overseas-listed shares.</p> <p>A meeting and the resolutions adopted to thereat shall not be invalidated as a result of the accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p>	<p>Article 22 Unless otherwise provided in the Rules and the Articles of Association, the notice of a shareholders' general meeting shall be delivered and announced to shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) in accordance with Chapter 12 of the Articles of Association.</p> <p>Such notice may also be given by way of an announcement.</p> <p>"Announcement" referred to in the preceding paragraph shall be published within the interval of forty-five (45) days to fifty (50) days before the date of the meeting, (i) in one or more newspapers designated by the securities regulatory authorities of the State Council, in respect of holders of domestic shares. Upon the publication of such announcement, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting; (ii) on the websites of HKEx and the Company, provided that such announcement complies with laws, regulations and requirements of the securities regulatory authorities in the place where the Company's shares are listed, in respect of holders of overseas-listed shares.</p> <p>A meeting and the resolutions adopted to thereat shall not be invalidated as a result of the accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p>	<p>Amended according to the Articles of Association, the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF
CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED**

No.	Current Article	Amended Article	Basis of Amendment
4.	<p>Article 64 When the Company is to hold a shareholders' class meeting, it shall issue a written notice forty-five (45) days prior to the meeting to all shareholders who are registered as holders of that class in the register of shareholders. Such notice shall provide shareholders with information concerning the matters to be considered at such meeting and the date and venue of the meeting. Shareholders who intend to attend the shareholders' class meeting shall deliver a written reply to the Company twenty (20) days prior to the shareholders' class meeting. The date of the meeting shall not be taken into account when calculating the aforementioned time limit.</p> <p>If the shareholders intending to attend such shareholders' class meeting represent half or more of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the shareholders' class meeting; otherwise, the Company shall within five (5) days give the shareholders further notice concerning the matters to be considered and the date and venue of such meeting by way of an announcement. Upon publication of such announcement, the Company may then hold the shareholders' class meeting.</p> <p>Where there is any special regulation under the listing rules of the place where the Company's shares are listed, such requirement shall prevail.</p>	<p>Article 63 When the Company is to hold a shareholders' class meeting, it shall issue a written notice <u>in accordance with Article 20 of the Rules</u> forty-five (45) days prior to the meeting to all shareholders who are registered as holders of that class in the register of shareholders. Such notice shall provide shareholders with information concerning the matters to be considered at such meeting and the date and venue of the meeting. Shareholders who intend to attend the shareholders' class meeting shall deliver a written reply to the Company twenty (20) days prior to the shareholders' class meeting. The date of the meeting shall not be taken into account when calculating the aforementioned time limit.</p> <p>If the shareholders intending to attend such shareholders' class meeting represent half or more of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the shareholders' class meeting; otherwise, the Company shall within five (5) days give the shareholders further notice concerning the matters to be considered and the date and venue of such meeting by way of an announcement. Upon publication of such announcement, the Company may then hold the shareholders' class meeting.</p> <p>Where there is any special regulation under the listing rules of the place where the Company's shares are listed, such requirement shall prevail.</p>	<p>Amended according to the Articles of Association and the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies as well as in line with the actual conditions</p>