



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)

FORM OF PROXY FOR 2020 FIRST EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates ^(Note 2)	_____ domestic shares _____ H shares
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I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of _____ domestic shares/
H shares^(Note 2) of China International Capital Corporation Limited (the "Company"), hereby appoint the Chairman of the EGM or
of _____ ^(Note 3)
as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting of 2020 (the "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. or at any adjournment thereof as indicated hereunder in respect of the following resolutions. In the absence of any indication, the proxy may vote at his/her own discretion.

Special Resolution		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and approve the proposal regarding the amendments to the Articles of Association;			
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
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;			
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.			

Date: _____ Signature^(Notes 5, 6 and 7): _____

Notes:

- Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the Chairman of the EGM is preferred, delete the words "the Chairman of the EGM" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE PLACE A "✓" IN THE BOX MARKED "ABSTAIN".** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM. The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal or under the hand of legal representative or an attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarized.
- Where there are joint holders of any shares, the one whose name stands first in the register of members shall alone be entitled to attend and vote at the EGM in respect of such shares.
- In order to be valid, this form of proxy together with any certified power of attorney or other documents of authorization (if any) must be deposited at (i) the Company's H Share registrar, Computershare Hong Kong Investors Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) or (ii) 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 of the EGM (that is not later than 9:30 a.m. on Sunday, February 16, 2020 (Beijing time)) or any adjourned meeting.