



**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 H SHAREHOLDERS' CLASS MEETING**

Number of H shares to which this form of proxy relates <sup>(Note 2)</sup>	
---	--

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H Shares<sup>(Note 2)</sup>  
of China International Capital Corporation Limited (the “**Company**”), hereby appoint the Chairman of the H  
Shareholders' Class Meeting or \_\_\_\_\_  
of \_\_\_\_\_<sup>(Note 3)</sup>

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2020 first H shareholders' class meeting (the  
“**H Shareholders' Class Meeting**”) (or any adjournment thereof) 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 Tuesday, April 14, 2020 at  
4:30 p.m. (or immediately after the conclusion of the 2020 second extraordinary general meeting and the 2020 first  
domestic shareholders' class meeting (or 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 Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
1.	To consider and approve the proposal regarding the plan on the initial public offering and listing of RMB ordinary shares (A Shares);			
2.	To consider and approve the proposal regarding authorization to the Board and its authorized persons to deal with matters in connection with the initial public offering and listing of RMB ordinary shares (A Shares);			
3.	To consider and approve the proposal regarding the use of proceeds from the initial public offering and listing of RMB ordinary shares (A Shares);			
4.	To consider and approve the proposal regarding the dilution of immediate returns resulting from the initial public offering of RMB ordinary shares (A Shares) and the remedial measures;			
5.	To consider and approve the proposal regarding the price stabilization plan of A Shares within the three years following the initial public offering and listing of RMB ordinary shares (A Shares);			
6.	To consider and approve the proposal regarding the undertakings on the information disclosure in the prospectus in connection with the initial public offering and listing of RMB ordinary shares (A Shares);			
7.	To consider and approve the proposal regarding the report on the use of previously raised proceeds.			

Date: \_\_\_\_\_

Signature<sup>(Notes 5, 6 and 7)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the full name(s) and address(es) (as shown in the register of the members of H Shares) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please insert the number of H Shares in the Company registered in your name(s) and to which this form of proxy relates. If no number of H Shares is inserted, this form of proxy will be deemed to relate to all the H shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
3. If any proxy other than the Chairman of the H Shareholders' Class Meeting is preferred, delete the words "the Chairman of the H Shareholders' Class Meeting" 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 H Shares of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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 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 discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the H Shareholders' Class Meeting other than those set out in the notice convening the H Shareholders' Class Meeting. The shares abstained will be counted in the calculation of the required majority.
5. 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.
6. Where there are joint holders of any shares, the one whose name stands first in the register of members of H Shares shall alone be entitled to attend and vote at the H Shareholders' Class Meeting in respect of such shares.
7. 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 the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time of the H Shareholders' Class Meeting or any adjournment thereof.