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**China International Capital Corporation Limited**  
**中國國際金融股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 03908)**

**NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 Second Domestic Shareholders' Class Meeting (the "2020 Second Domestic Shareholders' Class Meeting") of China International Capital Corporation Limited (the "Company") will be held at Conference Room 2601, 26th Floor, China World Office 2, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Thursday, August 13, 2020 at 2:30 p.m. (or immediately after the conclusion of the 2020 Third EGM or any adjournment thereof) for the following purpose.

**SPECIAL RESOLUTIONS**

1. To consider and approve the proposal regarding amendment to the plan for the initial public offering and listing of RMB ordinary shares (A Shares);
2. To consider and approve the proposal regarding amendment to authorization to the Board of Directors and its authorized persons to deal with matters in connection with the initial public offering and listing of RMB ordinary shares (A Shares).

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

Beijing, the PRC  
July 29, 2020

*As at the date of this notice, the Executive Director of the Company is Mr. Huang Zhaohui; the Non-executive Directors are Mr. Shen Rujun, Mr. Huang Hao, Ms. Xiong Lianhua, Ms. Tan Lixia and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin and Mr. Peter Hugh Nolan.*

*Notes:*

1. Pursuant to Article 123 of the current Articles of Association, resolutions of a Shareholders' class meeting shall be passed only by two-thirds or more of the voting rights represented at the class meeting.
2. 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 Second Domestic Shareholders' Class Meeting will be voted by poll. Results of the poll voting will be published on the Company's website at [www.cicc.com](http://www.cicc.com) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the 2020 Second Domestic Shareholders' Class Meeting.
3. Any Shareholder entitled to attend and vote at the 2020 Second Domestic Shareholders' Class Meeting 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.
4. 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 registered office of the Company at 27th and 28th Floor, China World Office 2, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC, not less than 24 hours before the time appointed for holding the 2020 Second Domestic Shareholders' Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the 2020 Second Domestic Shareholders' Class Meeting or any adjournment thereof should he/she so wish and in such case, the proxy form shall be deemed to be revoked.
5. Domestic Shareholders whose names appear on the domestic share register of members of the Company on Friday, August 7, 2020 will be entitled to attend and vote at the 2020 Second Domestic Shareholders' Class Meeting.
6. 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 Second Domestic Shareholders' Class Meeting in respect of such shares.
7. Shareholder or his/her proxy shall produce proof of identity when attending the 2020 Second Domestic Shareholders' Class Meeting:
  - (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 Second Domestic Shareholders' Class Meeting 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. The registered office of the Company is located at 27th and 28th Floor, China World Office 2, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

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