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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 H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2020 Second H Shareholders' Class Meeting (the "2020 Second H 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 3:00 p.m. (or immediately after the conclusion of the 2020 Third EGM and the 2020 Second Domestic Shareholders' Class Meeting 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 2020 Second H 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 and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the 2020 Second H Shareholders' Class Meeting.
3. Any Shareholder entitled to attend and vote at the 2020 Second H 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 H share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for holding the 2020 Second H Shareholders' Class Meeting 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 Second H 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. 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 Second H Shareholders' Class Meeting, from Friday, August 7, 2020 to Thursday, August 13, 2020 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the 2020 Second H Shareholders' Class Meeting, 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 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 Thursday, August 6, 2020.
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 H Shareholders' Class Meeting in respect of such shares.
7. Shareholder or his/her proxy shall produce proof of identity when attending the 2020 Second H 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 H 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. 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.