

Terms of Reference of the Nomination and Corporate Governance Committee of the Board of Directors of China International Capital Corporation Limited

Chapter I General Provisions

Article 1 In order to improve and standardize the meeting and decision-making procedures of the nomination and corporate governance committee (the “**Nomination and Corporate Governance Committee**”) of the board of directors of China International Capital Corporation Limited (the “**Company**”) and improve the work efficiency and decision-making capability of the Nomination and Corporate Governance Committee, these terms of reference of the Nomination and Corporate Governance Committee (these “**Rules**”) are formulated pursuant to the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Regulation on the Supervision and Administration of Securities Firms*, the *Rules for Governance of Securities Firms*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the “**Hong Kong Listing Rules**”) and other relevant laws, regulations, regulatory documents, and provisions of securities regulators and stock exchanges in the places where the Company’s shares are listed, as well as the *Articles of Association of China International Capital Corporation Limited* (hereinafter referred to as the “**Articles of Association**”) with reference to the Company’s actual situation.

Article 2 The Nomination and Corporate Governance Committee is a specialized working body under the board of directors. It shall be accountable to the board of directors, perform the powers and duties in accordance with relevant laws and regulations, and the authorization of the board of directors, and submit its work reports to the board of directors.

Chapter II Composition

Article 3 The Nomination and Corporate Governance Committee shall comprise three (3) or more directors, more than half of whom shall be independent non-executive directors. The Nomination and Corporate Governance Committee shall have one (1) chairman who shall be an independent non-executive director.

The main duties of the chairman are as follows:

- (I) To convene regular and extraordinary meetings of the Nomination and Corporate Governance Committee;
- (II) To preside over the meetings of the Nomination and Corporate Governance Committee;
- (III) To supervise and inspect the implementation of resolutions of the Nomination and Corporate Governance Committee;
- (IV) Other duties authorized by the board of directors and the Nomination and Corporate Governance Committee.

Article 4 The candidates for the chairman and other members of the Nomination and Corporate Governance Committee shall be approved by the board of directors.

Article 5 Members of the Nomination and Corporate Governance Committee shall be elected for a term of office equivalent to that of the directors. They may serve consecutive terms if re-elected. Any member of the Nomination and Corporate Governance Committee who ceases to be a director or who acts as an independent non-executive director but ceases to have his/her independence as required by the laws, regulations, regulatory documents, provisions of securities regulators and stock exchanges in the places where the Company's shares are listed, or the Articles of Association shall automatically cease to be a member of the Nomination and Corporate Governance Committee. The board of directors shall fill the vacancy according to the Articles of Association and these Rules if the number of the members of Nomination and Corporate Governance Committee fails to meet the requirements specified in Article 3 herein.

Chapter III Duties and Functions

Article 6 The specific functions of the Nomination and Corporate Governance Committee are as follows:

- (I) To review the structure, size and composition (in terms of gender, age, culture and educational background, professional experience, skills, knowledge and other aspects) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy; to oversee the implementation of the board diversity policy¹ of the board of directors, and review the relevant policies where appropriate and propose amendment to the board of directors;
- (II) To study and consider the criteria and procedures for selecting directors and senior management, and make recommendations to the board of directors;
- (III) To search extensively for candidates qualified for directorship or members of senior management, examine their qualifications and make recommendations to the board of directors;
- (IV) To assess the independence of independent non-executive directors;
- (V) To study and formulate the selection criteria and procedures for members of the committees of the board of directors, as well as the appointment, reappointment and succession plans of directors (in particular the succession plans of the chairman and the chief executive officer), and make recommendations to the board of directors;

¹ The "Board Diversity Policy" is set out in Appendix I hereto.

- (VI) To develop policies and practices in relation to corporate governance, and promote the formulation and improvement of the corporate governance guidelines;
- (VII) To conduct appraisal of corporate governance structure and corporate governance standards and make recommendations to the board of directors;
- (VIII) To review and monitor the training and continuous professional development of directors and senior management;
- (IX) To review and monitor the Company's policies and practices with regard to compliance with legal and regulatory requirements;
- (X) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (XI) To review the Company's compliance with the Corporate Governance Code of Appendix 14 to the Hong Kong Listing Rules and information disclosure in the corporate governance report;
- (XII) To perform other duties stipulated in the relevant laws, regulations and provisions of securities regulators and stock exchanges in the places where the Company's shares are listed and as authorized by the board of directors.

Article 7 The Nomination and Corporate Governance Committee may engage external professionals to provide services, and the reasonable expenses incurred shall be borne by the Company.

Chapter IV Convening and Notice of Meetings

Article 8 Meetings of the Nomination and Corporate Governance Committee include regular meetings and extraordinary meetings. Regular meetings should be convened at least once a year, and extraordinary meetings may be convened at the decision of the chairman of the Nomination and Corporate Governance Committee or request of more than half of the Nomination and Corporate Governance Committee members. Meetings shall be convened and presided over by the chairman; if the chairman cannot convene and attend a meeting in person, he/she may appoint another member to convene and preside over the meeting.

Article 9 The meeting shall be held by way of physical meeting, video, telephone or deliberation in writing, and may also be held in the form of a combination of physical meeting and other forms as set out above.

Where the meeting is not held by way of physical meeting, the number of the members who attend the meeting shall be counted according to the members present via videoconference, members proposing comments in the conference call, faxes or emails or other valid votes in writing actually received within a prescribed time limit, or written confirmation letters stating the attendance of the meeting submitted by members after the meeting.

Article 10 In principle, a written notice shall be given to each member five (5) days before the Nomination and Corporate Governance Committee meeting is convened, but such notice period may be waived upon the consent of two-thirds or more of the members.

Article 11 Notice of the meeting shall include the following:

- (I) Venue, time and manner of the meeting;
- (II) Convener of the meeting;
- (III) Agenda and topics of the meeting;
- (IV) Date of dispatch of the notice;
- (V) The name and contact information of the contact person of the meeting.

Article 12 Notice of the meeting shall be delivered by hand, registered mail, fax, email or by other means.

Chapter V Rules of Procedure and Voting Procedures

Article 13 The meeting shall only be held when more than half of all members of the Nomination and Corporate Governance Committee are present. Each committee member shall have one (1) vote. An effective resolution shall be approved by more than half of all members of the Nomination and Corporate Governance Committee. Where equal numbers of votes are cast for and against a resolution, the chairman shall have right to cast one more vote.

Article 14 Any member who has an interest in the topics under discussion in the meeting shall abstain. If the number of members present at the meeting is less than the quorum after such interested member(s) abstain from the meeting, such proposal shall be submitted to the board of directors of the Company for consideration.

Article 15 If the Nomination and Corporate Governance Committee considers necessary, it can request other persons who are related to the topics of the meeting to attend the meeting, brief the committee or express their opinions, but the persons who are not members of the Nomination and Corporate Governance Committee do not have rights to vote for the proposals.

Article 16 The voting methods at a meeting of the Nomination and Corporate Governance Committee are as follows: vote by poll in writing or vote by a show of hands (or voice vote). The meeting held by way of physical meeting shall adopt the method of voting by poll in writing or voting by a show of hands (or voice vote). The meeting held via video or telephone may adopt the method of voting by a show of hands (or voice vote), but members who attend the meeting shall record the vote in writing as soon as possible, and submit their votes with signatures to the Nomination and Corporate Governance Committee. A meeting held by way of deliberation in writing shall adopt the method of voting by poll in writing, and members who vote shall also submit votes with signatures to the Nomination and Corporate Governance Committee as soon as possible.

Article 17 In principle, the Nomination and Corporate Governance Committee shall not consider any ad hoc proposals or matters which are not set out in the notice of meeting. If an ad hoc proposal or matter is added under special circumstances, it may only be considered and resolved with the consent of two-thirds or more of all the members.

Chapter VI Resolutions and Minutes of Meeting

Article 18 After the prescribed number of effective votes are obtained for a proposal, a motion shall be passed as a Nomination and Corporate Governance Committee resolution upon announcement by the chairman of the meeting. Resolutions of the Nomination and Corporate Governance Committee shall come into force after being signed by the members present at the meeting.

Article 19 Written minutes shall be made for the meetings of the Nomination and Corporate Governance Committee, and shall be signed by the members present at the meeting and by the recorder. Members present at the meeting are entitled to require explanatory records of their comments made during the meeting in the minutes.

Article 20 Written documents and meetings minutes of the Nomination and Corporate Governance Committee shall be kept by the Company as corporate files for at least twenty (20) years during the existence of the Company.

Article 21 After a resolution of the Nomination and Corporate Governance Committee is formed, if it is required to be submitted to the board of directors for consideration, the chairman of the committee shall be responsible for submitting such resolution to the board of directors in a timely manner.

Chapter VII Miscellaneous

Article 22 Unless otherwise specified, terms used in these Rules shall have the same meanings as those defined in the Articles of Association.

Article 23 These Rules are approved by the board of directors and shall become effective as of the date of the initial public offering and listing of the RMB ordinary shares (A shares) of the Company on the Shanghai Stock Exchange. Any amendments to the Rules shall be proposed by the Nomination and Corporate Governance Committee and submitted to the board of directors for consideration, and shall become effective upon the approval of the board of directors.

Article 24 Where any matters are not covered by these Rules or are in conflict with any laws, regulations, regulatory documents, provisions of securities regulators and stock exchanges in the places where the Company's shares are listed or the Articles of Association promulgated or amended after the Rules become effective, such laws, regulations, regulatory documents, provisions of securities regulators and stock exchanges in the places where the Company's shares are listed and the Articles of Association shall prevail.

Article 25 The authority of interpretation of these Rules shall be vested with the board of directors.

(In the event of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.)

Appendix I

China International Capital Corporation Limited Board of Directors Diversity Policy

Chapter 1 General Provisions

Article 1 This policy aims to set out the approach to achieve diversity on the board of directors (the “**Board of Directors**”) of China International Capital Corporation Limited (the “**Company**”).

Article 2 The Company recognises and embraces the benefits of having a diverse Board of Directors in enhancing the quality of the Company’s performance.

Chapter 2 Statement

Article 3 The Company sees increasing diversity at the Board of Directors level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the composition of the Board of Directors, diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience and other factors. All appointments of the Board of Directors will be based on merits, and candidates will be considered against objective criteria, with due regard for the benefits of diversity on the Board of Directors.

Chapter 3 Measurable Objectives

Article 4 Selection of candidates will be based on a range of diversity perspectives, and the ultimate decision will be based on merits and contribution that the selected candidates can bring to the Board of Directors. The composition of the Board of Directors will be disclosed in the Corporate Governance Report annually.

Chapter 4 Monitoring and Reporting

Article 5 The Nomination and Corporate Governance Committee will report annually in the Corporate Governance Report the composition of the Board of Directors under the diversity perspectives, and monitor the implementation of this policy.

Article 6 The Nomination and Corporate Governance Committee will review this policy, as appropriate, to ensure the effectiveness of this policy. The Nomination and Corporate Governance Committee will discuss any revisions that may be required, and recommend any such revisions to the Board of Directors for consideration and approval.

Chapter 5 Disclosure

Article 7 A summary of this policy together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives will be disclosed in the annual Corporate Governance Report.