

China International Capital Corporation Limited

Procedures for Shareholders to Nominate Candidates for Election as a Director

In accordance with the following provisions of the *Articles of Association of China International Capital Corporation Limited*, the shareholders of China International Capital Corporation Limited (the “**Company**”) may nominate candidates for the directors and submit to shareholders’ general meetings (including annual shareholders’ general meetings and extraordinary shareholders’ general meetings) for consideration:

1. Paragraphs 1 and 2 of Article 130: Shareholders who individually or jointly hold 3% or more of the total number of shares issued by the Company, may nominate candidates for the directors; shareholders who individually or jointly hold 1% or more of the total number of the shares issued by the Company, may nominate candidates for independent directors^{Note}.
2. Paragraph 3 of Article 130: The nominating party shall obtain the consents of the nominees prior to nominating the directors, shall be fully familiar with the occupation, educational background, title, detailed working experience, all of the concurrent positions, etc., of the nominee, and shall be responsible for providing the above information to the Company in writing.
3. Paragraph 4 of Article 130: A director candidate shall, prior to the announcement of a notice of the shareholders’ general meeting, make a written commitment that he or she agrees to accept the nomination, and pledge that the materials of the candidate publicly disclosed are authentic, accurate and complete, and undertake that he or she will effectively perform the duties of director after being elected.

Note: Article 140: Independent directors refer to the directors who do not hold any other positions in the Company (other than as a director of the Company), has no direct or indirect interest in the Company, its principal shareholders or its actual controller, and has no other relationship that may influence their independent and objective judgment. The Company’s board of directors shall have independent directors. There shall be no less than three (3) independent directors and they shall constitute no less than one-third of the board of directors and shall include at least one accounting professional.