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If you have sold or transferred all your Shares in China International Capital Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ELECTION OF MEMBERS (NON-INDEPENDENT DIRECTORS) OF THE
THIRD SESSION OF THE BOARD OF DIRECTORS AND DETERMINATION
OF THEIR REMUNERATION**

**ELECTION OF MEMBERS (INDEPENDENT DIRECTORS) OF THE THIRD
SESSION OF THE BOARD OF DIRECTORS AND
DETERMINATION OF THEIR REMUNERATION**

**ELECTION OF MEMBERS (NON-EMPLOYEE REPRESENTATIVE
SUPERVISORS) OF THE THIRD SESSION OF THE SUPERVISORY
COMMITTEE AND DETERMINATION OF
RELEVANT SUPERVISORS' REMUNERATION**

AND

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notice convening the 2024 First EGM of China International Capital Corporation Limited to be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, February 23, 2024 at 2:30 p.m. is set out on pages 9 to 12 of this circular.

If you intend to appoint a proxy to attend the 2024 First EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the 2024 First EGM (that is, not later than 2:30 p.m. on Thursday, February 22, 2024 (Beijing time)) or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 First EGM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

February 1, 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2024 First EGM” or “2024 First Extraordinary General Meeting”	the 2024 First Extraordinary General Meeting of the Company to be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, February 23, 2024 at 2:30 p.m. or any adjournment thereof
“A Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for and traded in RMB and listed on the Shanghai Stock Exchange
“Articles of Association”	the <i>Articles of Association of China International Capital Corporation Limited</i>
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	China International Capital Corporation Limited (中國國際金融股份有限公司), a joint stock limited company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 03908) and A Shares are listed on the Shanghai Stock Exchange (stock code: 601995)
“Director(s)”	the director(s) of the Board of the Company
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Huijin Company”	Central Huijin Investment Ltd., a wholly state-owned company ultimately owned by the PRC government, being the controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent Directors”	the independent non-executive Directors of the Company
“Latest Practicable Date”	January 31, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>
“non-independent Directors”	the executive Directors and non-executive Directors of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



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)

The Board of Directors:

Executive Director:

Mr. Chen Liang (*Chairman of the Board*)

Non-executive Directors:

Ms. Zhang Wei

Mr. Kong Lingyan

Mr. Duan Wenwu

Independent Non-executive Directors:

Mr. Ng Kong Ping Albert

Mr. Lu Zhengfei

Mr. Peter Hugh Nolan

Mr. Zhou Yu

Registered Office and Head Office in the PRC:

27th and 28th Floor

China World Office 2

1 Jianguomenwai Avenue

Chaoyang District

Beijing, PRC

Principal Place of Business in Hong Kong:

29/F, One International Finance Centre

1 Harbour View Street

Central, Hong Kong

February 1, 2024

To the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

On behalf of the Board, I invite you to attend the 2024 First EGM to be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, February 23, 2024 at 2:30 p.m. The notice of the 2024 First EGM is set out on pages 9 to 12 of this circular.

The purpose of this circular is to provide you with the notice of the 2024 First EGM and all information reasonably necessary, to enable you to make an informed decision on voting on the proposed resolutions at the 2024 First EGM.

II. BUSINESS TO BE CONSIDERED AT THE 2024 FIRST EGM

Ordinary resolutions will be proposed at the 2024 First EGM to approve: (1) the election of members (non-independent Directors) of the third session of the Board of Directors and determination of their remuneration; (2) the election of members (independent Directors) of the third session of the Board of Directors and determination of their remuneration; and (3) the election of members (non-employee representative Supervisors) of the third session of the Supervisory Committee and determination of relevant Supervisors' remuneration.

LETTER FROM THE BOARD

Ordinary Resolutions:

1. Election of Members (Non-Independent Directors) of the Third Session of the Board of Directors and Determination of Their Remuneration

Reference is made to the Company's announcement dated January 17, 2024 in relation to, among others, the election of new session of the Board of Directors. As the term of office of the second session of the Board of Directors has expired, to ensure the sound governance structure of the Company and taking into account Shareholders' recommendations, and as recommended to the Board by the Nomination and Corporate Governance Committee of the Board on the nomination, the Board hereby proposes at the 2024 First Extraordinary General Meeting to consider and approve the appointments of the following candidates as Directors of the third session of the Board of Directors in accordance with the *Company Law of the People's Republic of China*, the Articles of Association and other relevant provisions:

1. Executive Directors: Mr. Chen Liang and Mr. Wu Bo
2. Non-executive Directors: Ms. Zhang Wei, Mr. Kong Lingyan and Mr. Deng Xingbin

The term of office of the aforesaid Directors as members of the third session of the Board of Directors shall be three years from the date of consideration and approval by the 2024 First Extraordinary General Meeting and the date of the formation of the third session of the Board of Directors.

Please refer to Appendix I to this circular for the biographies of the aforesaid candidates for Directors and their remuneration.

Save as disclosed in Appendix I to this circular, each of the aforesaid candidates for Directors has confirmed that (i) he/she has not held any other position of the Company or its subsidiaries, nor any other directorship in other listed companies for the past three years; (ii) he/she does not have any relationship with any Directors, Supervisors, senior management, controlling shareholder or substantial shareholders of the Company; (iii) he/she does not have any interest in the Shares of the Company within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders.

Upon the approval of the appointments of the aforesaid candidates for Directors by the 2024 First Extraordinary General Meeting, the Company shall enter into service contracts with them respectively.

The above resolution was considered and approved by the Board, and is hereby proposed at the 2024 First EGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

2. Election of Members (Independent Directors) of the Third Session of the Board of Directors and Determination of Their Remuneration

Reference is made to the Company's announcement dated January 17, 2024 in relation to, among others, the election of new session of the Board of Directors. As the term of office of the second session of the Board of Directors has expired, to ensure the sound governance structure of the Company and as recommended to the Board by the Nomination and Corporate Governance Committee of the Board on the nomination, the Board hereby proposes at the 2024 First Extraordinary General Meeting to consider and approve the appointments of the following candidates as Directors of the third session of the Board of Directors in accordance with the *Company Law of the People's Republic of China*, the Articles of Association and other relevant provisions:

1. Independent non-executive Directors: Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu

The term of office of the aforesaid Directors as members of the third session of the Board of Directors shall be three years from the date of consideration and approval by the 2024 First Extraordinary General Meeting and the date of the formation of the third session of the Board of Directors.

Please refer to Appendix I to this circular for the biographies of the aforesaid candidates for Directors and their remuneration.

Each of the aforesaid candidates for Directors has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. The election of each of the aforesaid candidates for Directors was reviewed by the Nomination and Corporate Governance Committee and the Board in accordance with the requirements of the Articles of Association, and was submitted to the shareholders' general meeting for determination. Taking into account the confirmation of independence undertaken by Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu to the Company pursuant to Rule 3.13 of the Listing Rules, as well as their educational background, past career and professional experience, the Board proposed to appoint Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu as the independent non-executive Directors of the Company. Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu have expertise and work experience in economics, accounting, management, human resource, etc., respectively. Serving as the independent non-executive Directors of the Company, they are able to provide independent, objective and fair opinions on the Company's affairs, which is in line with the Board of Directors diversity policy adopted by the Company.

Save as disclosed in Appendix I to this circular, each of the aforesaid candidates for Directors has confirmed that (i) he has not held any other position of the Company or its subsidiaries, nor any other directorship in other listed companies for the past three years; (ii) he does not have any relationship with any Directors, Supervisors, senior management, controlling shareholder or substantial shareholders of the Company; (iii) he does not have any interest in the Shares of the Company within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of

LETTER FROM THE BOARD

the Laws of Hong Kong); and (iv) there is no other information required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders.

Upon the approval of the appointments of the aforesaid candidates for Directors by the 2024 First Extraordinary General Meeting, the Company shall enter into service contracts with them respectively.

The above resolution was considered and approved by the Board, and is hereby proposed at the 2024 First EGM for Shareholders' consideration and approval.

3. Election of Members (Non-Employee Representative Supervisors) of the Third Session of the Supervisory Committee and Determination of Relevant Supervisors' Remuneration

Reference is made to the Company's announcement dated January 17, 2024 in relation to, among others, the election of new session of the Supervisory Committee. As the term of office of the second session of the Supervisory Committee of the Company has expired, to ensure the sound governance structure of the Company and taking into account Shareholders' recommendations, the Supervisory Committee hereby proposes at the 2024 First Extraordinary General Meeting to consider and approve Mr. Jin Lizuo and Mr. Cui Zheng as non-employee representative Supervisors of the third session of the Supervisory Committee in accordance with the *Company Law of the People's Republic of China*, the Articles of Association and other relevant provisions.

The aforesaid non-employee representative Supervisors together with the employee representative Supervisor to be elected at the employees' representative meeting of the Company, shall jointly compose the third session of the Supervisory Committee, with the term of office of three years, effective from the date of consideration and approval at the shareholders' general meeting and the formation of the third session of the Supervisory Committee.

Please refer to Appendix II to this circular for the biographies of the aforesaid candidates for non-employee representative Supervisors and the remuneration of the members of the third session of the Supervisory Committee.

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Save as disclosed in Appendix II to this circular, each of the aforesaid candidates for Supervisors has confirmed that (i) he has not held any other position of the Company or its subsidiaries, nor any other directorship in other listed companies for the past three years; (ii) he does not have any relationship with any Directors, Supervisors, senior management, controlling shareholder or substantial shareholders of the Company; (iii) he does not have any interest in the Shares of the Company within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders.

Upon the approval of the appointments of the aforesaid candidates for Supervisors by the 2024 First Extraordinary General Meeting, the Company shall enter into service contracts with them respectively.

The above resolution was considered and approved by the Supervisory Committee, and is hereby proposed at the 2024 First EGM for Shareholders' consideration and approval.

III. THE 2024 FIRST EGM

The form of proxy of the 2024 First EGM is enclosed herewith.

If you intend to appoint a proxy to attend the 2024 First EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the 2024 First EGM (that is, not later than 2:30 p.m. on Thursday, February 22, 2024 (Beijing time)) in person or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 First EGM if you so wish, but in such event the form of proxy shall be deemed to be revoked.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the chairman of the 2024 First EGM will exercise the power under the Articles of Association to demand a poll for the resolutions proposed at the 2024 First EGM.

The ordinary resolutions 1 to 3 will adopt the method of cumulative voting respectively, that is, the number of votes carried by each Share held by Shareholders shall be equal to the number of the position(s) to be elected and Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-independent Directors to be elected (5 directors), when electing non-independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-independent Director candidate or different non-independent Director candidates in any combination; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of independent Directors to be elected (4 directors), when electing independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one independent Director candidate or different independent Director candidates

LETTER FROM THE BOARD

in any combination; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-employee representative Supervisors to be elected (2 supervisors), when electing non-employee representative Supervisors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-employee representative Supervisor candidate or different non-employee representative Supervisor candidates in any combination. The sum of votes of each Shareholder for one or more candidates shall not exceed the total number of votes of such Shareholder to the corresponding resolution, failing which the voting shall be invalid. For the “ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS, INDEPENDENT DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS”, please refer to Appendix III to this circular.

V. RECOMMENDATION

The Board considers that the resolutions proposed at the 2024 First EGM are in the interests of the Company and its Shareholders as a whole. As such, the Board recommends you to vote in favor of the resolutions proposed at the 2024 First EGM.

Yours faithfully,
By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Sun Nan

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING



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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 First Extraordinary General Meeting (the “**2024 First EGM**”) of China International Capital Corporation Limited (the “**Company**”) will be held at Meeting Rooms 3004 and 3005, 30/F, China Life Finance Centre, No. 23 Zhenzhi Road, Chaoyang District, Beijing, the PRC on Friday, February 23, 2024 at 2:30 p.m. for the following purpose. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated February 1, 2024, which contains details of the following resolutions.

ORDINARY RESOLUTIONS

(Cumulative voting)

1. To consider and approve the proposal regarding the election of members (non-independent Directors) of the third session of the Board of Directors and determination of their remuneration, including the followings:
 - 1.01 To elect Mr. Chen Liang as an executive Director of the third session of the Board of Directors and to determine his remuneration
 - 1.02 To elect Mr. Wu Bo as an executive Director of the third session of the Board of Directors and to determine his remuneration
 - 1.03 To elect Ms. Zhang Wei as a non-executive Director of the third session of the Board of Directors and to determine her remuneration
 - 1.04 To elect Mr. Kong Lingyan as a non-executive Director of the third session of the Board of Directors and to determine his remuneration
 - 1.05 To elect Mr. Deng Xingbin as a non-executive Director of the third session of the Board of Directors and to determine his remuneration
2. To consider and approve the proposal regarding the election of members (independent Directors) of the third session of the Board of Directors and determination of their remuneration, including the followings:
 - 2.01 To elect Mr. Ng Kong Ping Albert as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

- 2.02 To elect Mr. Lu Zhengfei as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
- 2.03 To elect Mr. Peter Hugh Nolan as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
- 2.04 To elect Mr. Zhou Yu as an independent non-executive Director of the third session of the Board of Directors and to determine his remuneration
3. To consider and approve the proposal regarding the election of members (non-employee representative Supervisors) of the third session of the Supervisory Committee and determination of relevant Supervisors' remuneration, including the followings:
 - 3.01 To elect Mr. Jin Lizuo as a non-employee representative Supervisor of the third session of the Supervisory Committee and to determine his remuneration
 - 3.02 To elect Mr. Cui Zheng as a non-employee representative Supervisor of the third session of the Supervisory Committee and to determine his remuneration

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

Beijing, the PRC
February 1, 2024

As at the date of this notice, the Executive Director of the Company is Mr. Chen Liang; the Non-executive Directors are Ms. Zhang Wei, Mr. Kong Lingyan and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu.

Notes:

1. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the 2024 First EGM will be voted by poll. Among which, the ordinary resolutions 1 to 3 will adopt the method of cumulative voting respectively, that is, the number of votes carried by each Share held by Shareholders shall be equal to the number of the position(s) to be elected and Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-independent Directors to be elected (5 directors), when electing non-independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-independent Director candidate or different non-independent Director candidates in any combination; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of independent Directors to be elected (4 directors), when electing independent Directors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one independent Director candidate or different independent Director candidates in any combination; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-employee representative Supervisors to be elected (2 supervisors), when electing non-employee

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

representative Supervisors. Each Shareholder may cast all of his/her votes at his/her own discretion in favour of one non-employee representative Supervisor candidate or different non-employee representative Supervisor candidates in any combination. The sum of votes of each Shareholder for one or more candidates shall not exceed the total number of votes of such Shareholder to the corresponding resolution, failing which the voting shall be invalid. For the “ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS, INDEPENDENT DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS”, please refer to Appendix III to the circular of the 2024 First EGM of the Company dated February 1, 2024.

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 2024 First EGM.

2. Any Shareholder entitled to attend and vote at the 2024 First EGM 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.
3. 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 (for holders of H Shares), not less than 24 hours before the time appointed for holding the 2024 First EGM (that is, not later than 2:30 p.m. on Thursday, February 22, 2024 (Beijing time)) 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 2024 First EGM or any adjournment thereof should he/she so wish, but in such event the form of proxy shall be deemed to be revoked.
4. 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 2024 First EGM, from Tuesday, February 20, 2024 to Friday, February 23, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the 2024 First EGM, 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 (for holders of H Shares) 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 Monday, February 19, 2024. The holders of H Shares whose names appear on the H Share register of members of the Company on Friday, February 23, 2024 are entitled to attend and vote at the 2024 First EGM.
5. 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 2024 First EGM in respect of such Shares.
6. Shareholder or his/her proxy shall produce proof of identity when attending the 2024 First EGM:
 - (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. Proxies of individual Shareholders shall produce effective proof of identity and form of proxy.
7. The 2024 First EGM will adopt a combination of both onsite voting and online voting (online voting only applicable to holders of A Shares) in terms of the mechanism for voting at the meeting.
8. The 2024 First EGM 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.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

9. Computershare Hong Kong Investor Services Limited is located at Shops 1712-1716, 17/F and 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
10. The board office of the Company is located at 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

Tel: 86 (10) 6505 1166 (Ext. 1433)

Fax: 86 (10) 6505 1156

**APPENDIX I BIOGRAPHIES OF CANDIDATES FOR MEMBERS OF THE THIRD SESSION
OF THE BOARD OF DIRECTORS AND REMUNERATION OF THE
MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

**BIOGRAPHIES OF CANDIDATES FOR MEMBERS OF THE THIRD SESSION
OF THE BOARD OF DIRECTORS**

Candidates for Executive Directors:

Mr. Chen Liang (陳亮), born in January 1968, has been appointed as the Chairman of the Company since November 2023, and the Secretary of the Party Committee and Chairman of the Management Committee of the Company since October 2023. Mr. Chen has successively served as the director of the Computer Division, deputy general manager of the Securities Division, manager of the Securities Branch on Wenyi Road, and deputy general manager of the Securities Business Headquarters of Xinjiang Hongyuan Trust Investment Co., Ltd., from October 1994 to February 2001, successively served as the general manager and assistant to the general manager of the Urumqi Business Headquarters, general manager of the Xinjiang Marketing and Brokerage Center, and general manager of the Corporate Brokerage Business Headquarters of Hongyuan Securities Co., Ltd., from February 2001 to September 2009, served as the deputy general manager of Hongyuan Securities Co., Ltd. and chairman of the board of directors of Hongyuan Futures Co., Ltd., from September 2009 to January 2015, served as a member of the Party Committee of each of Shenwan Hongyuan Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 000166) and the Hong Kong Stock Exchange (Stock Code: 06806), and Shenwan Hongyuan Securities Co., Ltd., the general manager of Shenwan Hongyuan Group Co., Ltd., and an executive director of Shenwan Hongyuan Securities (Western) Co., Ltd., from December 2014 to May 2019, served as the secretary of the Party Committee of Shenwan Hongyuan Securities (Western) Co., Ltd., from August 2015 to May 2019, successively served as the president, vice chairman and chairman of the board of directors of China Galaxy Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601881) and the Hong Kong Stock Exchange (Stock Code: 06881), from June 2019 to October 2023, and served as a non-executive director of China Galaxy Financial Holdings Limited, from September 2022 to October 2023. Mr. Chen graduated from Xinjiang University majoring in mathematics (bachelor's degree) in July 1989, and obtained an EMBA degree from Fudan University in January 2016.

Mr. Wu Bo (吳波)^{Note}, born in June 1977, has been appointed as the President of the Company since November 2023, a member of the Management Committee of the Company since April 2018, and the Chief Financial Officer of the Company since September 2023. Mr. Wu concurrently served as the Head of Equities Department and Securities Investment Department of the Company. Mr. Wu joined the Group in May 2004 and held several positions, including the Head of the Sponsor Business Department, Deputy Head of the Growth Enterprise Investment Banking Department, Secretary to the Board of Directors, Head of Wealth Management Department, President of China CICC Wealth Management Securities Company Limited, etc. Prior to joining the Group, Mr. Wu served as (including but not limited to) an Auditor of Arthur Andersen Huaqiang Certified Public Accountants from July 1999 to June 2002 and a Senior Auditor of PricewaterhouseCoopers Zhong Tian LLP from July 2002 to April 2004. Mr. Wu obtained a bachelor's degree in economics from Peking University in July 1998, and an EMBA degree from Guanghua School of Management of Peking University and Kellogg School of Management of Northwestern University in July 2018.

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS AND REMUNERATION OF THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Candidates for Non-executive Directors:

Ms. Zhang Wei (張薇), born in October 1981, has been appointed as a Director of the Company since June 2023 and has been serving as the designated director (managing director) of Huijin Company. Ms. Zhang joined Huijin Company in July 2006, and successively served as the manager of the Capital Market Department, manager of the Non-bank Department, senior deputy manager of the Securities Institution Management Department/Insurance Institution Management Department, and director of the Office of Direct-managed Corporation Leading Group/the Second Department of Equity Management of Huijin Company, during which Ms. Zhang also served as the non-executive director of CSC Financial Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601066) and the Hong Kong Stock Exchange (Stock Code: 06066). Ms. Zhang obtained a bachelor's degree in law from China University of Political Science and Law in June 2003, a master's degree in international law from China University of Political Science and Law in June 2006, and a doctoral degree in international law from China University of Political Science and Law in December 2017.

Mr. Kong Lingyan (孔令岩), born in February 1977, has been appointed as a Director of the Company since June 2023 and has been serving as the designated director (managing director) of Huijin Company. Mr. Kong has worked in Industrial and Commercial Bank of China Limited (hereinafter referred to as "ICBC"), a company listed on the Shanghai Stock Exchange (Stock Code: 601398) and the Hong Kong Stock Exchange (Stock Code: 01398), from July 1999 to November 2011, and successively served as the deputy director of the Foreign Exchange Management Division of the International Banking Department, the deputy director of the Foreign Exchange Management Division of the Asset and Liability Management Department, and the deputy director and director of the Overseas Institutions and Subsidiaries Financial Management Division of the Finance & Accounting Department. Mr. Kong served as the Vice General Manager of ICBC(London) PLC from November 2011 to April 2016 and concurrently served as the Vice General Manager of ICBC London Branch from September 2014 to April 2016, and successively served as the General Manager of the Capital Operation Department and the General Manager of the Margin Financing and Securities Lending Department of Huatai Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601688) and the Hong Kong Stock Exchange (Stock Code: 06886), from May 2016 to August 2022. Mr. Kong obtained a bachelor's degree in economics from Central University of Finance and Economics in July 1999, and a master's degree in business administration from Tsinghua University in January 2005.

Mr. Deng Xingbin (鄧星斌), born in December 1968, Certified Public Accountant, Senior Accountant and National Accounting Leading Talent, has been serving as the secretary of the Party Committee and chairman of China National Investment and Guaranty Corporation (NEEQ:834777). Mr. Deng has successively served as the cadre of the Funds and Finance Department of State Energy Investment Company (later merged into State Development & Investment Corp., Ltd.), cadre and deputy manager of the Planning and Finance Department of State Energy Medium-sized Hydropower Industrial Development Company, deputy manager and manager of the Planning and Finance Department of SDIC Huajing Power Holdings Co., Ltd. (later renamed as SDIC Power Holdings Co., Ltd.), director assistant and deputy director of the Planning and Finance Department of State Development & Investment Corporation (later renamed as State Development & Investment Corp., Ltd.), deputy general manager of SDIC Coal Corporation (later renamed as Guoyuan Times Energy Development Corporation), chief financial officer of China National Investment and Guaranty Corporation, general manager of SDIC Finance Co., Ltd., director of the audit department, Party branch secretary and deputy secretary of the Discipline Committee directly under the company of State

**APPENDIX I BIOGRAPHIES OF CANDIDATES FOR MEMBERS OF THE THIRD SESSION
OF THE BOARD OF DIRECTORS AND REMUNERATION OF THE
MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

Development & Investment Corp., Ltd. Mr. Deng obtained a bachelor's degree in economics from Changsha Normal College of Water Conservancy and Electric Power in July 1991, and a master's degree in business administration from Peking University in July 2001.

Candidates for Independent Non-executive Directors:

Mr. Ng Kong Ping Albert (吳港平), born in September 1957, has been appointed as a Director of the Company since June 2022. He is a member of the Hong Kong Institute of Certified Public Accountants (HKICPA), Chartered Accountants of Australia and New Zealand (CAANZ), CPA Australia (CPAA) and Association of Chartered Certified Accountants (ACCA). Mr. Ng is the retired chairman of Ernst & Young China, the managing partner of Ernst & Young in Greater China and a member of Ernst & Young's Global Executive Committee. He has over 30 years of professional experience in accounting in Hong Kong and Chinese Mainland. Prior to joining Ernst & Young, Mr. Ng successively served as the partner-in-charge of Arthur Andersen LLP in Greater China, the partner-in-charge of China business of PricewaterhouseCoopers and the managing director of Citigroup China Investment Banking. Mr. Ng has been an independent non-executive director of Beijing Airdoc Technology Co., Ltd., a company listed on the Hong Kong Stock Exchange (Stock Code: 02251), since April 2021, an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601318) and the Hong Kong Stock Exchange (Stock Code: 02318), since August 2021, an independent director of Alibaba Group Holding Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 09988) and the New York Stock Exchange (Stock Code: BABA), since August 2022, and an independent non-executive director of Shui On Land Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 00272), since October 2022. Mr. Ng was the president of the second session of the Hong Kong China Chamber of Commerce. He once served as a member of the First and Second Consulting Committee of Corporate Accounting Standards of the Ministry of Finance of the PRC, an honorary advisor of the Hong Kong Business Accountants Association and a member of the Advisory Board of the MBA courses and School of Accountancy of The Chinese University of Hong Kong. Mr. Ng is also a member of the Audit Committee of The Chinese University of Hong Kong, Shenzhen, a council member of the Education Foundation of The Chinese University of Hong Kong, Shenzhen, and a member of the Standing Committee on Company Law Reform of Hong Kong. Mr. Ng obtained a bachelor's degree in business administration from The Chinese University of Hong Kong in December 1981 and a master's degree in business administration from The Chinese University of Hong Kong in October 1988.

Mr. Lu Zhengfei (陸正飛), born in November 1963, has been appointed as a Director of the Company since June 2022. Mr. Lu has been a professor and doctoral supervisor of the Accounting Department of Guanghua School of Management of Peking University since November 1999, and he successively served as deputy director, director and deputy dean of Accounting Department of Guanghua School of Management of Peking University. From July 1988 to October 1999, he successively served as an assistant, lecturer, associate professor, professor, deputy director and director of the Accounting Department of the International Business School of Nanjing University. Mr. Lu currently serves as an independent non-executive director of China Cinda Asset Management Co., Ltd. (a company listed on the Hong Kong Stock Exchange (Stock Code: 01359)), an independent non-executive director of Sino Biopharmaceutical Limited (a company listed on the Hong Kong Stock Exchange (Stock Code: 01177)), and an independent director of Xinjiang Tianshan Cement Co., Ltd. (a company listed on the Shenzhen Stock Exchange (Stock Code: 000877)). Mr. Lu once served as an independent non-executive director of Bank of China Limited (a company listed on the Shanghai Stock Exchange (Stock Code: 601988) and the Hong Kong Stock Exchange (Stock Code: 03988)) from July 2013 to August 2019, an independent director of China Nuclear Engineering & Construction

**APPENDIX I BIOGRAPHIES OF CANDIDATES FOR MEMBERS OF THE THIRD SESSION
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MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

Corporation Limited (a company listed on the Shanghai Stock Exchange (Stock Code: 601611)) from November 2018 to November 2019, and an independent supervisor of PICC Property and Casualty Company Limited (a company listed on the Hong Kong Stock Exchange (Stock Code: 02328)) from January 2011 to August 2023. Mr. Lu obtained a bachelor's degree in economics from Zhejiang Gongshang University in July 1985, a master's degree in economics from Renmin University of China in June 1988 and a doctorate degree in economics from Business School of Nanjing University in June 1997. From September 1997 to September 1999, he was engaged in post-doctoral research at Renmin University of China.

Mr. Peter Hugh Nolan (彼得•諾蘭), born in April 1949, recipient of the Commander of the Most Excellent Order of the British Empire, has been appointed as a director of the Company since February 2020. He has served as an independent non-executive director of China Everbright Group since January 2019 and the director of China Forum, Jesus College at University of Cambridge since October 2018. He has also served as the director of the China Executive Leadership Programme (CELP) since July 2005. Professor Nolan was a lecturer of Faculty of Economics and Politics at University of Cambridge from October 1979 to September 1997 and Sinyi Professor of Chinese Management at Cambridge Judge Business School at University of Cambridge from October 1997 to September 2012. He was the director and Chong Hua Professor of Chinese Development in the Centre of Development Studies at University of Cambridge from October 2012 to September 2016 and the founding director and Chong Hua Professor of Chinese Development (Emeritus) since October 2019. Professor Nolan also served as an independent non-executive director of Bank of Communications Co., Ltd. (a company listed on the Shanghai Stock Exchange (Stock Code: 601328) and the Hong Kong Stock Exchange (Stock Code: 03328)) from November 2010 to November 2017. Professor Nolan obtained his doctoral degree in economics from University of London in September 1981.

Mr. Zhou Yu (周禹), born in February 1981, has been appointed as a Director of the Company since June 2023 and currently serves as the professor, doctoral supervisor and MBA program director of the Organization and Human Resources Department of the Business School of Renmin University of China. Mr. Zhou has taught in the Business School of Renmin University of China since May 2009 and successively served as the assistant and associate professor in the Organization and Human Resources Department, and he was appointed as one of the distinguished professors in education since August 2016. He was a Wertheim Research Fellow at Harvard Law School and a visiting fellow at the National Bureau of Economic Research from September 2013 to September 2014. At present, Mr. Zhou also serves as the secretary-general of China Human Resources Theory and Practice Alliance, the secretary-general of the Human Resources Branch of the China Enterprise Reform and Development Society and a research fellow of the Research Center for State-owned Enterprise Reform and Development of the Business School of Renmin University of China. Mr. Zhou obtained a bachelor's degree in human resources management from Renmin University of China in July 2003 and a master's degree in labor economics (human resources development and management) from Renmin University of China in July 2005. He was sponsored by China Scholarship Council in joint doctoral education program in Rutgers University from September 2007 to September 2008, and obtained a doctoral degree in labor economics (human resources development and management) from Renmin University of China in January 2009.

Note: As at the date of the Latest Practicable Date, Mr. Wu Bo does not directly hold any Share of the Company. He is indirectly interested in 133,079 H Shares of the Company through subscription for asset management product.

**APPENDIX I BIOGRAPHIES OF CANDIDATES FOR MEMBERS OF THE THIRD SESSION
OF THE BOARD OF DIRECTORS AND REMUNERATION OF THE
MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

**REMUNERATION OF THE MEMBERS OF THE THIRD SESSION
OF THE BOARD OF DIRECTORS**

The remuneration of the members of the third session of the Board of Directors is determined in accordance with the director's remuneration package considered and approved by the 2020 Second Extraordinary General Meeting of the Company. The details are as follows:

The remuneration of Mr. Chen Liang and Mr. Wu Bo, as executive Directors of the third session of the Board of Directors, shall be determined in accordance with relevant remuneration management systems of the Company. Their annual remuneration will be based on their positions as senior management of the Company, and they will not receive the Director's fees, allowances or meeting fees from the Company in respect of their performance of duties as Directors.

Ms. Zhang Wei, Mr. Kong Lingyan, and Mr. Deng Xingbin, as non-executive Directors of the third session of the Board of Directors, shall receive remuneration from the Company's Shareholder(s) and/or entities related to Shareholder(s), and will no longer receive director's fees, allowances or meeting fees from the Company in respect of their performance of duties as Directors.

The fees of Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu, as independent non-executive Directors of the third session of the Board of Directors, will be RMB600,000 (tax inclusive) per annum, an additional RMB25,000 (tax inclusive) per annum for each position as member of each special committee under the Board and an additional RMB50,000 (tax inclusive) per annum for each position as chairman of each special committee under the Board. The Company shall pay each of the Directors a fee of RMB5,000 per person (tax inclusive) for attending each meeting. The Director's fees and meeting fees shall be paid by the Company on a monthly basis, withholding and paying individual income tax.

The expenses incurred by the above Directors from attending the Board meetings, the shareholders' general meetings and from relevant performance of their duties as Directors shall be borne by the Company.

**BIOGRAPHIES OF CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE
SUPERVISORS OF THE THIRD SESSION OF THE
SUPERVISORY COMMITTEE**

Mr. Jin Lizuo (金立佐), born in June 1957, has been appointed as a Supervisor of the Company since May 2015. He participated in the establishment of the Company from 1994 to 1995. Mr. Jin has served as an independent non-executive director of Beijing Enterprises Environment Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 00154), since September 2004 and an independent non-executive director of Dadi International Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 08130), since February 2020. Mr. Jin obtained a bachelor's degree in economics from Peking University in January 1982 and a doctoral degree in economics from the University of Oxford, the United Kingdom, in November 1993. He is the founding president of the Chinese Economic Association (CEA) UK.

Mr. Cui Zheng (崔錚), born in December 1980, has been appointed as a Supervisor of the Company since February 2020. He has been serving as head of Legal Compliance Division of the General Management Department of Huijin Company since February 2020. Mr. Cui joined Huijin Company in July 2011, successively served as the manager of the General Department, the manager and senior deputy manager of the General Management Department/Banking Institution Department II, head of Legal Compliance Division of the General Management Department/Banking Institution Department II, etc. From July 2003 to July 2011, Mr. Cui successively served as a business director, business executive and senior business executive of Corporate Strategy Department (Legal Department) of China Telecommunications Corporation (中國電信集團公司). Mr. Cui received a bachelor's degree in law and a bachelor's degree in economics from Peking University in July 2003, a master's degree in law from Peking University in July 2009 and a master's degree in business administration from Peking University in July 2010.

**REMUNERATION OF THE MEMBERS OF THE THIRD SESSION OF THE
SUPERVISORY COMMITTEE**

The remuneration of the members of the third session of the Supervisory Committee is determined in accordance with the supervisor's remuneration package considered and approved by the 2020 Second Extraordinary General Meeting of the Company. The details are as follows:

The remuneration of the employee representative Supervisor of the third session of the Supervisory Committee will be based on his relevant position in the Company, and he will not receive the Supervisor's fees, allowances or meeting fees from the Company in respect of his performance of duties as Supervisor.

The fees of Mr. Jin Lizuo, as the non-employee representative Supervisor of the third session of the Supervisory Committee, will be RMB360,000 (tax inclusive) per annum. The Company shall pay him a fee of RMB5,000 each time (tax inclusive) for attending each meeting. The Supervisor's fees and meeting fees shall be paid by the Company on a monthly basis, withholding and paying individual income tax.

Mr. Cui Zheng, as the non-employee representative Supervisor of the third session of the Supervisory Committee, shall receive remuneration from the Company's Shareholder(s) and/or entities related to Shareholder(s), and will no longer receive Supervisor's fees, allowances or meeting fees from the Company in respect of his performance of duties as Supervisor.

The expenses incurred by the above Supervisors from attending the Supervisory Committee meetings, the shareholders' general meetings and from relevant performance of their duties as Supervisors shall be borne by the Company.

ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS, INDEPENDENT DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS, INDEPENDENT DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

- I. The elections of non-independent directors and the election of independent directors and the election of non-employee representative supervisors at the shareholders’ general meeting will be respectively numbered as separate groups of resolutions. Investors shall vote on each candidate under each group of resolutions.
II. The number of shares declared shall represent the votes to be cast for the elections. For each group of resolutions, the total number of votes to which a shareholder is entitled for each share held by himself/herself shall be equal to the number of directors or supervisors to be elected under that particular group of resolutions.
III. Voting of shareholders shall be confined to the number of votes to which he/she is entitled in respect of each group of resolutions. Shareholders may cast their votes at their own discretion by casting his/her votes on one candidate or on different candidates in any combination.
IV. Example:

A listed company convenes a shareholders’ general meeting to re-elect the members of the board of directors and the supervisory committee by adopting the cumulative voting system. There are 5 non-independent directors to be elected and 6 candidates; 2 independent directors to be elected and 3 candidates; 2 non-employee representative supervisors to be elected and 3 candidates. The matters to be decided by voting are as follows:

Table with 3 columns: Resolution ID, Resolution description, and Number of votes. Title: Resolution effected by cumulative voting. Rows include resolutions for Non-independent Directors (4.00-4.06) and a summary row (.....).

**ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING
SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS,
INDEPENDENT DIRECTORS AND NON-EMPLOYEE
REPRESENTATIVE SUPERVISORS**

Resolution effected by cumulative voting		
5.00	Resolution on the Election of Independent Directors	Number of votes
5.01	e.g. ZHANG ××	
5.02	e.g. WANG ××	
5.03	e.g. YANG ××	
6.00	Resolution on the Election of Non-employee Representative Supervisors	Number of votes
6.01	e.g. LI ××	
6.02	e.g. CHEN ××	
6.03	e.g. HUANG ××	

If an investor holds 100 shares in the company upon close of trading on the record date, under cumulative voting system, he (she) will be entitled to 500 votes for resolution 4.00 titled “Resolution on the Election of Non-independent Directors”, 200 votes for resolution 5.00 titled “Resolution on the Election of Independent Directors” and 200 votes for resolution 6.00 titled “Resolution on the Election of Non-employee Representative Supervisors”.

Such investor may vote on the resolution 4.00 at his/her own discretion within the limit of 500 votes. He (She) may concentrate those 500 votes on one candidate, or vote for different candidates dispersedly with any combination of the votes. As shown in the table below:

No.	Name of Resolution	Number of votes			
		Method 1	Method 2	Method 3	Method...
4.00	Resolution on the Election of Non-independent Directors	–	–	–	–
4.01	e.g. CHEN ××	500	100	100	
4.02	e.g. ZHAO ××	0	100	50	
4.03	e.g. JIANG ××	0	100	200	
.....	
4.06	e.g. SONG ××	0	100	50	