



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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (FOR HOLDERS OF H SHARES)

Number of shares to which this form of proxy relates ^(Note 2)	_____ H shares
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I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of _____ H shares ^(Note 2) of
China International Capital Corporation Limited (the “Company”), hereby appoint the chairman of the AGM or _____
of _____ ^(Note 3) as
my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the “AGM”) 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, June 28, 2024 at 2:30 p.m. or at any adjournment thereof as indicated hereunder in respect of the
following resolutions. In the absence of any indication, the proxy may vote at his/her own discretion.

Special Resolution (Non-cumulative voting)		For ^(Notes 4, 6)	Against ^(Notes 4, 6)	Abstain ^(Notes 4, 6)
1.	To consider and approve the amendments to the Articles of Association;			
Ordinary Resolutions (Non-cumulative voting)		For ^(Notes 4, 6)	Against ^(Notes 4, 6)	Abstain ^(Notes 4, 6)
2.	To consider and approve the amendments to the Rules of Procedures of Shareholders' General Meetings;			
3.	To consider and approve the amendments to the Rules of Procedures of the Meeting of Board of Directors;			
4.	To consider and approve the amendments to the Rules of Procedures of the Meeting of Supervisory Committee;			
5.	To consider and approve the 2023 work report of the Board of Directors;			
6.	To consider and approve the 2023 work report of the Supervisory Committee;			
7.	To consider and approve the 2023 annual report;			
8.	To consider and approve the 2023 profit distribution plan;			
9.	To consider and approve the relevant arrangements of 2024 interim profit distribution;			
10.	To consider and approve the appointment of the accounting firms for 2024;			
11.	To consider and approve the 2024 annual estimation for daily related-party transactions:			
11.01	Estimated related-party transactions with legal persons controlled by Director Duan Wenwu, or in which he serves as a director or senior management			
11.02	Estimated related-party transactions with other related legal persons or other organizations			
11.03	Estimated related-party transactions with other related natural persons			

Ordinary Resolutions (Non-cumulative voting)		For <i>(Notes 4, 6)</i>	Against <i>(Notes 4, 6)</i>	Abstain <i>(Notes 4, 6)</i>
12.	To consider and approve the 2023 Annual Work Report of Independent Non-executive Directors:			
12.01	2023 Annual Work Report of Independent Non-executive Director (Ng Kong Ping Albert)			
12.02	2023 Annual Work Report of Independent Non-executive Director (Lu Zhengfei)			
12.03	2023 Annual Work Report of Independent Non-executive Director (Peter Hugh Nolan)			
12.04	2023 Annual Work Report of Independent Non-executive Director (Zhou Yu)			
12.05	2023 Annual Work Report of Independent Non-executive Director (Liu Li)			
Ordinary Resolutions (Cumulative voting)		For (Cumulative voting, please fill in the number of votes) <i>(Notes 5, 6)</i>		
13.	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:	A total of 4 non-independent Directors to be elected		
13.01	To elect Mr. Chen Liang as an executive Director and to determine his remuneration			
13.02	To elect Ms. Zhang Wei as a non-executive Director and to determine her remuneration			
13.03	To elect Mr. Kong Lingyan as a non-executive Director and to determine his remuneration			
13.04	To elect Mr. Deng Xingbin as a non-executive Director and to determine his remuneration			
14.	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:	A total of 4 independent Directors to be elected		
14.01	To elect Mr. Ng Kong Ping Albert as an independent non-executive Director and to determine his remuneration			
14.02	To elect Mr. Lu Zhengfei as an independent non-executive Director and to determine his remuneration			
14.03	To elect Mr. Peter Hugh Nolan as an independent non-executive Director and to determine his remuneration			
14.04	To elect Mr. Zhou Yu as an independent non-executive Director and to determine his remuneration			
15.	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:	A total of 2 non-employee representative Supervisors to be elected		
15.01	To elect Mr. Jin Lizuo as a non-employee representative Supervisor and to determine his remuneration			
15.02	To elect Mr. Cui Zheng as a non-employee representative Supervisor and to determine his remuneration			

Date: _____

Signature *(Notes 7, 8 and 9)*: _____

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
3. If any proxy other than the chairman of the AGM is preferred, delete the words “the chairman of the AGM” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: THE RESOLUTIONS 1 TO 12 WILL ADOPT THE METHOD OF NON-CUMULATIVE VOTING. IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE PLACE A “✓” IN THE BOX MARKED “ABSTAIN”.**
5. **IMPORTANT: THE RESOLUTIONS 13 TO 15 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. PLEASE SPECIFY THE NUMBER OF VOTES CAST FOR EACH OF THE CANDIDATES FOR DIRECTORS AND SUPERVISORS IN THE BOX MARKED “FOR”.** 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 (4 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 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. 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 XI to the AGM circular of the Company dated June 7, 2024.
The sum of your votes for one or more candidates shall not exceed your total number of votes to the corresponding resolution, failing which the voting shall be invalid.
6. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM. The shares abstained will be counted in the calculation of the required majority.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal or under the hand of legal representative or an attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarized.
8. Where there are joint holders of any shares, the one whose name stands first in the register of members shall alone be entitled to attend and vote at the AGM in respect of such shares.
9. In order to be valid, this form of proxy together with any notarized power of attorney or other documents of authorization (if any) must be deposited at the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 24 hours before the time of the AGM (that is, not later than 2:30 p.m. on Thursday, June 27, 2024 (Beijing time)) or any adjourned meeting.