Terms of Reference of the Strategy and ESG 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 strategy and ESG committee (the "**Strategy and ESG 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 Strategy and ESG Committee, these terms of reference of the Strategy and ESG 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* 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 (collectively, the "**Relevant Laws and Regulations**"), 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 Strategy and ESG Committee is a specialized working body under the board of directors. It shall perform its duties in accordance with the Relevant Laws and Regulations, the Articles of Association and the authorization of the board of directors, and shall report work to the board of directors.

Chapter II Composition

Article 3 The Strategy and ESG Committee shall comprise three (3) or more directors, and shall have one (1) chairman.

The main duties of the chairman are as follows:

(I) To convene regular and extraordinary meetings of the Strategy and ESG Committee;

(II) To preside over the meetings of the Strategy and ESG Committee;

(III) To supervise and inspect the implementation of resolutions of the Strategy and ESG Committee;

(IV) Other duties authorized by the board of directors and the Strategy and ESG Committee.

Article 4 The candidates for the chairman and other members of the Strategy and ESG Committee shall be approved by the board of directors.

Article 5 Members of the Strategy and ESG 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 Strategy and ESG Committee who ceases to be a director shall automatically cease to be a member of the Strategy and ESG Committee. The board of directors shall fill the vacancy according to the Articles of Association and these Rules if the number of members of the Strategy and ESG Committee fails to meet the requirements specified in Article 3 herein.

Chapter III Duties and Functions

Article 6 The specific functions of the Strategy and ESG Committee are as follows:

(I) To study and understand the basic state of operations of the Company;

(II) To analyze and understand the latest developments of the domestic and overseas markets and the relevant national policies;

(III) To study the short-term, medium-term and long-term development strategies or other related matters of the Company;

(IV) To provide advice and recommendations in respect of corporate decisions on significant matters such as development strategies, major reforms, equity financing and major investments of the Company;

(V) To analyze and understand ESG related policies; to advise on ESG governance related decisions of the Company, including visions, goals and initiatives; to review ESG reports of the Company and make recommendations to the board of directors; to supervise the Company to strengthen communication with stakeholders on important ESG matters; to pay attention to significant ESG related risks; to supervise the Company to implement the national goal of "Carbon Peak and Carbon Neutrality" and to keep track of the progress;

(VI) To perform other duties stipulated in the Relevant Laws and Regulations and authorized by the board of directors.

Article 7 The Strategy and ESG Committee shall report its decisions or recommendations to the board of directors, unless such report is restricted due to legal or regulatory constraints.

Article 8 The Strategy and ESG 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 9 Meetings of the Strategy and ESG 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 Strategy and ESG Committee or request of more than half of the Strategy and ESG 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; if the chairman's position is vacant, half or more of the members shall jointly nominate a member to convene and preside over the meeting.

Article 10 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.

Article 11 In principle, a written notice shall be given to each member three (3) days before the Strategy and ESG Committee meeting is convened, but such notice period may be waived upon the consent of two-thirds or more of the members.

Article 12 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 13 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 14 The meeting shall only be held when more than half of all members of the Strategy and ESG 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 Strategy and ESG Committee. Where equal numbers of votes are cast for and against a resolution, the chairman shall have the right to cast one more vote.

Article 15 Any member who has an interest in the proposal(s) 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(s) shall be submitted to the board of directors of the Company for consideration.

Article 16 If the Strategy and ESG 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 Strategy and ESG Committee do not have rights to vote for the proposals.

Article 17 The voting methods at a meeting of the Strategy and ESG Committee are as follows: vote by poll in writing or vote by a show of hands (or voice vote).

Article 18 In principle, the Strategy and ESG 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 19 After the prescribed number of effective votes are obtained for a proposal, a motion shall be passed as a Strategy and ESG Committee resolution upon announcement by the chairman of the meeting. Resolutions of the Strategy and ESG Committee shall come into force after being signed by the members present at the meeting.

Article 20 Written minutes shall be made for the meetings of the Strategy and ESG 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 21 Written documents and meeting minutes of the Strategy and ESG Committee shall be kept by the Company as corporate files for at least twenty (20) years during the existence of the Company.

Article 22 After a resolution of the Strategy and ESG 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 23 Unless otherwise specified, terms used in these Rules shall have the same meanings as those defined in the Articles of Association.

Article 24 These Rules are approved by the board of directors. Any amendments to the Rules shall be proposed by the Strategy and ESG Committee and submitted to the board of directors for consideration, and shall become effective upon the approval of the board of directors.

Article 25 Where any matters are not covered by these Rules or are in conflict with any Relevant Laws and Regulations or the Articles of Association promulgated or amended after the Rules become effective, such Relevant Laws and Regulations or the Articles of Association shall prevail.

Article 26 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.)