THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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)

CHANGE OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PLAN ON AUTHORIZATION OF THE SHAREHOLDERS' MEETING TO THE BOARD OF DIRECTORS (2026 EDITION)
2026 INTERIM PROFIT DISTRIBUTION PLAN
AND
NOTICE OF 2026 SECOND EXTRAORDINARY SHAREHOLDERS' MEETING

Notice convening the 2026 Second Extraordinary Shareholders' Meeting 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 Monday, November 23, 2026 at 2:30 p.m. is set out on pages 8 to 10 of this circular.

If you intend to appoint a proxy to attend the 2026 Second ESM, 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 2026 Second ESM (that is, not later than 2:30 p.m. on Sunday, November 22, 2026 (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 2026 Second ESM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

November 6, 2026

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

"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
"2026 Second Extraordinary Shareholders' Meeting" or "2026 Second ESM"	the 2026 second extraordinary shareholders' meeting of CICC 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 Monday, November 23, 2026 at 2:30 p.m. or any adjournment thereof
"*Articles of Association*"	the *Articles of Association of China International Capital Corporation Limited*
"Board" or "Board of Directors"	the board of directors of the Company
"Company" or "CICC"	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)
"*Company Law*"	the *Company Law of the People's Republic of China*
"*Plan on Authorization of the Shareholders' Meeting to the Board of Directors (2026 Edition)*"	the *Plan on Authorization of the Shareholders' Meeting to the Board of Directors of China International Capital Corporation Limited (2026 Edition)*
"Director(s)"	the director(s) of the Board of the Company
"Group"	the Company and its subsidiaries (or with reference to the context, the Company and any one or more of its subsidiaries)
"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 HK dollars and listed on the Hong Kong Stock Exchange
"HK dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

"*Hong Kong Listing Rules*"	the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"*Securities Law*"	the *Securities Law of the People's Republic of China*
"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)
"%"	per cent

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 Directors:
Mr. Chen Liang *(Chairman of the Board)*
Mr. Wang Shuguang *(Vice Chairman of the Board and President)*

Non-executive Directors:
Ms. Zhang Wei
Mr. Kong Lingyan
Ms. Tian Ting

Independent Non-executive Directors:
Mr. Ng Kong Ping Albert
Mr. Lu Zhengfei
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

November 6, 2026

To the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

On behalf of the Board, I invite you to attend the 2026 Second ESM 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 Monday, November 23, 2026 at 2:30 p.m. The notice of the 2026 Second ESM is set out on pages 8 to 10 of this circular.

The purpose of this circular is to provide you with the notice of the 2026 Second ESM and all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the 2026 Second ESM.

II. BUSINESS TO BE CONSIDERED AT THE 2026 SECOND ESM

Special resolutions will be proposed at the 2026 Second ESM to approve: (1) the change of registered capital and the amendments to the *Articles of Association*; and (2) the *Plan on Authorization of the Shareholders' Meeting to the Board of Directors (2026 Edition)*.

An ordinary resolution will be proposed at the 2026 Second ESM to approve: (3) the 2026 interim profit distribution plan.

Special Resolutions:

1. Change of Registered Capital and Amendments to the Articles of Association

CICC has recently completed the issuance of new Shares in relation to merging with Dongxing Securities Co., Ltd. ("**Dongxing Securities**") and Cinda Securities Co., Ltd. ("**Cinda Securities**") by way of merger by absorption and share exchange, through the issuance of A Shares to all A share-exchange shareholders of Dongxing Securities and Cinda Securities. The Company issued an aggregate of 3,104,121,159 A Shares to all A share-exchange shareholders of Dongxing Securities and Cinda Securities. On October 26, 2026, Ernst & Young Hua Ming LLP issued the *Capital Verification Report* (Ernst & Young Hua Ming (2026) Yan Zi No. 70019547_A01). The total share capital of the Company has changed from 4,827,256,868 Shares (including 2,923,542,440 domestic listed Shares and 1,903,714,428 overseas listed foreign Shares) to 7,931,378,027 Shares (including 6,027,663,599 domestic listed Shares and 1,903,714,428 overseas listed foreign Shares), and the registered capital of the Company has changed from RMB4,827,256,868 to RMB7,931,378,027 accordingly.

In view of the above changes in registered capital and total share capital, and in accordance with the relevant provisions of the *Company Law*, the *Securities Law* and the *Articles of Association*, the Company proposes to make corresponding amendments to the relevant articles of the *Articles of Association* in relation to the Company's registered capital, total share capital, and the number of domestic listed Shares.

It is hereby proposed at the 2026 Second ESM:

1. to approve the change of registered capital of the Company and the corresponding amendments to the *Articles of Association*;

2. to authorize the Board of Directors, and for the Board of Directors to authorize the Chairman of the Board and the Secretary to the Board of Directors of the Company, within the scope approved by the Shareholders' Meeting, to make corresponding adjustments and amendments to the *Articles of Association* (including but not limited to adjustments and amendments to the wording, chapters and sections, articles, conditions for effectiveness and otherwise) in light of changes in relevant laws, regulations and policies, the requirements and recommendations of relevant domestic and overseas government agencies and regulatory authorities, and to handle the approval (if necessary), registration of change and filing in respect of the change of registered

capital, the amendments to the *Articles of Association* and the replacement of the business license with the company registration authorities and other relevant government departments, regulatory authorities and superior entities.

The proposal shall come into effect upon the date of consideration and approval by the 2026 Second ESM, and the specific amendments to the *Articles of Association* are set out in Appendix I to this circular.

The above resolution was considered and approved by the Board and is hereby proposed at the 2026 Second ESM for consideration and approval.

2. Plan on Authorization of the Shareholders' Meeting to the Board of Directors (2026 Edition)

To further improve the corporate governance mechanism, enhance the authorization management system and clarify the scope of the authority delegated by the Shareholders' Meeting to the Board of Directors, the Company proposes to revise the existing *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China International Capital Corporation Limited* to form the *Plan on Authorization of the Shareholders' Meeting to the Board of Directors (2026 Edition)*.

The *Plan on Authorization of the Shareholders' Meeting to the Board of Directors (2026 Edition)* shall come into effect upon the date of consideration and approval by the 2026 Second ESM, and its details are set out in Appendix II to this circular.

The above resolution was considered and approved by the Board and is hereby proposed at the 2026 Second ESM for consideration and approval.

Ordinary Resolution:

3. 2026 Interim Profit Distribution Plan

According to the *Regulatory Guidelines for Listed Companies No. 3 – Cash Dividends of Listed Companies* (《上市公司監管指引第3號－上市公司現金分紅》), the *Provisions on Strengthening the Regulation of Listed Securities Companies* (《關於加強上市證券公司監管的規定》), the *Opinions on Strengthening the Regulation of Listed Companies (Trial)* (《關於加強上市公司監管的意見(試行)》), other relevant laws and regulations, regulatory documents, and the relevant rules of the *Articles of Association*, as well as in light of the reviewed 2026 interim financial report of the Company and reasonably considering the 2026 interim results, financial position and risk control indicator requirements of the Company, the Company's 2026 interim profit distribution plan is proposed as follows:

(1) The Company will adopt the method of cash dividend payment for its profit distribution to Shareholders. The total proposed cash dividend to be distributed is RMB2,062,158,287.02 (tax inclusive) ("**2026 Interim Dividend**"). On the basis of 7,931,378,027 Shares in issue of the Company, the proposed cash dividend of RMB0.26

(tax inclusive) per Share will be distributed. In case of any changes in the total number of issued Shares of the Company on the record date (i.e., Wednesday, December 2, 2026) to implement the 2026 interim profit distribution resulting from placing of shares, share repurchase and other reasons, the amount of cash dividend per Share will be accordingly adjusted while the total cash dividend of RMB2,062,158,287.02 (tax inclusive) remains unchanged.

(2) The cash dividend is denominated and declared in RMB, and will be paid in RMB or its equivalent in HK dollars to Shareholders. The actual amounts to be distributed in HK dollars shall be converted based on the arithmetic average central parity of the exchange rate of RMB against HK dollars as announced by the People's Bank of China for five working days prior to the date of the 2026 Second ESM.

The above resolution was considered and approved by the Board and is hereby proposed at the 2026 Second ESM for consideration and approval.

For the purpose of determining the entitlement of holders of H Shares to the 2026 Interim Dividend, the H Share register of members of the Company will be closed from Friday, November 27, 2026 to Wednesday, December 2, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, December 2, 2026 are entitled to the 2026 Interim Dividend. In order to be entitled to receive the 2026 Interim Dividend, 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 Thursday, November 26, 2026.

The 2026 Interim Dividend will be paid in HK dollars to holders of H Shares. The 2026 Interim Dividend, if approved by the Shareholders of the Company at the 2026 Second ESM, is expected to be paid on Thursday, January 21, 2027 to holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, December 2, 2026. The Company will announce the specific arrangement for the payment of the 2026 Interim Dividend to the holders of A Shares separately on the website of the Shanghai Stock Exchange.

III. THE 2026 SECOND ESM

The form of proxy for the 2026 Second ESM is enclosed herewith.

If you intend to appoint a proxy to attend the 2026 Second ESM, 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 2026 Second ESM (that is, not later than 2:30 p.m. on Sunday, November 22, 2026 (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 2026 Second ESM or any adjournment thereof 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 *Hong Kong Listing Rules*, any vote of Shareholders at a shareholders' meeting must be taken by poll. As such, the chairman of the 2026 Second ESM will exercise the power under the *Articles of Association* to demand a poll for all the resolutions proposed at the 2026 Second ESM.

V. RECOMMENDATION

The Board considers that all the resolutions proposed at the 2026 Second ESM are in the interests of the Company and its Shareholders as a whole. As such, the Board recommends that you vote in favour of all the resolutions proposed at the 2026 Second ESM.

Yours faithfully,
By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Liang Dongqing

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 2026 SECOND EXTRAORDINARY SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary shareholders' meeting (the "**2026 Second ESM**") 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 Monday, November 23, 2026 at 2:30 p.m. for the following purposes. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated November 6, 2026, which contains details of the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the change of registered capital and amendments to the *Articles of Association*

2. To consider and approve the *Plan on Authorization of the Shareholders' Meeting to the Board of Directors (2026 Edition)*

ORDINARY RESOLUTION

3. To consider and approve the 2026 interim profit distribution plan

By order of the Board
China International Capital Corporation Limited
Secretary to the Board
Liang Dongqing

Beijing, the PRC
November 6, 2026

As at the date of this notice, the Executive Directors of the Company are Mr. Chen Liang and Mr. Wang Shuguang; the Non-executive Directors are Ms. Zhang Wei, Mr. Kong Lingyan and Ms. Tian Ting; and the Independent Non-executive Directors are Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei and Mr. Zhou Yu.

Notes:

1. Pursuant to the *Hong Kong Listing Rules*, any vote of Shareholders at a shareholders' meeting must be taken by poll. As such, all resolutions set out in the notice of the 2026 Second ESM will be voted by poll. Results of the poll voting will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.cicc.com) after the 2026 Second ESM.

2. Any Shareholder entitled to attend and vote at the 2026 Second ESM 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 2026 Second ESM (that is, not later than 2:30 p.m. on Sunday, November 22, 2026 (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 2026 Second ESM 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 2026 Second ESM, from Wednesday, November 18, 2026 to Monday, November 23, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the 2026 Second ESM, 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 Tuesday, November 17, 2026. The holders of H Shares whose names appear on the H Share register of members of the Company on Monday, November 23, 2026 are entitled to attend and vote at the 2026 Second ESM or any adjournment thereof.

5. The Company will adopt the method of cash dividend to distribute cash dividends to its Shareholders for its 2026 interim profit distribution. The total proposed cash dividend to be distributed is RMB2,062,158,287.02 (tax inclusive) (the "**2026 Interim Dividend**"). On the basis of 7,931,378,027 Shares in issue of the Company, a cash dividend of RMB0.26 (tax inclusive) per Share is proposed to be distributed. In case of any changes in the total number of issued Shares of the Company on the record date (i.e., Wednesday, December 2, 2026) to implement the 2026 interim profit distribution resulting from placing of shares, share repurchase and other reasons, the amount of cash dividend per Share will be accordingly adjusted while the total cash dividends of RMB2,062,158,287.02 (tax inclusive) remain unchanged.

   For the purpose of determining the entitlement of holders of H Shares to the 2026 Interim Dividend, the H Share register of members of the Company will be closed from Friday, November 27, 2026 to Wednesday, December 2, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, December 2, 2026 are entitled to the 2026 Interim Dividend. In order to be entitled to receive the 2026 Interim Dividend, 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 Thursday, November 26, 2026.

   The 2026 Interim Dividend will be paid in HK dollars to holders of H Shares. The 2026 Interim Dividend, if approved by the Shareholders of the Company at the 2026 Second ESM, is expected to be paid on Thursday, January 21, 2027 to holders of H Shares whose names appear on the H Share register of members of the Company on Wednesday, December 2, 2026.

6. 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 2026 Second ESM in respect of such Shares.

7. Shareholder or his/her/its proxy shall produce proof of identity when attending the 2026 Second ESM:

   (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 documents or proof of identity. Proxies of individual Shareholders shall produce effective proof of identity and form of proxy.

8. The 2026 Second ESM 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.

9. The 2026 Second ESM 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.

10. 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.

11. The investor relations team of the Company is located at 33rd Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

    Tel: 86 (10) 6505 7590
    Fax: 86 (10) 6505 1156
    E-mail: investorrelations@cicc.com.cn

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
	Chapter 1 General Provisions	**Chapter 1 General Provisions**	
1	**Article 5** The Company's registered capital is RMB4,827,256,868.	**Article 5** The Company's registered capital is RMB~~4,827,256,868~~ 7,931,378,027.	Due to merging with Dongxing Securities and Cinda Securities by way of merger by absorption and share exchange, the registered capital of the Company has been correspondingly increased to RMB7,931,378,027.
	Chapter 3 Shares	**Chapter 3 Shares**	
	Section 1 Issuance of Shares	**Section 1 Issuance of Shares**	
2	**Article 22** The total number of issued shares of the Company is 4,827,256,868 shares. The structure of the share capital of the Company is: 4,827,256,868 shares of ordinary shares including 2,923,542,440 shares of domestic listed shares, representing 60.56% of the total number of ordinary shares issued by the Company, and 1,903,714,428 shares of overseas listed foreign shares, representing 39.44% of the total number of ordinary shares issued by the Company.	**Article 22** The total number of issued shares of the Company is ~~4,827,256,868~~7,931,378,027 shares. The structure of the share capital of the Company is: ~~4,827,256,868~~ 7,931,378,027 shares of ordinary shares including ~~2,923,542,440~~ 6,027,663,599 shares of domestic listed shares, representing ~~60.56%~~ 76.00% of the total number of ordinary shares issued by the Company, and 1,903,714,428 shares of overseas listed foreign shares, representing ~~39.44%~~24.00% of the total number of ordinary shares issued by the Company.	Due to merging with Dongxing Securities and Cinda Securities by way of merger by absorption and share exchange, the total number of issued shares and the number of issued domestic shares of the Company have been adjusted accordingly.

PLAN ON AUTHORIZATION OF THE SHAREHOLDERS' MEETING TO THE BOARD OF DIRECTORS OF CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED (2026 EDITION)

In accordance with the *Company Law of the People's Republic of China* and other relevant laws, administrative regulations, ministerial rules and other normative documents (collectively, the "**Laws and Regulations**"), as well as the *Articles of Association of China International Capital Corporation Limited* (the "**Articles of Association**"), the Shareholders' Meeting of China International Capital Corporation Limited (the "**Company**") hereby grants the following authorities to the Board of Directors:

I. Strategic Equity Investments and Disposals

The Board of Directors is authorized to review and approve strategic equity investments and disposals that meet the following conditions. If an asset has both carrying value and appraisal value, the higher value shall prevail:

i. The total amount of strategic equity investments and disposals in a year does not exceed 30% of the Company's latest audited total assets;

ii. The amount of any single strategic equity investment or disposal does not exceed 10% of the Company's latest audited net assets.

"Strategic equity investments" as mentioned herein refer to long-term equity investments over which the Company can exercise actual control or material influence. Subscriptions to capital instruments with equity characteristics issued by subsidiaries, associates or joint ventures shall be deemed strategic equity investments hereunder. Capital instruments with equity characteristics include, without limitation, convertible bonds, exchangeable bonds, preferred shares, perpetual bonds, and subordinated bonds (subordinated loans).

II. Financial Equity Investments and Disposals

Full authorization is granted to the Board of Directors for review and approval.

III. Bond (Debt) Investments and Disposals

Full authorization is granted to the Board of Directors for review and approval.

IV. Acquisitions and Disposals of Other Non-Financial Assets

The Board of Directors is authorized to review and approve acquisitions and disposals of other non-financial assets that meet the following conditions. If an asset has both carrying value and appraisal value, the higher value shall prevail:

i. The total amount of acquisitions and disposals of other non-financial assets in a year does not exceed 30% of the Company's latest audited net assets;

ii. The amount of any single acquisition or disposal of the above assets does not exceed 5% of the Company's latest audited net assets.

"Other non-financial assets" as mentioned herein refer to non-financial assets other than equities, financial assets and goodwill, including tangible assets such as fixed assets, constructions in progress and office renovations; intangible assets such as patents, copyrights, non-patented technologies, franchises, land use rights, capitalization of research and development of information technology systems, purchased software and trademarks; as well as other assets measurable in monetary terms.

V. Write-offs of Equity and Bond (Debt) Assets

The Board of Directors is authorized to review and approve the annual write-offs of equity and bond (debt) assets, provided that the total value thereof does not exceed 5% of the Company's latest audited net assets.

"Write-offs" as mentioned herein exclude losses arising from market value fluctuations of financial assets held for routine business operations that can be normally traded on public markets, and also exclude fee waivers or reductions of a service nature in the course of business.

VI. Related Party Transactions

Full authorization is granted to the Board of Directors for review and approval.

If the Laws and Regulations, normative documents or listing rules of the stock exchanges where the Company's shares are listed provide otherwise regarding the approval of related party transactions, such provisions shall prevail.

VII. Establishment and Restructuring of Institutions

Full authorization is granted to the Board of Directors for review and approval.

If the Laws and Regulations, normative documents or other provisions of this Plan on Authorization provide otherwise regarding relevant matters, such provisions shall prevail.

VIII. Material Matters of Corporate Entities

Full authorization is granted to the Board of Directors for review and approval.

If the Laws and Regulations, normative documents or other provisions of this Plan on Authorization provide otherwise regarding relevant matters, such provisions shall prevail.

IX. External Guarantees

To the extent permitted by the Laws and Regulations, the Board of Directors is authorized to review and approve external guarantees provided by the Company or its wholly-owned/controlled subsidiaries to wholly-owned/controlled subsidiaries that simultaneously meet the following conditions:

i. The amount of any single guarantee does not exceed 10% of the Company's latest audited net assets;

ii. The total amount of guarantees provided by the Company and its wholly-owned/controlled subsidiaries does not exceed 50% of the Company's latest audited net assets.

"External guarantees" as mentioned herein exclude guarantees in the Company's ordinary course of business, and guarantee-like arrangements such as commitment letters, comfort letters and keep-well agreements.

X. External Donations

On the condition that the Company's audited consolidated net profit of the previous year is positive, the Board of Directors is authorized to review and approve the annual general donations up to the sum of the base amount plus 0.03% of the audited consolidated net profit of the previous year. On the basis of the aforementioned quota, an additional quota of RMB3 million per county shall be granted for those undertaking paired and designated assistance tasks. The base amount shall be determined at 0.01% of the audited consolidated net assets of the previous year, capped at RMB25 million. If 0.01% of such net assets is less than RMB10 million, the base amount shall be RMB10 million.

Aids provided to regions stricken by sudden major emergencies with the amount exceeding the aforementioned total amount shall be reviewed and approved by the Board of Directors, and the resolution shall be adopted by two-thirds or more of the directors.

XI. Issuance of Debt Financing Instruments

i. On the premise that the Company's various risk control indicators meet relevant requirements and that the issuance of debt financing instruments meets the requirements of relevant Laws and Regulations on issuance limit, the Board of Directors is authorized to review and approve the issuance of onshore and offshore debt financing instruments by the Company and its wholly-owned/controlled subsidiaries with the total size of no more than 350% of the Company's latest closing net assets (excluding perpetual subordinated bonds; calculated based

on the total amount of outstanding principal after issuance, including the currently outstanding debt financing size; if issued in a foreign currency, it shall be converted at the central parity rate announced by the People's Bank of China on that issue date).

ii. Within the scope of authorization granted by the Shareholders' Meeting to the Board of Directors, the Board of Directors may approve the annual issuance plan (with prescribed limits) for debt financing instruments (excluding those with warrants or conversion terms). The annual issuance plan is divided into four categories: issuance plan for capital-replenishing subordinated bonds, issuance plan for overseas debt financing instrument, issuance plan for debt financing instrument with financing covenants, and issuance plan for debt financing instrument excluding the aforementioned instruments.

iii. The Board of Directors shall, based on the Company's needs for capital and market conditions and in light of the principle of maximizing the Company's interests, decide on all matters concerning the issuance of debt financing instruments within the limits permitted or approved by regulators, including but not limited to the formation and adjustment of issuance plans of the debt financing instruments, engaging professional service providers for the issuance, and conducting application, listing and ongoing management during the term of instruments.

If relevant Laws and Regulations or regulatory requirements mandate review by the Shareholders' Meeting for the above matters, the relevant approval procedures of the Shareholders' Meeting shall be followed.

XII. Daily Operation, Management and Approval Authority

Save for matters explicitly reserved for decision by the Shareholders' Meeting under the Articles of Association, the Rules of Procedure for the Shareholders' Meeting, the Rules of Procedure for the Board of Directors or this Plan on Authorization, the Board of Directors is authorized to, in compliance with the Laws and Regulations and regulatory requirements and in light of changes in market conditions, the actual status of the Company's equity funds and business development, approve the conduct of all domestic and overseas businesses within the business scope as well as the scale of investment, financing and guarantee business under daily operations (including but not limited to, the investments within the routine business scope of the Company such as proprietary investment, market-making business, entrusted investment business, securities investment arising from sponsoring and underwriting, direct equity investment business, private equity investment fund business and alternative investment, as well as guarantee, customer financing, and borrowing and lending of funds), expense disbursements, expenditures arising from civil cases and the annual staffing plan. The Board of Directors shall also have the authority to effectively manage all types of risks in the course of business operations.

XIII. Miscellaneous

i. If the approval of authorized matters under this Plan on Authorization is otherwise stipulated in relevant Laws and Regulations, normative documents or the provisions of securities regulators and stock exchanges in the places where the Company's shares are listed, such provisions shall prevail.

ii. Unless otherwise specified, authorization by the Shareholders' Meeting to the Board of Directors shall be applied on a consolidated group basis, and matters of the Company and its consolidated subsidiaries falling under the same authorization shall be managed on a consolidated basis.

iii. Except where the Laws and Regulations, the Articles of Association and this Plan on Authorization provide that relevant authorities are reserved for the Board of Directors, the Board of Directors may delegate part of the authorities under this Plan on Authorization to the Company's Management Committee.

iv. In this Plan on Authorization, except that the matters provided in Article X "External Donations" and Article XII "Daily Operation, Management and Approval Authority" shall be approved by more than half of all directors, other matters for authorization shall be approved by two-thirds or more of the directors, unless otherwise required by the Laws and Regulations and regulatory policies.

v. This Plan on Authorization shall be implemented after being reviewed and approved by the Shareholders' Meeting, until the Shareholders' Meeting makes a decision to change or stipulate a new plan on authorization. The Shareholders' Meeting may adjust this Plan on Authorization according to the actual business operation of the Company. In case of any inconsistency between any existing authorization document of the Company and this Plan on Authorization after it takes effect, this Plan on Authorization shall prevail.