
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)

Amendments to the Articles of Association
2021 Work Report of the Board of Directors
2021 Work Report of the Supervisory Committee
2021 Annual Report
2021 Profit Distribution Plan
Re-appointment of the Accounting Firms
2022 Annual Estimation for Daily Related-Party Transactions
Election of Independent Non-Executive Directors
2021 Annual Work Report of Independent Non-Executive Directors
And
Notice of Annual General Meeting

Notice convening the Annual General Meeting of China International Capital Corporation Limited to be held at Function Room 2, 3F, JEN Hotel Beijing, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Thursday, June 23, 2022 at 2:30 p.m. is set out on pages 14 to 17 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 AGM (that is not later than 2:30 p.m. on Wednesday, June 22, 2022 (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 AGM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

May 30, 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF ANNUAL GENERAL MEETING	14
APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION	18
APPENDIX II 2021 WORK REPORT OF THE BOARD OF DIRECTORS	24
APPENDIX III 2021 WORK REPORT OF THE SUPERVISORY COMMITTEE.	33
APPENDIX IV 2022 ANNUAL ESTIMATION FOR DAILY RELATED- PARTY TRANSACTIONS	39
APPENDIX V 2021 ANNUAL WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS	46

DEFINITIONS

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
“AGM” or “Annual General Meeting”	the 2021 annual general meeting of the Company
“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”, “our 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 Hong Kong Stock Exchange (stock code: 03908) and A Shares are listed on the Shanghai Stock Exchange (stock code: 601995)
“CSRC”	China Securities Regulatory Commission
“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

DEFINITIONS

“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
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	the holders of the Shares
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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:

Non-executive Directors:

Mr. Shen Rujun (*Chairman of the Board*)
Mr. Zhu Hailin
Ms. Tan Lixia
Mr. Duan Wenwu

Executive Director:

Mr. Huang Zhaohui (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Liu Li
Mr. Siu Wai Keung
Mr. Ben Shenglin
Mr. Peter Hugh Nolan

**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

May 30, 2022

To the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

On behalf of the Board, I invite you to attend the AGM to be held at Function Room 2, 3F, JEN Hotel Beijing, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Thursday, June 23, 2022 at 2:30 p.m. The notice of the AGM is set out on pages 14 to 17 of this circular.

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

LETTER FROM THE BOARD

II. BUSINESS TO BE CONSIDERED AT THE AGM

One special resolution will be proposed at the AGM to approve: (1) amendments to the Articles of Association.

Ordinary resolutions will be proposed at the AGM to approve: (2) the 2021 work report of the Board of Directors; (3) the 2021 work report of the Supervisory Committee; (4) the 2021 annual report; (5) the 2021 profit distribution plan; (6) the re-appointment of the accounting firms; (7) 2022 annual estimation for daily related-party transactions; (8) the election of Mr. Ng Kong Ping Albert as an independent non-executive Director; and (9) the election of Mr. Lu Zhengfei as an independent non-executive Director.

Pursuant to the requirements of the *Rules of General Meeting of Listed Companies* issued by the CSRC, independent directors of listed companies shall present a work report at the annual general meeting. Accordingly, the matter will be reported at the AGM for Shareholders to hear: (10) 2021 annual work report of independent non-executive Directors.

Special Resolution:

1. Amendments to the Articles of Association

According to the *Guidelines on Corporate Governance of Securities Companies* and other relevant laws and regulations, in order to promote the systematic, standardized and scientific decision-making of operation and management of the Company and further improve the corporate governance structure, taking into account the actual situation of the Company, the Company proposed to amend the Articles of Association to specify the name, composition, responsibilities and rules of procedures of the Management Committee of the Company. Please refer to Appendix I to this circular for the specific amendments to the Articles of Association.

The amendments to the Articles of Association shall come into effect upon the consideration and approval by the AGM.

The Board of Directors proposes at the AGM to approve the amendments to the Articles of Association, and to authorize the Board of Directors to, and the Board of Directors to authorize the Company's chief executive officer and the secretary to the Board of Directors and their authorized persons to, individually or jointly, within the scope of consideration and approval of the AGM, make corresponding adjustments and amendments to the Articles of Association (including but not limited to adjustments and amendments to the wording, sections, terms, conditions of effect and others) based on the changes in relevant laws and regulations and relevant policies, the requirements and recommendations from relevant domestic and overseas government agencies and regulatory authorities, and conduct approval (if necessary), change and filing with the company registration agencies and other relevant government departments upon the approval of the AGM.

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

LETTER FROM THE BOARD

Ordinary Resolutions:

2. 2021 Work Report of the Board of Directors

The 2021 work report of the Board of Directors was considered and approved by the Board and is hereby proposed at the AGM for Shareholders' consideration and approval, details of which are set out in Appendix II to this circular.

3. 2021 Work Report of the Supervisory Committee

The 2021 work report of the Supervisory Committee was considered and approved by the Supervisory Committee and is hereby proposed at the AGM for Shareholders' consideration and approval, details of which are set out in Appendix III to this circular.

4. 2021 Annual Report

The 2021 annual report was considered and approved by the Board and Supervisory Committee and is hereby proposed at the AGM for Shareholders' consideration and approval. The annual report had been published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (www.cicc.com) on April 20, 2022 and dispatched to the Shareholders.

5. 2021 Profit Distribution Plan¹

According to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, other relevant laws and regulations, and the relevant requirements under the Articles of Association, the 2021 profit distribution plan of the Company is proposed as follows:

At the beginning of 2021, the undistributed profits of the parent company amounted to RMB4,696,059,588, adding up the net profits realized by the parent company for 2021 of RMB3,968,723,182, deducting the 2020 dividends to Shareholders in 2021 of RMB868,906,236 distributed and the profits allocated to holders of other equity instruments of RMB386,200,000, and before appropriating the statutory surplus reserves, general risk reserves and trading risk reserves, the profits available for distribution of the parent company at the end of 2021 amounted to RMB7,409,676,534.

¹ Certain amounts and percentage figures included in this resolution have been subject to rounding. Accordingly, the arithmetic sum shown may not be the total of the figures preceding them. Any discrepancies between the arithmetic sum shown and the total of the amounts listed are due to rounding.

LETTER FROM THE BOARD

In accordance with the provisions under the relevant laws and regulations and the Articles of Association, the Company will distribute its net profits for 2021 in the following order:

- (1) RMB396,872,318, or 10% of the net profits of the parent company in 2021, is to be appropriated to the statutory surplus reserves (the accumulated amount of the statutory surplus reserves of the Company will account for 28.8% of the issued Shares of the Company after this contribution);
- (2) RMB403,954,137, or 10% of the net profits, 2.5% of the custodian fee income for mutual funds and 10% of the collective asset management fee income of the parent company in 2021, is to be appropriated to the general risk reserves;
- (3) RMB396,872,318, or 10% of the net profits of the parent company in 2021, is to be appropriated to the trading risk reserves.

The total contribution of the three items above is RMB1,197,698,773.

After deducting the three items above, the profits available for distribution of the Company at the end of 2021 are RMB6,211,977,761.

Taking into account the capital need of the Company's current business and future development as well as the interests of Shareholders, the profit distribution plan of the Company for 2021 is as follows:

The Company will adopt the method of cash dividend to distribute cash dividends to its Shareholders for its 2021 profit distribution. The total proposed cash dividends to be distributed is RMB1,448,177,060.40 (tax inclusive) (the **"2021 Final Dividend"**). In case of any changes in the total number of issued Shares of the Company on the record date to distribute profit, resulting from placing of Shares, Share repurchase or other reasons, the amount of cash dividend per Share will be accordingly adjusted within the total amount of RMB1,448,177,060.40 (tax inclusive). On the basis of the total number of 4,827,256,868 Shares of the Company to date, the cash dividends of RMB3.0 (tax inclusive) per 10 Shares will be distributed.

The cash dividends will be denominated and declared in RMB, and paid in RMB and in HK dollars to holders of A Shares and holders of H Shares, respectively. The actual amounts to be distributed in HK dollars will be converted based on the 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 AGM of the Company.

The above resolution was considered and approved by the Board and Supervisory Committee and is hereby proposed at the AGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

For the purpose of determining the entitlement of holders of H Shares to the 2021 Final Dividend, the H Share register of members of the Company will be closed from Wednesday, June 29, 2022 to Monday, July 4, 2022 (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 Monday, July 4, 2022 are entitled to the 2021 Final Dividend. In order to be entitled to receive the 2021 Final 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 Tuesday, June 28, 2022.

The 2021 Final Dividend, if approved by the Shareholders of the Company at the AGM, is expected to be paid on or around Friday, August 19, 2022 to holders of H Shares whose names appear on the register of members of the Company on Monday, July 4, 2022. With regard to the payment of the 2021 Final Dividend to the holders of A Shares, the Company will announce the specific arrangement for the payment of 2021 Final Dividend to the holders of A Shares separately on the Shanghai Stock Exchange.

6. Re-appointment of the Accounting Firms

The Company has appointed Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the domestic accounting firm and the international accounting firm of the Company in 2021, respectively, responsible for providing the relevant statutory audit, interim review, agreed-upon procedure services and internal control audits services. The detailed arrangements of the Company's relevant works for 2022 are as follows:

- (1) The Company is to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the domestic accounting firm and the international accounting firm for 2022, respectively, responsible for providing the relevant statutory financial statements audit, interim financial statements review and agreed-upon procedure services of quarterly financial statements to the Company, and to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the internal control audit institution of the Company in 2022. The term of both re-appointments shall be one year, and the total fees for the auditing of the statutory financial statements, the reviewing of the interim financial statements and performing the agreed-upon procedures over quarterly financial statements for 2022 shall not exceed RMB7,200,000 (tax inclusive), and the fees for the auditing of internal control shall not exceed RMB1,550,000 (tax inclusive).

LETTER FROM THE BOARD

- (2) It is proposed that the AGM authorize the Board of Directors to adjust and determine the specific fees based on the actual situation, should the cap of the fees mentioned in this resolution be exceeded as a result of modification of the scope and content of the auditing of the statutory financial statements, the reviewing of the interim financial statements, performing the agreed-upon procedures services over quarterly financial statements and internal control audits.

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

7. 2022 Annual Estimation for Daily Related-party Transactions

The Company has been approved by the CSRC to engage in securities business, carry out securities and other financial products trading and intermediary services, and the counterparties and clients of the Company are extensive and uncertain, which may include related-parties of the Company. According to *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* (the “**SSE Listing Rules**”) and the *Policy on Management of Related Party Transactions of China International Capital Corporation Limited* and relevant regulations, in order to further improve the management of related-party transactions and information disclosure of the Company, and in combination of the Company's need of daily operation and business development, the Company estimated the 2022 annual daily related-party transactions under SSE Listing Rules. For details of the 2022 annual estimation for daily related-party transactions, please see Appendix IV to this circular.

If the relevant related-party transactions constitute discloseable transactions under Chapter 14 or connected transactions under Chapter 14A of the Listing Rules, the Company will carry out separate disclosure and/or approval procedures (if applicable) in accordance with the requirements of the Listing Rules.

The above resolution was considered and approved by the Board. Ms. Tan Lixia and Mr. Duan Wenwu have abstained from voting on this resolution as related Directors, and the resolution is hereby proposed at the AGM for Shareholders' consideration and approval.

8. Election of Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei as Independent Non-executive Directors

Reference is made to the Company's announcement dated March 30, 2022 in relation to the proposed change of independent non-executive Directors. According to the *Guidelines on Corporate Governance of Securities Companies*, the *Rules for Independent Directors of Listed Companies* and other laws and regulations, as well as the relevant provisions of the Articles of Association, Mr. Siu Wai Keung and Mr. Ben Shenglin, the independent non-executive Directors of the Company, had served in the Company for six

LETTER FROM THE BOARD

consecutive years and will resign from the office of independent non-executive Directors of the Company, and their resignations will take effect from the date on which the new independent non-executive Directors elected by the shareholders' general meeting of the Company formally assume their duties. Prior to that, Mr. Siu Wai Keung and Mr. Ben Shenglin will continue to perform their duties as independent non-executive Directors. Mr. Siu Wai Keung and Mr. Ben Shenglin have confirmed that they have no disagreement with the Board and there is no other matter relating to their resignations that needs to be brought to the attention of the Shareholders, creditors of the Company or Hong Kong Stock Exchange.

Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei were nominated by the Board as candidates of the independent non-executive Directors of the Second Session of the Board of the Company. Their terms of office shall take effect from the date of approval of the appointments by the AGM until the date of expiration of the term of office of the Second Session of the Board of the Company, and they will be eligible for re-election then.

The biography of Mr. Ng Kong Ping Albert is as follows:

Mr. Ng Kong Ping Albert (吳港平), born in September 1957, 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 Mainland China. 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 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, and 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. Mr. Ng currently serves as the president 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 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 and a council member of the Education Foundation of The Chinese University of Hong Kong, Shenzhen. 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.

LETTER FROM THE BOARD

The biography of Mr. Lu Zhengfei is as follows:

Mr. Lu Zhengfei (陸正飛), born in November 1963, 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)), an independent director of Xinjiang Tianshan Cement Company Limited (a company listed on the Shenzhen Stock Exchange (Stock Code: 000877)) and an independent supervisor of PICC Property and Casualty Company Limited (a company listed on the Hong Kong Stock Exchange (Stock Code: 02328)). 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 and an independent director of China Nuclear Engineering & Construction Corporation Limited (a company listed on the Shanghai Stock Exchange (Stock Code: 601611)) from November 2018 to November 2019. 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.

Each of Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. The nominations of Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei were reviewed and proposed by the Nomination and Corporate Governance Committee of the Board in accordance with the requirements of the Articles of Association, and were considered and approved by the Board and submitted to the shareholders' general meeting for election and determination. Taking into account the confirmations of independence undertaken by Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei 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 and Mr. Lu Zhengfei as the independent non-executive Directors of the Company. Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei have expertise in areas including economics, finance, management, etc., as well as other work experience required to perform the duties of independent non-executive Directors. Serving as the independent non-executive Directors of the Company, Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei 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.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei confirmed that (i) they have 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) they do not have any other relationship with any Directors, Supervisors, senior management, controlling Shareholder or substantial Shareholders of the Company; and (iii) they do 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). Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei also confirmed that 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 of the Company.

Upon the approval of the appointments of Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei by the shareholders' general meeting, the Company will enter into service contracts with them respectively. Mr. Ng Kong Ping Albert and Mr. Lu Zhengfei shall receive Director's fees (i.e. 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) and meeting fees in accordance with the Directors' remuneration package approved by the shareholders' general meeting of the Company, and the expenses arising from attending the Board meetings, the shareholders' general meetings of the Company and relevant performance of their duties as Directors shall be borne by the Company.

The above resolutions were considered and approved by the Board and are hereby proposed at the AGM for Shareholders' consideration and approval.

To Hear the Following Report:

9. 2021 Annual Work Report of Independent Non-Executive Directors

According to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China* and the *Rules of Independent Director of Listed Companies*, and other laws and regulations, as well as the Articles of Association, the independent non-executive Directors of the Company are able to faithfully perform their duties as independent non-executive Directors during their tenure, prudently exercise the authorities conferred by the Company and Shareholders, actively attend the shareholders' general meetings and meetings of the Board of Directors, express objective and fair independent opinions on relevant material matters, give full play to the role of independent non-executive Directors, effectively safeguard the legitimate interests of all Shareholders, especially minority Shareholders, and actively promote the standardized operation of the Company.

LETTER FROM THE BOARD

The Company has summarized the work of the independent non-executive Directors in 2021 and the 2021 annual work report of independent non-executive Directors was considered and approved by the Board and is hereby proposed at the AGM for Shareholders' review, but no resolution thereof is required to be made at the AGM, details of which are set out in Appendix V to this circular.

III. THE AGM

The form of proxy of the AGM is enclosed herewith.

If you intend to appoint a proxy to attend the AGM, 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 AGM (that is not later than 2:30 p.m. on Wednesday, June 22, 2022 (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 AGM or any adjournment thereof if you so wish, but in such event the form of proxy shall be deemed to be revoked.

In order to cooperate with the prevention and control of the COVID-19 pandemic, maintain the health and safety of Shareholders attending the AGM, reduce personnel gathering and risk of public health and personal infection, the Company recommends that holders of H Shares attend the AGM by completing the proxy forms to designate the chairman of the AGM to vote on their behalf if they plan to attend the AGM.

The venue, method, registration and other arrangements of the AGM might be further adjusted taking into consideration of the COVID-19 pandemic and the Company would disclose separate announcement thereof.

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 AGM will exercise his power under the Articles of Association to demand a poll for all resolutions proposed at the AGM.

According to Rule 2.15 of the Listing Rules, where a transaction or arrangement is subject to shareholders' approval, any shareholder that has a material interest in the transaction or arrangement shall abstain from voting on the resolution(s) approving the transaction or arrangement at the general meeting. Ordinary resolution 7 listed above shall be voted by the Shareholders who do not have any interest in such resolution. Related legal persons controlled by Director Tan Lixia, or in which she serves as a director or senior management shall abstain from voting on the resolution 7.01, if they are Shareholders of the Company; related legal persons controlled by Director Duan Wenwu, or in which he serves as a director or senior management shall abstain from voting on the resolution 7.02, if they are Shareholders of the

LETTER FROM THE BOARD

Company; other related legal persons or other organizations of the Company shall abstain from voting on the resolution 7.03, if they are Shareholders of the Company; other related natural persons of the Company shall abstain from voting on the resolution 7.04, if they are Shareholders of the Company.

V. RECOMMENDATION

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

Yours faithfully,

By order of the Board

China International Capital Corporation Limited

Secretary to the Board

Sun Nan

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China International Capital Corporation Limited (the “Company”) will be held at Function Room 2, 3F, JEN Hotel Beijing, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC on Thursday, June 23, 2022 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 May 30, 2022, which contains details of the following resolutions.

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association;

ORDINARY RESOLUTIONS

2. To consider and approve the 2021 work report of the Board of Directors;
3. To consider and approve the 2021 work report of the Supervisory Committee;
4. To consider and approve the 2021 annual report;
5. To consider and approve the 2021 profit distribution plan;
6. To consider and approve the re-appointment of the accounting firms;

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the 2022 annual estimation for daily related-party transactions;
 - 7.01 Estimated related-party transactions with legal persons controlled by Director Tan Lixia, or in which she serves as a director or senior management;
 - 7.02 Estimated related-party transactions with legal persons controlled by Director Duan Wenwu, or in which he serves as a director or senior management;
 - 7.03 Estimated related-party transactions with other related legal persons or other organizations;
 - 7.04 Estimated related-party transactions with other related natural persons;
8. To consider and approve the election of Mr. Ng Kong Ping Albert as an independent non-executive Director;
9. To consider and approve the election of Mr. Lu Zhengfei as an independent non-executive Director;

AS REPORTING MATTER

10. To hear the 2021 annual work report of independent non-executive Directors.

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

Beijing, the PRC
May 30, 2022

As at the date of this notice, the Executive Director of the Company is Mr. Huang Zhaohui; the Non-executive Directors are Mr. Shen Rujun, Mr. Zhu Hailin, Ms. Tan Lixia and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin and Mr. Peter Hugh Nolan.

NOTICE OF ANNUAL GENERAL MEETING

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 AGM will be voted by poll. 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 AGM.
2. Any Shareholder entitled to attend and vote at the AGM 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 AGM (that is not later than 2:30 p.m. on Wednesday, June 22, 2022 (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 AGM 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 AGM, from Friday, June 17, 2022 to Thursday, June 23, 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, 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, June 16, 2022. The holders of H Shares whose names appear on the H Share register of members of the Company on Thursday, June 23, 2022 are entitled to attend and vote at the AGM.
5. The Company proposed to adopt the method of cash dividend to distribute cash dividends to its Shareholders for its 2021 profit distribution. The total proposed cash dividend to be distributed is RMB1,448,177,060.40 (tax inclusive) (the "2021 Final Dividend"). In case of any changes in the total number of issued Shares of the Company on the record date to distribute profit (Monday, July 4, 2022) resulting from placing of Shares, Share repurchase or other reasons, the amount of cash dividend per Share will be adjusted accordingly, within the total amount of RMB1,448,177,060.40 (tax inclusive). On the basis of the total number of 4,827,256,868 Shares issued to date, the cash dividends of RMB3.0 (tax inclusive) per 10 Shares will be distributed.

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 the 2021 Final Dividend, from Wednesday, June 29, 2022 to Monday, July 4, 2022 (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 Monday, July 4, 2022 are entitled to the 2021 Final Dividend. In order to be entitled to receive the 2021 Final 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 Tuesday, June 28, 2022.

The 2021 Final Dividend, if approved by the Shareholders of the Company at the AGM, is expected to be paid on or around Friday, August 19, 2022 to qualified Shareholders.

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 AGM in respect of such Shares.
7. Shareholder or his/her proxy shall produce proof of identity when attending the AGM:
 - (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.

NOTICE OF ANNUAL GENERAL MEETING

8. The AGM 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.
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)

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COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED¹

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
	Chapter 1 General Provisions	Chapter 1 General Provisions	
1.	<p>Article 10 The Articles of Association shall become effective from the trading date of the initial public offering of domestic listed shares of the Company. The original Articles of Association of the Company shall automatically cease to have effect from the date on which this Articles of Association takes effect.</p> <p>The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and each shareholder and among the shareholders. The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors and members of senior management (the “Senior Management”). All aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with the Articles of Association.</p> <p>Senior Management refers to the Company’s chief executive officer (“CEO”), deputy CEO (if applicable), chief operating officer (“COO”), chief financial officer (“CFO”), chief risk officer (“CRO”), chief compliance officer (“CCO”), secretary of the board of directors, chief information officer (“CIO”) and other personnel holding important positions who are appointed by the board of directors.</p>	<p>Article 10 The Articles of Association shall become effective from the trading date of the initial public offering of domestic listed shares of the Company. The original Articles of Association of the Company shall automatically cease to have effect from the date on which this Articles of Association takes effect.</p> <p>The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and each shareholder and among the shareholders. The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors and members of senior management (the “Senior Management”). All aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with the Articles of Association.</p> <p>Senior Management refers to the Company’s chief executive officer (“CEO”), deputy CEO (if applicable), chief operating officer (“COO”), chief financial officer (“CFO”), <u>members of the Management Committee</u>, chief risk officer (“CRO”), chief compliance officer (“CCO”), secretary of the board of directors, chief information officer (“CIO”) and other personnel holding important positions who are appointed by the board of directors.</p>	<p>The Company establishes the Management Committee to assist the Chief Executive Officer in the exercise of his management responsibilities and members of the Management Committee shall be senior management of the Company. This Article is amended accordingly.</p>

¹ As a result of the addition and deletion of articles, the serial numbers of the relevant articles and cross-references in the Articles of Association have been adjusted accordingly and are not separately stated.

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
	<p>In accordance with the Articles of Association, shareholders may sue other shareholders, shareholders may sue directors, supervisors and Senior Management of the Company, shareholders may sue the Company, and the Company may sue the shareholders, directors, supervisors and Senior Management.</p> <p>For the purpose of the foregoing paragraph, “sue” includes the initiation of proceedings in a court and the application for arbitration to an arbitration institution.</p>	<p>In accordance with the Articles of Association, shareholders may sue other shareholders, shareholders may sue directors, supervisors and Senior Management of the Company, shareholders may sue the Company, and the Company may sue the shareholders, directors, supervisors and Senior Management.</p> <p>For the purpose of the foregoing paragraph, “sue” includes the initiation of proceedings in a court and the application for arbitration to an arbitration institution.</p>	
	Chapter 5 Directors and Board of Directors	Chapter 5 Directors and Board of Directors	
	Section 3 Board of Directors	Section 3 Board of Directors	
2.	<p>Article 149 The board of directors shall exercise the following functions and powers:</p> <p>(I) convening the shareholders’ general meeting and reporting its work thereto;</p> <p>(II) implementing resolutions adopted at the shareholders’ general meeting;</p> <p>(III) deciding the business plans and investment programs of the Company;</p> <p>(IV) formulating the annual financial budget plan and final accounting plan of the Company;</p> <p>(V) formulating profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) formulating plans for increasing or reducing the registered capital of the Company, for bond issuance or other securities, and for public offering;</p>	<p>Article 149 The board of directors shall exercise the following functions and powers:</p> <p>(I) convening the shareholders’ general meeting and reporting its work thereto;</p> <p>(II) implementing resolutions adopted at the shareholders’ general meeting;</p> <p>(III) deciding the business plans and investment programs of the Company;</p> <p>(IV) formulating the annual financial budget plan and final accounting plan of the Company;</p> <p>(V) formulating profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) formulating plans for increasing or reducing the registered capital of the Company, for bond issuance or other securities, and for public offering;</p>	<p>Members of the Management Committee shall be the senior management of the Company and this Article is amended accordingly.</p>

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
	(VII) formulating plans for the Company's buy-back of its shares;	(VII) formulating plans for the Company's buy-back of its shares;	
	(VIII) formulating plans for merger, division, dissolution or change of company form;	(VIII) formulating plans for merger, division, dissolution or change of company form;	
	(IX) making decisions on the establishment of the Company's internal management bodies;	(IX) making decisions on the establishment of the Company's internal management bodies;	
	(X) appointing or dismissing the Company's CEO, secretary of the board of directors, CCO and other members of Senior Management; and deciding on matters concerning the remuneration of the above persons;	(X) appointing or dismissing the Company's CEO, <u>members of the Management Committee</u> , secretary of the board of directors, CCO and other members of Senior Management; and deciding on matters concerning the remuneration of the above persons;	
	(XI) formulating the basic management system of the Company;	(XI) formulating the basic management system of the Company;	
	(XII) formulating the plan for amendment to the Articles of Association;	(XII) formulating the plan for amendment to the Articles of Association;	
	(XIII) considering and approving the Company's material external guarantees, investments, acquisitions and disposals of assets, pledge of assets, entrusted financial management, related-party transactions, etc. under the laws, regulations, securities regulatory rules in the places where the Company's shares are listed or the authorization of the shareholders' general meeting;	(XIII) considering and approving the Company's material external guarantees, investments, acquisitions and disposals of assets, pledge of assets, entrusted financial management, related-party transactions, etc. under the laws, regulations, securities regulatory rules in the places where the Company's shares are listed or the authorization of the shareholders' general meeting;	
	(XIV) proposing at the shareholders' general meetings for appointment or replacement of an accountancy firm to conduct an audit for the Company;	(XIV) proposing at the shareholders' general meetings for appointment or replacement of an accountancy firm to conduct an audit for the Company;	
	(XV) managing matters relating to information disclosure;	(XV) managing matters relating to information disclosure;	

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
	<p>(XVI) listening to the work report of the CEO of the Company and examining the work thereof;</p> <p>(XVII) considering the IT management objectives of the Company and taking responsibility for the effectiveness of IT management; considering IT strategy to ensure its consistency with the development strategy, risk management strategy and capital strength of the Company; establishing IT manpower and capital guarantee plan; and assessing the overall effect and effectiveness of annual IT management;</p> <p>(XVIII) other material matters excluding matters required to be adopted at the Company's shareholders' general meeting as prescribed by the Relevant Laws and Regulations or the Articles of Association;</p> <p>(XIX) other functions and powers prescribed by the relevant laws, regulations, securities regulatory rules in the place where the Company's shares are listed or the Articles of Association, and authorized by the shareholders' general meeting.</p> <p>Other than matters specified in items (VI), (VII), (VIII) and (XII) of the Articles of Association which shall be passed by two-thirds or more of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of all the directors.</p>	<p>(XVI) listening to the work report of the CEO of the Company and examining the work thereof;</p> <p>(XVII) considering the IT management objectives of the Company and taking responsibility for the effectiveness of IT management; considering IT strategy to ensure its consistency with the development strategy, risk management strategy and capital strength of the Company; establishing IT manpower and capital guarantee plan; and assessing the overall effect and effectiveness of annual IT management;</p> <p>(XVIII) other material matters excluding matters required to be adopted at the Company's shareholders' general meeting as prescribed by the Relevant Laws and Regulations or the Articles of Association;</p> <p>(XIX) other functions and powers prescribed by the relevant laws, regulations, securities regulatory rules in the place where the Company's shares are listed or the Articles of Association, and authorized by the shareholders' general meeting.</p> <p>Other than matters specified in items (VI), (VII), (VIII) and (XII) of the Articles of Association which shall be passed by two-thirds or more of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of all the directors.</p>	

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
	Chapter 6 The Company's Business Management Organization	Chapter 6 The Company's Business Management Organization	
	Not applicable (new section name on the right)	Section 1 Chief Executive Officer and Other Senior Management (Articles 177 to 184 of the original Articles of Association)	
3.	<p>Article 178 The Senior Management shall obtain the qualification required for senior management in securities companies.</p> <p>The employment of the Senior Management shall be null and void if it violates the provisions of this article.</p> <p>Any person who holds administrative positions other than directors and supervisors in the Company's corporate controlling shareholder shall not serve as Senior Management of the Company.</p>	<p>Article 178 The Senior Management shall obtain the qualification required for senior management in securities companies. The Senior Management shall fulfill the conditions stipulated by laws and regulations and required by the securities regulatory authorities of the State Council.</p> <p>The employment of the Senior Management shall be null and void if it violates the provisions of this article.</p> <p>Any person who holds administrative positions other than directors and supervisors in the Company's corporate controlling shareholder shall not serve as Senior Management of the Company.</p>	Amended in accordance with Article 124 of the <i>Securities Law (2019 Revision)</i> and Article 54 of the <i>Guidelines on Corporate Governance of Securities Companies</i> .
	Not applicable (new section on the right)	Section 2 The Management Committee	
4.	Not applicable (new article on the right)	<p>Article 185 The Company shall establish the Management Committee consisting of the CEO, COO, CFO and other personnel determined upon the approval of the Board of Directors. The CEO serves as the chairman of the Management Committee. The duties of the Management Committee are to assist the CEO to exercise the powers and functions of operation and management as authorized by the Board of Directors and the CEO.</p>	This new article is added to provide for the name, composition and duties of the Management Committee.

No.	Pre-amendment Articles	Amended Articles	Amendment Basis
5.	Not applicable (new article on the right)	<p><u>Article 186 Meetings of the Management Committee shall be held with the presence of more than half of its members, and shall be convened and chaired by the chairman of the Management Committee. If the chairman of the Management Committee is unable to perform the duty due to any exceptional cause, any other member of the Management Committee designated by the chairman of the Management Committee shall convene and preside over such meeting.</u></p> <p><u>Meetings of the Management Committee shall collectively discuss matters on its agenda; resolutions shall be made by the chairman of the Management Committee after topics are fully discussed and opinions of the members of the Management Committee are sufficiently heard. Meetings of the Management Committee shall not adopt the resolution which fails to obtain approvals by more than half of members of the Management Committee. The chairman of the Management Committee shall have one veto right but shall not veto a motion that has already been vetoed by the Management Committee.</u></p>	This new article is added to provide for the rules of procedures of the Management Committee.
6.	Not applicable (new article on the right)	<p><u>Article 187 The Management Committee shall formulate the relevant rules and submit them to the Board of Directors for approval before implementation. The rules of the Management Committee shall include its specific composition, responsibilities and rules of procedures, etc.</u></p>	This new article is added to provide for the Rules of the Management Committee.

**2021 WORK REPORT OF THE BOARD OF DIRECTORS
OF CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED**

Dear Shareholders,

Pursuant to the relevant requirements of laws, regulations and the Articles of Association (the “**Articles of Association**”) of China International Capital Corporation Limited (the “**Company**” or “**CICC**”, along with its subsidiaries, the “**Group**”), the work performed by the board of directors (the “**Board**”) of the Company in 2021 and the work arrangements of the Board for 2022 are hereby reported as follows:

In 2021, as the global pandemic continued to evolve, China’s economy has recovered significantly. With the further implementation of the financial supply side reform and the accelerated opening up and expansion of the capital market, the securities industry has faced a period of strategic development opportunities. CICC has seized the opportunities in the industry tightly and implemented the medium- and long-term strategies, done well in both pandemic control and business management. By focusing on serving the national strategies and implementing the development initiatives, dedicating to the “Two Bases and Six Pillars”, the Company has continuously improved operating efficiency and achieved sound returns for the shareholders. As at the end of 2021, the total assets of the Group amounted to RMB649,795 million, representing a year-on-year increase of 24.57%; the net assets^{Note} amounted to RMB84,422 million, representing a year-on-year increase of 17.85%. The Group realized operating revenue of RMB30,131 million, representing a year-on-year increase of 27.35%; and net profits^{Note} of RMB10,778 million, representing a year-on-year increase of 49.54%. The weighted average return on net assets was 14.64%.

I. Major Work of the Board in 2021

During 2021, the Board convened 2 shareholders’ general meetings, at which 12 matters were considered or discussed; and convened 12 Board meetings, at which 50 matters were considered and discussed. Among the Board Committees, the Strategy Committee convened 2 meetings, and considered and discussed 2 matters; the Remuneration Committee convened 2 meetings, and considered and discussed 2 matters; the Nomination and Corporate Governance Committee convened 3 meetings, and considered and discussed 5 matters; the Audit Committee convened 5 meetings, and considered and discussed 22 matters; the Risk Management Committee convened 5 meetings, and considered and discussed 12 matters; the Related-Party Transaction Control Committee convened 3 meetings, and considered and discussed 5 matters.

^{Note} Net assets refer to the total equity attributable to shareholders of the parent company. Net profit is the net profit attributable to the shareholders of the parent company.

During the year, the major focuses of the Board were as follows:

1. Considered and Adopted the Medium- and Long-Term Strategy of the Company, Serving the National Strategies Sustainably

The Board paid close attention to the overall situation of the development of the nation and focused on serving the national strategies sustainably. Under the leadership of the Board, the Company optimized the guiding ideology and strategic objectives in accordance with strategic development requirements including the major decisions and arrangements of the nation and the “14th Five-Year Plan” and formulated the 2021-2025 Strategic Plan and 2030 Long-Term Objectives of China International Capital Corporation Limited, which has already been considered and approved by the Board and the Strategy Committee, and promoted the combination of implementing the Company’s strategies and the national development strategies.

2. Amended the Articles of Association and Other Internal Management Rules, Completed the Election of Non-Executive Director and Appointment of Senior Management Successfully, Further Improved the Corporate Governance Structure of the Company

The Board recognizes that good corporate governance is vital to the long-term development of the Company, and is committed to continuously optimizing corporate governance and improving the open and transparent governance structure with checks and balances. In 2021, in order to ensure that the Company’s internal policies comply with the latest requirements of laws and regulations and reflect the actual situation of the Company, the Company has amended the Articles of Association under the leadership of the Board, which adjusted the business scope and added the Board’s responsibilities of IT management. The Company also amended the *Rules of Procedures of the Meeting of Board of Directors*, the *Plan on Authorization of the Shareholders’ General Meeting to the Board of Directors* and the *Plan on Authorization of the Board of Directors to the Management Committee*, which have taken effect upon the consideration and approval by the shareholders’ general meeting, which further clarified the review procedures of the shareholders’ general meeting, the Board, and the management, making sure major operation and management plan is scientific, reasonable and that the decision-making procedure is legitimate. In addition, the Company completed the election of non-executive director and appointment of senior management in 2021, electing Mr. Zhu Hailin as the non-executive director, appointing Mr. Zhang Kejun as a member of the Management Committee, Mr. Cheng Long as the Chief Information Officer, and Mr. Zhou Jiaxing as the Chief Compliance Officer, to further improve the corporate governance structure of the Company.

3. Completed the Overall Integration of Wealth Management; Focused on Business Integrating, Transformation and Innovation

In 2021, the Board considered and adopted the proposal regarding further integration of relevant business between the Company and China CICC Wealth Management Securities Company Limited (a wholly owned subsidiary of CICC, “CICC Wealth Management”).

Following the constant guidance and support of the Board, the businesses of the Company and CICC Wealth Management were fully integrated. The Company will steadily promote and deepen the “1+1>2” integration effect by continuously improving the core competitiveness of wealth management business, and continue to promote high-quality development of wealth management business.

4. Implemented the Information Technology Strategy and Promoted Digital Transformation

The Board attaches great importance to the Company’s IT system construction and implementation of the IT strategy, and the Board assesses the Company’s information technology management work annually. In 2021, the Board considered and approved the 2020 IT Efficiency and Effect Assessment Report of CICC, and heard the relevant reports including report on digital transformation.

In 2021, the Company formulated the 14th Five-Year Plan on information technology, adhering to the principle of “technology-driven, industry-technology integration, innovation-led, and risk controllable”, continuously improved the level of “online, digital, intelligent and platform-based” from three dimensions of “promoting technology-enabled business, enhancing technology core capabilities and optimizing technology service mechanism”. The digital transformation has achieved phased results, and the overall online rate of multiple departments has increased to more than 70%. The Company successfully completed the system integration and migration with CICC Wealth Management, which enabled the application of more than 30 digital projects, significantly improving the business development. The middle and back-end offices make good use of automation technology to improve the operational efficiency greatly. In terms of internationalization, the first over-the-counter business platform in China has been independently developed, which supports multiple markets both at home and abroad and comprehensive trading models, integrating into the global trading ecosystem. The core capabilities of fintech have been greatly improved. Six major platforms including enterprise-level technology platform and data platform with automation, controllability and first-class technology have been built, and the unified management and monitoring of global infrastructure have been achieved. The structure of information technology organization has been further improved, a federal structure has been established, and the degree of integration between business and technology has been significantly improved.

5. Continuously Enhanced Risk Management System Adhering to the Requirements of “Full Coverage, Penetration and Consistency” and Constant Compliance Operation

The Company believes that risk management creates value. The risk management of the Company aims to effectively allocate risk-based capital, limit risks to a controllable level, maximize the corporate value and constantly solidify the foundation for steady and sustainable development of the Company. In 2021, confronted with the complicated challenges in the market, the Company adhered to the risk management and control requirements of “full coverage, penetration and consistency”, continuously consolidated the vertical risk management system covering its subsidiaries and branches, promoted the culture of risk

management, reasonably managed the business plan and risk appetite, dynamically updated risk management mechanism and processes from a forward-looking angle, and improved risk management and control of the same business and the same customer, constantly pushed forward the establishment of IT system of risk management, improved the utilization of IT system to strengthen the risk management and control, and continuously improved the extent of precision and automation in order to reduce risks in existing businesses, control risks emerging from new businesses as well as ensure timely report, respond and resolution of risks. The Board attaches great importance to the comprehensive risk management work, heard the report from the Chief Risk Officer at periodic meetings, and gave guidance and requirements regarding key matters. In 2021, to adapt to the market conditions, industry developments and the new requirements on risk management by the regulators, the Board considered and adopted the *Reputational Risk Management Policy of CICC*. Moreover, the Board considered and approved the *2020 Annual Risk Assessment Report of CICC* and heard the *2021 Interim Risk Assessment Report of CICC*.

The Board attaches great importance to compliance management and performs the duties of compliance management, in order to ensure the Company strictly control business risks and safeguard the bottom line of compliance. In 2021, the Board considered and adopted the *2020 Annual Compliance Report of CICC* and heard the *2021 Interim Compliance Management Report of CICC* to acquire the detailed knowledge of compliance management of the Company. The Board discussed and made recommendations on relevant key matters of compliance management. The Company formulated the *Protection of Investors Rights and Interests Policy of CICC* under the leadership of the Board, fulfilled the regulatory requirements of the industry, improved the investors protection mechanism, and established and promoted the relevant system and process. During 2021, no major compliance event or compliance risk occurred in the Company and sound operation of the Company was maintained. The Company was granted a Class-A supervision rating by the China Securities Regulatory Commission (the “CSRC”) for fourteen consecutive years since the CSRC adopted the classification and supervision rating framework for securities companies in 2007, and the Company was granted Level-AA of Class-A supervision rating in 2021.

6. Improved the Internal Control System to Ensure Effective Implementation and Achievement of Internal Control Objectives

In accordance with the requirements of the Basic Norms of Internal Control for Enterprises (《企業內部控制基本規範》) and the provisions of its supporting guidelines and other regulatory requirements for the internal control, all departments conducted a self-assessment of the Group led by the management of the Company in respect of the effectiveness of the design and implementation of internal control as of December 31, 2021, which was submitted to the Board for consideration. In relation to this, CICC Wealth Management set up a leading group and a work group led by the management of CICC Wealth Management to conduct the self-assessment. The risk advisory team of KPMG was engaged to check the result of self-assessment and the management of CICC Wealth Management issued a self-assessment opinion based on the KPMG testing results. The scope of the internal control assessment included the design and implementation of internal control of the Company and its subsidiaries,

using the risk orientation principles to identify the major companies, businesses and matters, and high-risk areas that need to be assessed, covering investment banking, FICC, wealth management, equities, asset management, private equity investment funds, research, financial management, treasury management, compliance management, human resources management, information technology management and other main middle and back-end office support functions. Particular attention was paid to critical control points with a higher risk, and new control points emerging in the launch of new products and businesses of all departments and business lines. The assessment centered on internal environment, risk assessment, internal control activities, information and communication, internal supervision and other factors. During 2021, the Company established an internal control system for businesses and matters covered by the assessment and effectively implemented the system, hence achieving the Company's internal control objectives. No material or significant deficiencies were noted in the system.

The Internal Audit Department carried out an independent assessment of the Company's internal control situation as of December 31, 2021. During the assessment, the internal audit department engaged necessary procedures including inquiry, observation, and inspection, taking the actual business situation into account. Based on the internal audit department's understanding, testing, and assessment of the internal control procedures, as of December 31, 2021, the Company has established a sound internal control system in all important aspects and effectively implemented the system, hence achieving the internal control objectives. No material or significant deficiencies were noted in the Company's internal control.

The Company appointed Deloitte Touche Tohmatsu Certified Public Accountants LLP (the “**Deloitte**”) to carry out testing on the design and implementation of the internal control of the Company as of December 31, 2021, in accordance with the relevant provisions of China's Auditing Standards for the PRC Certified Public Accountants, and issued the Examination Report on Internal Control of China International Capital Corporation Limited, in which Deloitte considered that the Company maintained the effective execution of internal control in all material aspects under the requirements of the Basic Norms of Internal Control for Enterprises as of December 31, 2021.

7. Dully Performed Information Disclosure Obligations, Enhanced the Company's Related-Party Transaction Management and Protected the Legitimate Interests of Investors

In 2021, in strict compliance with the requirements of domestic and foreign laws and regulations, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* (together, the “**Listing Rules**”), the Articles of Association and the *Policy on Information Disclosure Management of China International Capital Corporation Limited*, the Company carried out the work of information disclosure and made true, accurate, legal and timely disclosure of information without any false representations, misleading statements or material omissions, to ensure that investors were able to receive the disclosed information fairly, timely and effectively. In 2021, the Company disclosed a total of 173 documents on the website of The

Stock Exchange of Hong Kong Limited, and a total of 87 documents on the website of the Shanghai Stock Exchange, the contents of which include but are not limited to regular reports, interim announcements, circulars and corporate governance documents, and such information disclosures were in compliance with legal and regulatory requirements.

In 2021, the Company managed related-party transactions in strict compliance with the Listing Rules, the Articles of Association and *Policy on Management of Related-Party Transactions of China International Capital Corporation Limited*, to ensure that the Company's related-party transactions were fair and reasonable, and in the best interests of the Company and shareholders as a whole.

8. Attached Importance to Safeguarding the Rights and Interests of Investors, Endeavored to Provide Comprehensive and Effective Investor Relation Services

Our Company emphasizes on the importance of protecting the interests of investors and endeavors to provide comprehensive and effective investor relations services. The Company has actively performed its duties of a listed company. The Company has established an investor relations service and management system, formed an investor relations service team led by the Secretary to the Board, set up a hotline and mail box for investor relations services and an investor relations sector on the official website of the Company, to ensure the true, effective and timely communication of corporate information with investors, endeavoring to safeguard the interests of shareholders and their rights to information.

In 2021, our Company positively received visits from domestic and overseas institutional investors and analysts, organized various forms of investor and analyst exchanges, communicated with more than 236 investors and analysts, attended more than 108 one-to-one/group telephone/video conferences with investors and analysts, effectively enhancing the investors' understanding of the Group's strategic roadmap and growth prospects.

On May 18, 2021, the Company held the 2020 Annual General Meeting; on September 28, 2021, the Company held the 2021 First Extraordinary General Meeting, during which directors, supervisors and management of our Company attended and answered questions from investors. Along with the disclosure of annual results, the Company held the 2020 annual results presentation and the press conference through webcast in Beijing and Hong Kong, attracting nearly 200 investors and research analysts, with more than 4,300 media reports subsequent to the conference and over 57,000 views of our HTML5-Version Annual Report via the WeChat. After the annual results presentation, the management conducted an online roadshow to have deeper communication with institutional investors about the Company's strategy and business performance.

9. Convention of Shareholders' General Meetings and Full Implementation of its Resolution

The Board diligently performed the duties as the convener for shareholders' general meetings in accordance with the relevant requirements of laws, regulations and the Articles of Association. Two shareholders' general meetings were convened in 2021, where 11 resolutions

were considered and approved and 1 report was heard. The Board actively and effectively organized and implemented the resolutions of the shareholders' general meeting, successfully completing the election of the director, amendments to the Articles of Association and other relevant internal policies, profit distribution, re-appointment of the accounting firms, annual estimation of related-party transactions, etc.

10. Implemented the New Development Philosophy, Discharged Social Responsibility, and Created Shared Value of Society Through High-quality Development

The Board of Directors attaches great importance to and encourages the Company to follow the guidance of serving the national development strategy, implements new development philosophies, and actively fulfills corporate social responsibility. In 2021, CICC continued to adhere to the concept of “By the People and For the Nation”, implemented the decisions and arrangements of the nation regarding the effective connection between the achievements of poverty alleviation and the rural revitalization, actively supported the social welfare undertakings and carried out voluntary services. In 2021, the Group donated more than RMB40 million to support public welfare and poverty alleviation programs through the Company and CICC Charity Foundation.

In terms of pair-up programs, to consolidate the achievements of poverty alleviation and assist the rural revitalization, the Company has deepened the assistance in finance, people's livelihood, education, party building and consumption for Huining (Gansu Province) and 4 counties the Company has paired up with including Guzhang (Hunan Province), Yuexi (Anhui Province), Kaizhou (Chongqing) and Fengjie (Chongqing). In terms of public welfare, the projects that the Company continuously participates in cover many fields including equitable development of education, green development, rural revitalization, natural disaster relief and post-disaster reconstruction. The main programs are as follows: The “China Reach” Early Childhood Program in Huining (Gansu Province), Guzhang (Hunan Province), Nimu and Shannan (Tibet Autonomous Region), the “Rural Doctor Training and Maternal and Child Health” Program in Tibet Autonomous Region, the CICC Ecological Carbon Forest Program, the program to help rural students in primary and secondary school, etc. Meanwhile, CICC actively participated in the Philanthropy on Promoting Rural Revitalization of the Securities Industry, to promote common prosperity and effective connection between the achievements of poverty alleviation and rural revitalization and support the construction of public welfare culture and the development of volunteer services, and constructed the culture atmosphere featured by “everyone participates in and contributes to the charity cause for everyone”.

In 2021, CICC was awarded “Best ESG” in All-Asia Executive Team by Institutional Investor, “Best Securities Companies for CSR” in Best Securities Company Awards by the China Securities Journal, the “Best CSR Enterprises” in Gold Medal Awards by Financial News, “Best CSR” in Best Securities Companies Awards by Caijing, “the Best ESG Enterprises” in China Benefit Corporation Award by Tencent, the “Best CSR Enterprises” in GoldenWis Award by JRJ.com, and the “2021 Outstanding Charity Cases” (Rural Doctor Training and Maternal and Child Health Project) by Jiemian News.

II. Performance of Directors' Duties in 2021

In 2021, all Directors performed statutory responsibilities in strict compliance with laws and regulations, honestly and reliably, diligently and conscientiously, pursuant to the requirements of relevant laws and regulations, including the Company Law and the Securities Law, the Articles of Association, and the *Rules of Procedures of the Meeting of Board of Directors of China International Capital Corporation Limited*. The Directors actively participated in meetings of the Board and its Special Committees, carefully considered and reviewed all proposals, gave advices and recommendations, and made scientific decisions on proposals such as the medium- and long-term strategies, operating plans, election of directors, appointment of senior management, corporate governance, setting of internal organizations, digital transformation, business integration of wealth management, risk management, compliance operation, and internal control and safeguarded shareholders' interests, to promote sustainable and healthy development of the Company.

All members of the Special Committees of the Board of Directors fully utilized their professional skills to provide strong support for the Board's decisions, effectively enhancing the scientificity and foresightedness of the Board's decisions. The independent directors performed their duties with loyalty and honesty, protected the interests of the Company as a whole, with a focus on minority shareholders' legitimate interests and ensured the independence and objectivity of the Board's decisions.

During 2021, the Board convened a total of 12 meetings. The attendance of directors at the Board meetings was as follows:

Name^{Note 1}	Required attendance	Attendance in fact
Shen Rujun	12	12
Huang Zhaohui	12	12
Zhu Hailin ^{Note 2}	2	2
Tan Lixia	12	12
Duan Wenwu	12	12
Liu Li	12	12
Siu Wai Keung	12	12
Ben Shenglin	12	12
Peter Hugh Nolan	12	12

Note 1: Ms. Xiong Lianhua has resigned from the office of the non-executive director of the Company, with effect from January 14, 2021. No Board meeting was convened during January 1, 2021 to January 14, 2021.

Note 2: Mr. Zhu Hailin has been appointed as the non-executive director of the Company since September 28, 2021.

III. Key Work Plan of the Board in 2022

In 2022, the Board will lead the Company to continue to focus on the main responsibilities and businesses, focus on serving the national strategy and real economy, strive to achieve high-quality development, and accelerate for strategic goal of becoming a first-class international investment bank of China. The Board of the Company intends to focus on the following areas: First, guiding the Company to actively seize the strategic opportunities of development, increasing investment in resources to accelerate growth in scale, quality and strength, and achieving sound business growth sustainably; Second, leading the execution of the Company's medium- and long-term strategies and important operating plans, promoting the implementation and achievements of "Three + One" strategies of "digitization, regionalization and internationalization" and "One CICC", steadily promoting the international network deployment in stages, and further promoting the integration of business and technology; Third, continuously promoting organizational and institutional innovation and improving corporate governance structure, improving the effectiveness and accuracy of the internal management system, and in the meantime, incorporating the prevention and elimination of financial risks and new development philosophy into corporate operation and management, and persisting in prudent and steady business operations.

The 2021 Work Report of the Board is set out above for consideration and approval by shareholders of the Company.

Board of Directors
China International Capital Corporation Limited

**2021 WORK REPORT OF THE SUPERVISORY COMMITTEE
OF CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED**

Dear Shareholders,

Pursuant to the relevant requirements of laws, regulations and the Articles of Association of China International Capital Corporation Limited (the “**Articles of Association**”), the work performed by the Supervisory Committee (the “**Supervisory Committee**”) of China International Capital Corporation Limited (the “**Company**” or “**CICC**”) for 2021 (the “**Reporting Period**”) is hereby reported as follows:

In 2021, the Supervisory Committee of the Company strictly complied with relevant laws and regulations including the *Company Law of the People’s Republic of China* (the “**Company Law**”) and the *Securities Law of the People’s Republic of China* (the “**Securities Law**”), and relevant regulations including the Articles of Association and the Rules of Procedures of the Meeting of the Supervisory Committee of China International Capital Corporation Limited (the “**Rules of Procedures of the Meeting of the Supervisory Committee**”), and independently performed its duties according to law. Based on the actual operation and governance conditions of the Company, the Supervisory Committee has further improved its supervisory responsibilities to intensify supervision, and has established and improved various mechanisms in relation to daily supervision, inspection, application of supervision results, and information exchange with supervisors of subsidiaries. Through strengthening the team building and continuously enhancing the standardized, refined and effective supervision work, the Supervisory Committee has formed a supervision system integrating performance supervision, financial supervision, and risk and internal control supervision, with a view to building modern corporate governance systems and capacities. The Supervisory Committee continued to supervise the execution of resolutions of the shareholders’ general meeting by the Board, as well as the performance of duties by the directors and senior management members, and examined the daily operations and financial position of the Company on a regular basis, which safeguarded the legitimate rights and interests of the Company and its shareholders and guaranteed the regulated operation of the Company.

I. Meetings of the Supervisory Committee and Attendance of Supervisors in 2021

In 2021, the Supervisory Committee held a total of seven formal meetings, details of which are as follows:

1. On January 27, 2021, the Company held the seventh meeting of the second session of the Supervisory Committee: (1) conveyed the spirit of the work meeting of the Supervisory Committee of China Investment Corporation; and heard (2) the recent special reports regarding compliance and risk control.
2. On March 30, 2021, the Company held the eighth meeting of the second session of the Supervisory Committee, at which the following proposals were considered and approved: (1) the Proposal regarding the 2020 Work Report of the Supervisory Committee; (2) the Proposal regarding the 2020 Annual Report; (3) the Proposal

regarding the 2020 Social Responsibility and Environmental, Social and Governance Report; (4) the Proposal regarding the 2020 Profit Distribution Plan; (5) the Proposal regarding the 2020 Annual Compliance Report; (6) the Proposal regarding the 2020 Internal Control Assessment Report; (7) the Proposal regarding the 2020 Risk Assessment Report; (8) the Proposal regarding the Report on the Deposit and Practical Usage of Raised Fund in 2020; and (9) the Proposal regarding the Provision for Asset Impairment.

3. On April 29, 2021, the Company held the ninth meeting of the second session of the Supervisory Committee, at which the following proposals were considered and approved: (1) the Proposal regarding the 2021 First Quarterly Report; (2) the Proposal regarding the Self-Assessment Report on Anti-Money Laundering Information Security and Protection Work; and heard: (3) the Report regarding the 2021 First Quarterly Compliance Management Report; and (4) the Report regarding the 2021 First Quarterly Risk Assessment Report.
4. On August 23, 2021, the Company convened the tenth meeting of the second session of the Supervisory Committee, at which the Supervisory Committee heard: (1) the Report on the 2021 Interim Compliance Management Report; (2) the Report on the 2021 Interim Risk Assessment Report; (3) the Report on the Implementation of Relevant Requirements in Relation to Preventing and Defusing Major Risks; (4) the Report on Optimizing Medium- and Long-term Strategies of the Company According to the 14th Five-Year Plan; and discussed: (5) matters in relation to further strengthening the work of the Supervisory Committee of CICC.
5. On August 27, 2021, the Company held the eleventh meeting of the second session of the Supervisory Committee, at which the following proposal was considered and approved: the Proposal regarding the 2021 Interim Report.
6. On October 28, 2021, the Company held the twelfth meeting of the second session of the Supervisory Committee, at which the following proposal was considered and approved: (1) the Proposal regarding the 2021 Third Quarterly Report; and heard: (2) the Report regarding the 2021 Third Quarterly Compliance Management Report; (3) the Report regarding the 2021 Third Quarterly Risk Assessment Report; and (4) the Report regarding the Compliance and Risk Control of CICC Capital.
7. On December 28, 2021, the Company held the thirteenth meeting of the second session of the Supervisory Committee, at which the following proposals were considered and approved: (1) the Proposal regarding the Formulation of Financial Supervision and Management Measures of the Supervisory Committee; (2) the Proposal regarding the Formulation of Risk Control Supervision and Management Measures of the Supervisory Committee; (3) the Proposal regarding the Formulation of the Performance Supervision and Management Measures of the Supervisory Committee; (4) the Proposal regarding the Formulation of the Reputational Risk Management Policy; (5) the Proposal regarding the Formulation of the Protection of Investor Rights and Interests Policy; and heard: (6) the Report regarding the 2021-2025 Strategic Plan and 2030 Long-Term Objectives.

The attendance of supervisors at meetings of the Supervisory Committee is as follow:

Name	Required attendance	Attendance in person	Attendance by proxy
Gao Tao	7	5	2
Jin Lizuo	7	7	0
Cui Zheng	7	7	0

II. Major Work of the Supervisory Committee in 2021

In 2021, with the active support of the Board of Directors and the management, the Supervisory Committee of the Company performed its duties lawfully and diligently in strict accordance with the laws and regulations, including the Company Law, the Securities Law, the Articles of Association and the Rules of Procedures of the Meeting of the Supervisory Committee, with the aim of safeguarding the interests of the Company and all shareholders. The Supervisory Committee convened 7 meetings, at which 18 proposals were reviewed and considered and 13 reports were heard. The supervisors attended 2 shareholders' general meetings, 9 on-site meetings of the Board, 18 on-site meetings of the special committees of the Board, and 40 meetings of the Management Committee of the Company, and proposed 52 supervision opinions and suggestions in relation to the operation and management of the Company, which were highly valued and responded actively to by the Company. The Supervisory Committee has effectively fulfilled its supervisory responsibilities. The main works in 2021 are as follows:

1. Performance Supervision

The Supervisory Committee paid close attention to the performance of duties in compliance with laws and regulations by members of the Board and senior management, supervised the legality and compliance of meetings and the processes of considering proposals and decision-making through attending relevant meetings of the Board and the management, and obtained information on the developments of operation and management of the Company and the implementation and progress of major decision-making and arrangements, so as to supervise the performance of duties by members of the Board and senior management in an objective and fair manner. The Supervisory Committee has established a performance supervision and assessment system according to requirements of laws and regulations and based actual conditions of the Company, and carefully completed the annual assessment of performance of duties by directors and senior management.

2. Financial Supervision

The Supervisory Committee focused on supervising key financial decisions and their implementation by the Board and senior management, carefully reviewed the quarterly reports, interim report and annual report prepared by the Company during the Reporting Period, and expressed independent, objective and fair audit opinions as to the truthfulness, accuracy and completeness of such reports. The Supervisory Committee reviewed plans on the distribution of annual financial profit and the deposit and actual use of proceeds, focused on analyzing and reviewing key issues disclosed in the financial audit report by making full use of audit results of accounting firms, so as to promote the Company to continuously enhance the quality of financial information and the financial management.

3. Compliance and Risk Control Supervision

The Supervisory Committee reviewed the annual compliance report, annual risk assessment report and annual internal control assessment report of the Company during the Reporting Period, and proposed no objection to the contents of such reports. The Supervisory Committee also regularly heard reports of Chief Risk Officer and Chief Compliance Officer on risk control and compliance work of the Company, and expressed supervisory opinions based on full knowledge of the overall operation, compliance management, risk management, and internal control management of the Company. The Supervisory Committee worked with other supervisory departments of the Company to jointly focus on resolving key risk issues, and form an integrated supervisory mechanism to exert the synergy of supervision, thus promoting the Company to continuously enhance its internal control management.

4. Self-building

In order to continuously strengthen its internal construction, the Supervisory Committee proactively participated in internal and external trainings during the Reporting Period, strengthened subject research and intensified exchanges with peers from the industry, so as to continuously improve the professional capacities and duty performance of Supervisors. The Office of the Supervisory Committee was set up and staffed with personnel with high quality and strong business capabilities, which provides overall support for the Supervisory Committee in its performance of duties. The Supervisory Committee improved its basic system, comprehensively sorted out existing external and internal regulations on the basic functions of the Supervisory Committee and Supervisors, defined the responsibilities of the Supervisory Committee and Supervisors, and formulated important policies including the *Implementation Opinions on Further Strengthening and Improving the Supervision by the Supervisory Committee*, which provides a system guarantee for the work of the Supervisory Committee. Moreover, the Supervisory Committee has established and further improved various mechanisms in relation to daily supervision, inspection, application of supervision results, and information exchange with supervisors of subsidiaries, so as to enhance the standardization of such mechanisms.

III. Independent Opinions Expressed by the Supervisory Committee

The Supervisory Committee supervised the whole process of operation and management activities of the Company in compliance with laws through convening meetings, attending important meetings including meetings of the Board and shareholders' general meetings, reviewing documents etc., and formed the following opinions:

1. Operations in Compliance with Laws

During the Reporting Period, the Board of Directors and management of the Company continued to carry out operations in compliance with laws and regulations and continuously improved internal control system with its decision-making procedures in line with the relevant requirements of laws, regulations and the Articles of Association. Members of the Board and senior management performed their duties conscientiously and were not found to have violated laws, regulations, or jeopardized the interests of the Company when performing their duties.

2. Periodic Reports

During the Reporting Period, the preparation and auditing procedures of the Company's periodic reports were in compliance with laws and regulations, other normative documents and the requirements of domestic and overseas securities regulatory authorities, and their contents were true, accurate and complete, and reflecting actual situations of the Company.

3. Related Party Transactions

During the Reporting Period, the Company's related party transactions were in line with commercial principles and there were no activities which jeopardized the interests of the Company in related party transactions. The consideration, voting, disclosure and performance of related party transactions were in compliance with the relevant requirements of the laws, regulations and the Articles of Association.

4. Implementation of the Resolutions of Shareholders' General Meetings

During the Reporting Period, the Supervisory Committee had no objection to the various reports and proposals that the Board of Directors submitted to the shareholders' general meeting for deliberation. The Board of Directors conscientiously implemented the resolutions of the shareholders' general meeting.

5. Internal Control

During the Reporting Period, the Supervisory Committee reviewed the annual internal control evaluation report of the Company without any objection.

6. Implementation of Information Disclosure Management System

During the Reporting Period, the Company strictly fulfilled its obligation of information disclosure in accordance with regulatory requirements, conscientiously implemented various management policies on information disclosure, and disclosed information in a timely and fair manner. The information disclosed was true, accurate and complete.

7. Social Responsibilities

During the Reporting Period, the Company strictly fulfilled its social responsibilities. The Supervisory Committee reviewed the Corporate Social Responsibility and Environmental, Social and Governance Report for the year of the Company and had no objection.

8. Evaluation Results on Duty Performance of Directors and the Senior Management

The evaluation results on duty performance of directors and the senior management conducted by the Supervisory Committee were considered competent in 2021.

The 2021 Work Report of the Supervisory Committee is set out above for consideration and review by all shareholders.

Supervisory Committee
China International Capital Corporation Limited

2022 ANNUAL ESTIMATION FOR DAILY RELATED-PARTY TRANSACTIONS OF
CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED

China International Capital Corporation Limited (the “**Company**”) has been approved by the China Securities Regulatory Commission (the “**CSRC**”) to engage in securities business, carry out securities and other financial products trading and intermediary services, and the counterparties and clients of the Company are extensive and uncertain, which may include related-party of the Company. According to the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* (the “**SSE Listing Rules**”), the *Policy on Management of Related Party Transactions of China International Capital Corporation Limited* and relevant regulations, in order to further improve the management of related-party transactions and information disclosure of the Company, and in combination of the Company’s needs of daily operation and business development, the Company estimated the 2022 annual daily related-party transactions under SSE Listing Rules. The details are as follows:

I. Estimated and Actual Occurrence of the Daily Related-party Transactions in 2021

1. Securities and financial products services

Transaction contents	Related-party	Brief introduction of business or event	Estimated amount	Actual amount incurred (RMB10 thousand)
Interest expenses	Haier Group (Qingdao) Jinying Holding Co., Ltd.	Interest expenses on settlement funds of client transactions		0.04
	Guoxin Central Enterprise Operation Investment Fund Management (Guangzhou) Co., LTD	Interest expenses on settlement funds of client transactions	Due to the uncertainty of the occurrence and scale of the business, the amount shall be calculated at actual amount incurred	1.89
	China National Investment and Guaranty Corporation	Interest expenses on settlement funds of client transactions		4.45
	Bank of Qingdao Co., Ltd.	Interest expenses under repurchase agreement		1.36

Transaction contents	Related-party	Brief introduction of business or event	Estimated amount	Actual amount incurred (RMB10 thousand)
Income from service charges and commissions	Global Bridge Capital Management, LLC	Providing investment consulting services		173.25
	Haier Financial Factoring (Chongqing) Co., Ltd.	Providing financial advisory services		11.26
	Haier Financial Factoring (Chongqing) Co., Ltd.	Providing asset management services		23.87
	Zhongjin Xinzhi (Shanghai) Private Equity Investment Management Co., Ltd.	Providing financial products sales agency services		591.98
	Zheshang Jinhui Trust Co., Ltd.	Providing financial products sales agency services	Due to the uncertainty of the occurrence and scale of the business, the amount shall be calculated at actual amount incurred	426.21
	CMC Master Offshore Fund, L.P.	Providing financial products sales agency services		10.32
	China National Investment and Guaranty Corporation	Providing securities purchase and sales agency services		2.05
	China National Investment and Guaranty Corporation	Providing fund management services		1,443.39
	Guoxin Central Enterprise Operation Investment Fund Management (Guangzhou) Co., LTD	Providing securities purchase and sales agency services		2.49

Transaction contents	Related-party	Brief introduction of business or event	Estimated amount	Actual amount incurred (RMB10 thousand)
	CAR Inc.	Providing securities underwriting services	Due to the	739.01
	CAR Inc.	Providing financial advisory services	uncertainty of the occurrence and scale of the	78.21
	Rongshi International Holding Co., Ltd.	Providing securities underwriting services	business, the amount shall be calculated at actual	501.91
	New China Life Insurance Co., Ltd.	Providing securities sales agency services	amount incurred	84.22

2. Securities and financial products transactions

Transaction contents	Related-party	Brief introduction of business or event	Estimated amount	Actual amount incurred (RMB10 thousand)
Joint investment	China National Investment and Guaranty Corporation	Joint investment in funds with related- party	Due to the	321.78
Bonds trading	China National Investment and Guaranty Corporation	Selling bonds to related parties	uncertainty of the occurrence and scale of the business, the amount shall be	10,007.99
Investment in trust scheme	Zheshang Jinhui Trust Co., Ltd.	Subscribing trust scheme established by related parties	calculated at actual amount incurred	4,500.00
Investment in asset- backed securities	Haier Financial Services Co., Ltd.	Subscribing asset- backed securities from related parties		7,000.00

3. Purchasing assets from related-party

Transaction contents	Related-party	Brief introduction of business or event	Estimated amount	Actual amount incurred (RMB10 thousand)
Purchasing assets from related party	Hundsun Technologies Inc.	Purchasing business assets from related party	Due to the uncertainty of the occurrence and scale of the business, the amount shall be calculated at actual amount incurred	177.68

II. Estimation of 2022 Daily Related-party Transactions of the Company

The Company estimates the daily related-party transactions that may occur during the year 2022 and until the 2022 Annual General Meeting. The details are as follows:

1. Related-party transactions with related legal persons or other organizations listed as follows:
 - (1) Related legal persons controlled by the director Ms. Tan Lixia or in which she serves as a director or senior management, including but not limited to Bank of Qingdao Co., Ltd., Haier Financial Factoring (Chongqing) Co., Ltd., Haier Group (Qingdao) Jinying Holding Co., Ltd.;
 - (2) Related legal persons controlled by the director Mr. Duan Wenwu or in which he serves as a director or senior management, including but not limited to China National Investment and Guaranty Corporation;
 - (3) Other related legal persons or other organizations (for the definition thereof, please refer to “III. Introduction of related parties and related relationships – 2. Other related parties”).

Transaction Category	Transaction Contents	2022 Estimated Amount
Securities and financial products services	Including but not limited to: securities and futures brokerage services, trading unit seat leasing; asset management services; asset custody and operation outsourcing services; providing third-party fund custody services; fund management services; investment consulting services; financial advisory services; financial products sales agency services; investment banking services; stock pledge and margin trading services; related parties providing bank credit, borrowing, and other securities and financial products services	Due to the uncertainty
Securities and financial products transactions	Including but not limited to: Derivatives and bonds transactions; deposits and interests in related banks; pledge-style repo; inter-bank borrowing; beneficiary certificates; providing loans; subscription of funds; investing asset management plans, financial products, trusts, etc.; repo/reverse repo; establishing asset management products and private funds; transfer of stocks with related parties in the National Equities Exchange and Quotations, and other securities and financial products transactions	of occurrence and scale of business, the amount shall be calculated at actual amount incurred
Purchasing assets, commodities, or services from related parties	Including but not limited to: Purchasing assets including operating assets, and commodities or services related to daily operation from related parties	

2. Estimated related-party transactions with related natural persons

Directors, supervisors, and senior management or who was a director, supervisor, and senior management of the Company in the last 12 months, their immediate family members, and other related natural persons stipulated in the SSE Listing Rules are mainly included. In daily operations of the Company, related natural persons may accept the securities and financial products services provided by the Company, engage in securities and financial products transactions with the Company by subscribing or applying to subscribe the wealth management products issued by the Company or have other similar situations. Due to the uncertainty of the occurrence and scale of the business, the relevant related party transactions shall be calculated at actual amount incurred.

III. Introduction of Related Parties and Related Relationships

1. Information about related parties

- (1) Bank of Qingdao Co., Ltd. (“**Bank of Qingdao**”): Director Ms. Tan Lixia currently serves as a non-executive director of Bank of Qingdao. Bank of Qingdao is a company listed on the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited.
- (2) Haier Financial Factoring (Chongqing) Co., Ltd. (“**Haier Financial Factoring**”): Director Ms. Tan Lixia currently serves as the chairman of Haier Financial Factoring. Haier Financial Factoring was established in May 2015, with registered capital of RMB1.2 billion in Chongqing, and its business scope covers providing funds as accounts receivable transferee; receipt, settlement, management and collection of the accounts receivable; maintenance of the sales ledger; non-commercial full protection against bad debts related to its business; customer asset and credit investigation and evaluation and related consulting services; refactoring business; transfer and underwriting of financial accounts receivable assets.
- (3) Haier Group (Qingdao) Jinying Holding Co., Ltd. (formerly known as Haier Group (Qingdao) Financial Holding Co., Ltd., “**Haier Jinying**”): Haier Jinying is a legal person holding more than 5% of the Company’s shares. Director Ms. Tan Lixia currently serves as the chairman of Haier Jinying, which was established in February 2014, with registered capital of RMB11,736.6406 million in Qingdao, and its business scope covers engaging in investment activities with self-owned money; financial consultation; data process services; technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion; information system integration services; R&D of IoT; sales of plastic products; hardware retail; hardware wholesale; sales of packaging materials and products; sales of metal products; sales of chemical products (excluding licensed chemical products); R&D of mechanical equipment; sales of household appliances; health consultation services (excluding diagnosis and treatment services); sales of category I medical devices.
- (4) China National Investment and Guaranty Corporation (“**I&G**”): Director Mr. Duan Wenwu currently serves as the chairman of I&G. I&G was established in December 1993, with registered capital of RMB4.5 billion, and its business scope covers financial guarantee business including guarantees for loans, bill acceptance, trade financing, project financing, letter of credit and other financial guarantee business; other business approved by the regulatory authorities including guarantees for bonds, litigation preservation, bidding, advance payment, project performance, final payment and other performance guarantee business; financing consultation and financial advisory and other intermediary services related to guarantee business, and principal investment;

investment and investment-related planning and consulting; management of entrusted assets; economic information consultation; personnel training; developing, producing and selling novel technologies and products; warehouse services; organizing and hosting meetings and communication activities. Business within the aforesaid scope involving the special administration of state regulations shall be handled in accordance with relevant regulations.

2. Other related parties

A legal person (or other organization) holding more than 5% of the Company's shares and those acting in concert with it; a legal person (or other organization) other than the Company, its controlling subsidiaries and entities controlled thereof, that are directly or indirectly controlled by the related natural persons of the Company, or in which the related natural persons of the Company serve as directors (other than being independent directors of both sides) and senior management; a legal person (or other organization) identified by the CSRC, the Shanghai Stock Exchange or the Company in accordance with the Substance Over Form Principle that has special relationship with the Company and to which the interests of the Company may recline or has reclined. A legal person (or other organization) that met or will meet any of the conditions enumerated above in the past 12 months or within 12 months after relevant agreements or arrangements take effect.

IV. Pricing Policies of Related-party Transactions

When related-party transactions occur in daily operations, the Company shall determine the transaction price with related parties strictly in accordance with the principle of fair price while abiding by laws, regulations, requirements of regulatory authorities and internal management policies, with reference to market price levels, industry practices and third-party pricing. It is expected that the abovementioned estimated daily related-party transactions will not damage the interests of the Company and its shareholders, especially the interests of minority shareholders.

V. Purpose of Related-party Transactions and the Impact on the Company

1. The abovementioned related-party transactions are all generated from the Company's daily business operations, and will be conducive to the business of the Company;
2. The pricing of the abovementioned related-party transactions is reasonable and fair, with reference to the market price, and will not damage the interests of the Company and its non-related shareholders;
3. The abovementioned related-party transactions do not affect the independence of the Company, and the main business of the Company is not dependent on related-parties due to the abovementioned related-party transactions.

2021 ANNUAL WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
OF CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED

In 2021 (the “**Reporting Period**”), all independent non-executive directors of China International Capital Corporate Limited (the “**Company**”) strictly abide by the laws and regulations, other regulatory rules and internal policies including the *Articles of Association of China International Capital Corporation Limited* (the “**Articles of Association**”), perform their duties independently and have no related relationship with the major shareholders or other stakeholders (entities or individuals) of the Company, and their independence meets the regulatory requirements. The 2021 work report of independent non-executive directors is as follows:

I. Basic information of Independent Non-executive Directors

As of the end of the Reporting Period, the Second Session of the Board of Directors of the Company consists of 9 directors, including 4 independent non-executive Directors: Mr. Liu Li, Mr. Siu Wai Keung, Mr. Ben Shenglin, and Mr. Peter Hugh Nolan. For details of the major work experience, professional background and other positions of the independent non-executive directors, please refer to the 2021 Annual Report of the Company.

II. Annual Duty Performance of Independent Non-executive Directors

(1) Attendance of Shareholders’ General Meetings and Board Meetings

During the Reporting Period, the Company held 2 shareholders’ general meetings, 12 Board meetings. All the independent non-executive directors attended in person and there were no case that they did not attend two consecutive Board meetings in person. The detail of the attendance is as follows:

Independent Non-executive Directors	Required attendance	Board Meetings			Shareholders’ General Meetings	
		Attendance in person ^{Note 1}	Number of attendance by proxy	Number of absence	Required attendance	Actual attendance
Liu li	12	12	–	–	2	2
Siu Wai Keung	12	12	–	–	2	2
Ben Shenglin	12	12	–	–	2	2
Peter Hugh Nolan	12	12	–	–	2	2

Note 1: “Attendance” in person includes on-site attendance and participation in the meetings by way of telephone, video and poll in writing.

During the Reporting Period, independent non-executive directors had no objections to relevant matters of the Company, and all the independent non-executive directors voted for the proposals considered by the Board, with no waiver or opposition. Please refer to the 2021 Annual Report of the Company for the contents of relevant meeting resolutions.

(2) The Positions and Performance of Duties of the Special Committees of the Board of Directors

Among the Special Committees of the Board of Directors, the Audit Committee, the Nomination and Corporate Governance Committee, the Remuneration Committee, the Risk Management Committee and the Related-party Transaction Control Committee involve independent non-executive directors in accordance with relevant regulations, and the Chairman of each committee is undertaken by the independent non-executive director, who is authorized to assemble the meetings in accordance with relevant terms of reference. Among them, the Related-party Transaction Control Committee is entirely composed of independent non-executive directors, and the Audit Committee, the Nomination and Corporate Governance Committee and the Remuneration Committee are composed of the independent non-executive directors as the majority. No less than half of the members of the Risk Management Committee shall be independent non-executive directors.

As of the end of the Reporting Period, the positions of independent non-executive directors in Special Committees of the Board of Directors are as follows:

No.	Special Committees	Independent Non-executive Directors
1	Audit Committee	Siu Wai Keung (Chairman), Liu Li and Ben Shenglin
2	Nomination and Corporate Governance Committee	Liu Li (Chairman), Ben Shenglin and Peter Hugh Nolan
3	Remuneration Committee	Peter Hugh Nolan (Chairman), Siu Wai Keung and Ben Shenglin
4	Risk Management Committee	Ben Shenglin (Chairman), Liu Li and Siu Wai Keung
5	Related-party Transaction Control Committee	Siu Wai Keung (Chairman), Liu Li and Peter Hugh Nolan

During the Reporting Period, the Company held 20 Meetings of the Special Committees of the Board of Directors, including 5 meetings of the Audit Committee, 3 meetings of the Nomination and Corporate Governance Committee, 2 meetings of the Remuneration Committee, 5 meetings of the Risk Management Committee, 3 meetings of the Related-party Transaction Control Committee and 2 meetings of the Strategy Committee (No independent non-executive director serves in the Strategy Committee). Independent no-executive Directors actively participated in the meetings of Special Committees, and detail of their attendance is as follows:

Name of the Meeting	Liu Li	Siu Wai	Ben	Peter Hugh
		Keung	Shenglin	Nolan
		Required attendance/Actual attendance		
Meetings of the Audit Committee of the Board of Directors	5/5	5/5	5/5	–
Meetings of the Nomination and Corporate Governance Committee of the Board of Directors	3/3	–	3/3	3/3
Meetings of the Remuneration Committee of the Board of Directors	–	2/2	2/2	2/2
Meetings of the Risk Management Committee of the Board of Directors	5/5	5/5	5/5	–
Meetings of the Related-party Transaction Control Committee of the Board of Directors	3/3	3/3	–	3/3

During the Reporting Period, the independent non-executive directors of the Company attended the meetings of Special Committees of the Board of Directors to consider or discuss relevant issues in accordance with relevant provisions of the Articles of Association and terms of reference of the Special Committees. The independent non-executive directors earnestly pre-reviewed various proposals before the meetings to fully understand the background and agenda; actively participated in discussions during the meetings and expressed guiding and constructive opinions to assist the Board of Directors and the Special Committees to make accurate judgments on important matters and significantly promote scientific decision-making of the Board of Directors, in combination with their professional backgrounds. The independent non-executive directors of the Company conducted onsite investigation by taking opportunities of

attending shareholders' general meetings, Board meetings, meetings of special Committees, etc., and maintained continuous daily contact with the Company through various channels including mobile and email to communicate with the Company on concerned issues.

During the Reporting Period, independent non-executive directors had no objections to relevant matters of the meetings of the Special Committees, and after independent and prudent judgement, all the independent non-executive directors voted for the proposals considered by the Special Committees of the Board of Directors, with no opposition or waiver.

(3) The Company's Cooperation with Independent Non-executive Directors

During the Reporting Period, the Company has strived to provide efficient and convenient working conditions for independent non-executive directors to exercise their authorities, conscientiously organized meetings and sent documents, timely provided necessary materials for the independent non-executive directors to perform their duties, regularly sent the Company's Operating reports and actively organized the independent non-executive directors to attend relevant internal and external professional training.

III. Annual Work Focus of the Independent Non-executive Directors

During the Reporting Period, according to the regulatory rules as well as provisions of internal policies of the Company, independent non-executive directors focused on the related-party transactions, external guarantee and fund appropriation, appointments of senior management, preliminary performance, appointment of accounting firms and other matters. The details are as follows:

(1) Related-party Transactions

The Related-party Transaction Control Committee of the Board of Directors is entirely composed of independent non-executive directors. For details of meetings of the Related-party Transaction Control Committee in 2021, please refer to the 2021 Annual Report of the Company.

The independent non-executive directors expressed their pre-approval and independent opinions on the *Proposal regarding 2021 Annual Estimation for Daily Related-party Transactions* considered by the Board of Directors, and agreed that: The Company and its related parties are equal and mutually beneficial, and there is no circumstance that damages the rights and interests of the Company and minority shareholders; All relevant related-party transactions are provided or received services or transactions based on its business characters and normal business activities, which are conducive to the business development of the Company and the improvement of the

comprehensive competitiveness of the Company; Relevant related-party transactions do not affect the independence of the Company, and the Company's main business is not dependent on the related parties due to the aforesaid related transactions.

The *Proposal regarding 2021 Annual Estimation for Daily Related-party Transactions* was approved by the Company's 2020 Annual General Meeting. During the Reporting Period, the Company's daily related-party transactions were executed in accordance with the relevant resolutions and the execution was disclosed in the 2021 Interim Report and the 2021 Annual Report.

(2) External Guarantees and Fund Appropriation

The independent non-executive directors have carefully verified the external guarantees and fund appropriation of the Company in 2021 and agreed that: In accordance with the relevant laws, regulations and the Articles of Association, the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors*, the *Plan on Authorization of the Board of Directors to the Management Committee*, and other rules, the Company strictly controlled the risks of guarantees, and fulfilled the relevant consideration procedures and information disclosure obligations related to guarantees. The Company did not provide external guarantees in violation of the prescribed decision-making procedures or scope of authorization, and fully protected the legitimate rights and interests of the Company and all its shareholders, especially minority shareholders.

During the Reporting Period, there was no fund appropriation of controlling shareholders or other related parties of the Company.

(3) Appointments of Senior Management

During the Reporting Period, the independent non-executive directors who are members of the Nomination and Corporate Governance Committee of the Board of Directors, based on the investigation in the Company and the information available, agreed with the *Proposal regarding Appointment of Zhang Kejun as A Member of the Management Committee*, the *Proposal regarding Appointment of Cheng Long as the Chief Information Officer* and the *Proposal regarding Appointment of Zhou Jiaxing as the Chief Compliance Officer*, and expressed their independent opinions believing that Mr. Zhang Kejun, Mr. Cheng Long and Mr. Zhou Jiaxing meet the requirements of senior management as required by relevant provisions of laws, regulations and the Articles of Association, and that the procedures of the Board of Directors appointing senior management are in compliance with the laws, regulations and the Articles of Association.

(4) Preliminary Performance

During the Reporting Period, the Company disclosed the *Announcement on the Estimated Profit Increase for the Year of 2020* and the *Announcement on the Estimated Profit Increase for the First Half of 2021*, respectively, and there was no material difference between the contents thereof and the Company's periodic financial reports.

(5) Appointment of Accounting Firms

During the Reporting Period, independent non-executive directors of the Company who are members of the Audit Committee of the Board of Directors, agreed with the *Proposal regarding Reappointment of the Accounting Firms* based on the investigation in the Company and the information available, and expressed their pre-approval and independent opinions believing that: Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu, as audit agencies to be appointed, comply with the regulations in professional competence, ability of protecting investors, independence and integrity conditions; The decision-making procedure for the appointment of accounting firms is in accordance with the provisions of laws, regulations and the Articles of Association, and there is no circumstance that would damage the interests of the Company and its shareholders. They agreed to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the domestic and overseas accounting firms in 2021 and re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the audit institution of internal control in 2021, and agreed with the determination method and amount of relevant expenses.

The *Proposal regarding Re-appointment of the Accounting Firms* was considered and approved by the Company at the 2020 Annual General Meeting.

(6) Cash Dividends

The Company adopted the method of cash dividend to distribute profits to its shareholders for 2020. The total proposed cash dividends to be distributed was RMB868,906,236.24 (tax inclusive), on the basis of the total number of 4,827,256,868 shares of the Company as at the record date of shareholding to receive dividends, a cash dividend of RMB1.80 (tax inclusive) per 10 Shares was distributed.

The independent non-executive directors, based on the investigation in the Company and the information available, agreed with the *Proposal regarding 2020 Profit Distribution Plan* and expressed their independent opinions believing that the 2020 profit distribution plan of the Company complies with the relevant laws, regulations, regulatory documents and the relevant provisions of the internal policies including the Articles of Association, is in line with the actual situation of the Company, the overall and long-term interests of shareholders, and is conducive to the long-term development of the Company.

The *Proposal regarding 2020 Profit Distribution Plan* was considered and approved by the Company's 2020 Annual General Meeting. During the Reporting Period, the Company has completed the implementation of the 2020 Profit Distribution Plan in accordance with the Articles of Association.

(7) Fulfillment of the Commitments of the Company and Its Shareholders

The Company has disclosed the fulfillment of the commitments of the Company and its shareholders related to the initial public offering and other commitments in its 2021 Interim Report and 2021 Annual Report in accordance with the relevant rules. During the Reporting Period, the relevant commitments had been strictly fulfilled in a timely and strictly manner.

(8) Implementation of Information Disclosure

During the Reporting Period, the Company disclosed its periodic reports and temporary announcements in strict compliance with the *Company Law*, the *Securities Law*, the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and other laws and regulations, regulatory documents and internal policies including the Articles of Association. Relevant disclosures were presented in a true, accurate and complete manner.

(9) Implementation of Internal Control

During the Reporting Period, the independent non-executive directors continued to pay more attention to the work arrangements related to the Company's internal control, carefully supervised the implementation of the internal control system, and made internal control and risk management a necessary part of the Company's decision-making. The independent non-executive directors who are members of the Audit Committee of the Board of Directors regularly heard the work report and work plan of the internal audit department, as well as the report reviewing the effectiveness of the internal control, comprehensive risk management, compliance management and information technology management. Based on the investigation in the Company and the information available, the independent non-executive directors agreed with the *2020 Internal Control Assessment Report* and expressed independent opinions believing that the *2020 Internal Control Assessment Report* of the Company is in compliance with the relevant provisions of laws, regulations, regulatory documents and the internal governance policies of the Company, and the contents of the report is complete and true.

During the Reporting Period, the Company formulated the *Internal Control Policy*, as considered and approved by the Risk Management Committee and the Board of Directors.

(10) Other Matters

During the Reporting Period, the independent non-executive directors conscientiously performed their duties and offered constructive opinions on the Company's corporate governance, strategic planning, business operation, compliance work, risk management and information technology work, which prompted the Board of Directors and Special Committees to give full play to their due roles to further improve the standardized operation of the Company and promote the healthy and steady development of the Company.

IV. Overall Comments and Recommendations

During the Reporting Period, in strict compliance with the requirements of laws and regulations, regulatory documents and internal policies including the Articles of Association, all independent non-executive directors had devoted sufficient time and energy to perform their duties, continued to strengthen learning and improve abilities to perform duties and given full play to their professional strengths. The independent non-executive directors participated in the decisions of the Board of Directors with integrity, diligence, rigor and initiative, expressed opinions in an independent, professional, objective and effective manner, continued to strengthen communication and cooperation with the Board of Directors and the management, and effectively safeguarded the interests of the Company as a whole and lawful rights and interests of the minority shareholders. The independent non-executive directors will continue their efforts to make greater contribution to the sustainable and healthy development of the Company.

Liu Li, Siu Wai Keung, Ben Shenglin, Peter Hugh Nolan