

中金公司参与上市公司治理声明

Statement on Participation in Listed Company Governance of CICC

为有效落实责任投资理念，切实履行受托人职责，保障公司及基金份额持有人的合法权益，防范道德与合规风险，规避利益冲突，规范参与上市公司治理行为，依据《公司法》《证券法》《证券投资基金法》《公开募集证券投资基金管理人参与上市公司治理管理规则》等相关法律法规，特制定本参与上市公司治理声明。本声明适用于中国国际金融股份有限公司及其下属控股公司。

In accordance with the principles of responsible investment and in fulfillment of the fiduciary duties, the Statement on Participation in Listed Company Governance is hereby adopted to protect the legitimate rights and interests of the company and its fund shareholders, mitigate compliance and ethical risks, avoid conflicts of interest, and standardize engagement in corporate governance activities. The Statement is formulated in accordance with the following laws and regulations: the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Securities Investment Fund Law of the People's Republic of China, and the Rules for the Participation of Public Securities Investment Fund Managers in Governance of Listed Companies. The

provisions of this Statement shall apply to China International Capital Corporation Limited (CICC) and all its subsidiary entities.

一、 基本原则

I. Fundamental Principles

参与上市公司治理是指公司代表产品份额持有人利益对产品所投资的上市公司行使表决权、质询权、建议权等股东权利。

Participation in Listed Company Governance refers to the exercise of shareholder rights—including voting rights, inquiry rights, and proposal rights—by the Company on behalf of fund shareholders' interests in listed companies in which the funds have invested.

公司参与上市公司治理应当以维护产品份额持有人权益、提升上市公司质量为目标，贯彻创新、协调、绿色、开放、共享的发展理念，并遵循下列原则：

The Company's participation in listed company governance shall be aimed at safeguarding the interests of fund shareholders and improving the quality of listed companies, in accordance with the core development principles of innovation, coordination, green development, openness and shared benefits. Such participation shall adhere to the following guidelines:

（一）持有人利益优先原则。公司应当坚持以基金份额持有人利益为核心，积极、有效、审慎参与上市公司治理；

(1) Principle of investor interests first

The Company shall prioritize the interests of fund shareholders as the core objective, and shall actively, effectively, and prudently participate in governance of listed companies;

（二）不谋求控制原则。公司参与上市公司治理不得谋求对上市公司经营管理的实质控制；

(2) Principle of non-control seeking

The Company shall not pursue de facto control over the operations and management of listed companies through its governance participation;

（三）防范利益冲突原则。公司在参与上市公司治理的过程中，应当加强内部控制，并做好利益冲突防范工作；

(3) Principle of conflict of interest prevention

The Company shall strengthen internal controls and implement robust measures to prevent conflicts of interest during governance activities;

（四）专业独立判断原则。公司在参与上市公司治理的过程中，应当客观、专业、独立、审慎做出判断决策，不受他人干预；

(4) Principle of professional and independent judgment

The Company shall make objective, professional, independent, and prudent judgments in governance matters, free from external interference;

（五）守法合规原则。公司应当遵守相关法律法规、中国证监会规定和自律规则，防范内幕交易、利益输送等违法

违规行为。

(5) Principle of regulatory compliance

The Company shall comply with all applicable laws, China Securities Regulatory Commission (CSRC) regulations, and self-disciplinary rules, and shall prevent illegal activities including but not limited to insider trading and benefit tunneling.

二、 关注事项

II. Focus Areas

公司代表产品参与上市公司治理时，应当关注以下行为或者事项：

When engaging in listed company governance on behalf of fund products, the Company shall evaluate the following aspects:

（一）发展战略是否可持续，是否符合国家战略；

(1) Whether the company's development strategy is sustainable and aligned with national strategies;

（二）财务情况是否健康；

(2) Whether the company maintains healthy financial conditions;

（三）上市公司及中小股东利益是否被侵害；

(3) Whether the interests of the listed company and minority shareholders are being compromised;

（四）治理结构是否有利于公司长期健康发展；

(4) Whether the governance structure is conducive to long-term healthy development of the company;

（五）信息披露是否及时、完整、准确；

(5) Whether information disclosures are timely, complete and accurate;

（六）环境保护、社会责任是否履行；

(6) Whether environmental protection and social responsibilities are being fulfilled;

（七）商业信誉是否受损；

(7) Whether the company's commercial reputation is impaired;

（八）其他影响公司整体价值或者使公司面临风险的内外事件。

(8) Whether there are other internal or external events that may affect the company's overall value or expose it to risks.

三、制度与流程

III. Systems and Processes

中金公司各业务条线根据自身业务实际，持续完善参与上市公司治理的制度建设，并在投资实践中贯彻落实。

CICC's various business lines continuously refine their governance frameworks for participating in listed company governance based on their operational realities, ensuring implementation in investment practices.

中金资本在开展私募股权基金业务过程中，严格遵守法律法规及规范性文件，建立了合理有效、互相制衡的内部控制体系。中金资本发布《中金资本管理部私募基金业务规范

指引 21 号（投后管理工作指引）》政策，对企业代理投票等相关制度进行规范阐述，持续完善风险合规治理机制。

CICC Capital Management strictly complies with laws, regulations, and normative documents in its private equity fund operations, establishing a robust internal control system with effective checks and balances. CICC Capital Management has issued *CICC Capital Management Department Private Fund Business Guideline No. 21 (Post-Investment Management Guideline)*, which standardizes policies such as proxy voting and further enhances risk and compliance governance mechanisms.

中金资管作为各类资产管理计划、企业年金、职业年金、养老金产品的管理人，依据法律法规，以资产管理人名义，代表受托资产份额持有人利益就受托资产所投资公司的表决事项参与投票表决。

CICC Asset Management, as the manager of various asset management plans, corporate annuities, occupational pensions, and pension products, participates in voting on behalf of the holders of entrusted assets in accordance with laws and regulations, acting in their best interests for matters related to invested companies.

中金资管制定了《中国国际金融股份有限公司资产管理部对外行使投票表决权实施细则》，明确了债券持有人行使对外投票表决流程、股票持有人行使对外投票表决流程和基金持有人行使对外投票表决流程。

CICC Asset Management has formulated *Implementation Rules for Exercising External Voting Rights by CICC Asset Management Department*, which delineates the voting processes for bondholders, equity holders, and fund shareholders.

中金资管作为公开募集证券投资基金、私募资产管理计划的管理人，依据法律法规，以资产管理人名义，代表受托资产份额持有人利益就受托资产所投资公司的表决事项参与投票表决。

As the manager of publicly offered securities investment funds and private asset management plans, CICC Asset Management exercises voting rights on behalf of beneficiaries in line with legal and regulatory requirements.

中金基金制定了《中金基金管理有限公司代表基金对外行使投票表决权管理办法》，规定了中金基金代表所管理的公开募集证券投资基金、私募资产管理计划的投资者，作为上市公司股票持有人、债券持有人、基金份额持有人通过参与上市公司股东大会、债券持有人会议、基金份额持有人会议等形式对外行使投票表决权的流程。

CICC Fund Management has formulated *CICC Fund Management Co., Ltd. Guidelines on Exercising Voting Rights on Behalf of Funds*, which stipulate the procedures CICC Fund Management, as the manager of publicly offered securities investment funds and private asset management plans, to exercise voting rights on behalf of investors. These cover participation as

shareholders of listed companies, bondholders, and fund unitholders in general meetings, bondholder meetings, and unitholder meetings, respectively.

中金香港资管为各投资团队履行投票工作制定了全面的 ESG 相关投票指引，以更好地行使投票权。在评估股东大会上提出的 ESG 决议时，中金香港资管将审慎考虑决议主题、证明材料、当前绩效、前期参与情况、同业对标基准、建议的时间线、外部压力和披露情况等具体内容。

CICC Hong Kong Asset Management Limited (“CICC HK AM”) has developed comprehensive ESG-focused voting guidelines for its investment teams to facilitate informed voting. When evaluating ESG-related proposals at shareholder meetings, CICC HK AM rigorously assesses factors such as the proposal’s rationale, supporting evidence, current performance, prior engagement, industry benchmarks, proposed timelines, external pressures, and disclosure standards.