



ManpowerGroup®

**MANPOWERGROUP GREATER CHINA LIMITED**

**万宝盛华大中华有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2180)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 29 JUNE 2022 AND AT ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares ("Shares") in the share capital of ManpowerGroup Greater China Limited ("the Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 37/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, the People's Republic of China on Wednesday, 29 June 2022 at 10:00 a.m. (and at any adjournment thereof) (the "Meeting") for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (the "Notice") and to vote for me/us and in my/ our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/ our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Ordinary Resolutions <sup>4</sup>		For <sup>5</sup>	Against <sup>5</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of Directors (the "Directors") and the auditors of the Company for the year ended 31 December 2021.		
2.	To declare a final dividend of HK\$0.37 per ordinary share of the Company for the year ended 31 December 2021.		
3.	(a)		
	(i)	To re-elect Mr. John Thomas MCGINNIS as a non-executive Director;	
	(ii)	To re-elect Mr. ZHAI Feng as a non-executive Director; and	
	(iii)	To re-elect Mr. Victor HUANG as an independent non-executive Director.	
(b)	To authorize the Board of Directors of the Company (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorize the Board to fix their remuneration.		
5.	(a)	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital as at the date of passing this resolution.	
	(b)	To grant a general mandate to the Directors to buy-back shares of the Company not exceeding 10% of its issued share capital as at the date of passing this resolution.	
	(c)	Subject to the passing of ordinary resolutions no. 5(a) and 5(b), to extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares bought back by the Company.	
Special Resolution <sup>4</sup>		For <sup>5</sup>	Against <sup>5</sup>
6.	To adopt the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Signature(s)<sup>6</sup>: \_\_\_\_\_

Dated: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING, or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. Full text of the resolution(s) appears in the Notice incorporated in the circular to the shareholders of the Company dated 29 April 2022.
5. **IMPORTANT:** If you wish to vote for a resolution, please tick in the box marked “For”. If you wish to vote against a resolution, please tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of Share(s) in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
8. In the case of joint holders of any Share(s), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
9. In order to be valid, this form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 10:00 a.m. on Monday, 27 June 2022), or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Meeting (or any adjourned meeting thereof) if they so wish.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.
11. Shareholders or their proxies attending the meeting shall produce their identity documents.
12. References to time and dates in this form of proxy are to Hong Kong time and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.