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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 CMBC Capital Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, other registered dealer in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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民銀資本控股有限公司

CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of CMBC Capital Holdings Limited to be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Thursday, 29 June 2023 at 9:30 a.m. is set out on pages 18 to 23 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

5 June 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Thursday, 29 June 2023 at 9:30 a.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 18 to 23 of this circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“China Minsheng Bank”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 1988) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600016)
“CMBC International Investment”	CMBC International Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling Shareholder of the Company
“CMBCI”	CMBC International Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirect controlling Shareholder of the Company
“Company”	CMBC Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1141)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Executive Committee”	the executive committee of the Board
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution approving the mandate
“Latest Practicable Date”	29 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PwC”	PricewaterhouseCoopers, Certified Public Accountants, Hong Kong
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution approving the mandate
“Risk Management and Internal Control Committee”	the risk management and internal control committee of the Board

DEFINITIONS

“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Development Committee”	the strategic development committee of the Board
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented and otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



民銀資本控股有限公司

CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Executive Directors:

Mr. Li Baochen (*Chairman*)
Mr. Li Ming
Mr. Ng Hoi Kam

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Mr. Yang Kunpeng
Mr. Li Wenshi

Head Office and Principal Place of

Business in Hong Kong:
45/F, One Exchange Square
8 Connaught Place
Central
Hong Kong

Independent Non-executive Directors:

Mr. Lee, Cheuk Yin Dannis
Mr. Wu Bin
Mr. Wang Lihua

5 June 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the total number of Shares repurchased under the Repurchase Mandate; (d) the re-election of the retiring Directors; and (e) the re-appointment of the auditor of the Company.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 29 June 2022, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares, respectively. Such mandates, to the extent not utilized, will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to approve:

- (a) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange or on another stock exchange recognized by the SFC and the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 112,185,269 Shares on the basis that the total number of Shares in issue (i.e. 1,121,852,693 Shares) remains unchanged as at the date of the AGM);
- (b) the granting of the Issue Mandate to the Directors to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 224,370,538 Shares on the basis that the total number of Shares in issue (i.e. 1,121,852,693 Shares) remains unchanged as at the date of the AGM); and
- (c) the extension of the Issue Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions nos. 6(A) and 6(B) of the AGM Notice as set out on pages 18 to 23 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-APPOINTMENT OF AUDITOR

PwC will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint PwC as the auditor of the Company for the year ending 31 December 2023 and to hold office until the conclusion of the next annual general meeting of the Company. A resolution will be proposed to re-appoint PwC as the Company's auditor and authorise the Board to fix the auditor's remuneration for the ensuing year.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

Mr. Li Baochen (“**Mr. Li**”) and Mr. Li Ming (“**Mr. Li Ming**”), who have been appointed as executive Directors with effect from 6 January 2023, shall hold office until the AGM pursuant to Bye-law 86(2) of the Bye-laws. Mr. Lee, Cheuk Yin Dannis (“**Mr. Lee**”) and Mr. Wu Bin (“**Mr. Wu**”), being the independent non-executive Directors, will retire by rotation at the AGM pursuant to Bye-law 87(1) of the Bye-laws. All of the abovenamed Directors, being eligible, will offer themselves for re-election at the AGM.

The re-election of the abovenamed Directors has been reviewed by the Nomination Committee. The Nomination Committee is of the view that the retiring Directors have extensive experience in different fields and professions that are relevant to the business of the Group. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

In particular, the Company considers that the retiring independent non-executive Directors (i) are independent according to the independence guidelines set out in the Listing Rules; (ii) can devote sufficient time and attention to the Board and the Company’s affairs, given their good attendance record to meetings; and (iii) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board is of the view that Mr. Lee’s in-depth experience in accounting and corporate finance and Mr. Wu’s academic background and finance expertise will contribute to the diversity of the Board.

Accordingly, the Nomination Committee has recommended them to the Board to stand for re-election at the AGM. The biography and other details of Mr. Li, Mr. Li Ming, Mr. Lee and Mr. Wu are set out in Appendix II to this circular.

5. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Thursday, 29 June 2023. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 June 2023.

LETTER FROM THE BOARD

6. THE AGM AND VOTING AT THE AGM

The AGM will be convened and held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Thursday, 29 June 2023 at 9:30 a.m.. The AGM Notice is set out on pages 18 to 23 of this circular, which contains, inter alia, ordinary resolutions to approve (i) the granting to the Directors of the Issue Mandate; (ii) the granting to the Directors of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the total number of Shares repurchased under the Repurchase Mandate; (iv) the re-election of the retiring Directors; and (v) the re-appointment of the auditor of the Company.

For the purpose of compliance with Rule 13.39(4) of the Listing Rules and the Bye-laws, resolutions to be put to the vote at the AGM shall be decided by way of poll. The poll results will be announced as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cmbccap.com>).

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the AGM Notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

8. RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
CMBC Capital Holdings Limited
Li Baochen
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company was 1,121,852,693. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 112,185,269 Shares, representing 10% of the total number of Shares in issue of the Company as at the date of the AGM.

2. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Laws of Bermuda provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on the market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. IMPACT OF REPURCHASES

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2022, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate were to be carried out in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange during each of the last twelve months before and up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	1.83	1.47
June	2.30	1.47
July	2.14	1.60
August	1.86	1.53
September	1.90	1.63
October	1.92	1.49
November	1.64	1.00
December	2.25	1.18
2023		
January	2.13	1.42
February	1.69	1.45
March	1.63	1.24
April	1.41	1.16
May (up to the Latest Practicable Date)	1.42	1.18

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. In certain circumstances, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, CMBCI was deemed to be interested in 760,588,477 Shares, representing approximately 67.80% of the total number of issued Shares. 2,422,000 and 758,166,477 of these Shares were respectively held by CMBCI itself and CMBC International Investment, a wholly owned subsidiary of CMBCI. Based on such shareholding and in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of CMBCI will be increased to approximately 75.33% of the total number of issued Shares. No obligation to make a mandatory offer to Shareholders under the Takeovers Code would arise.

The Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchases would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's total number of issued shares would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares be held in public hands.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any of its core connected persons (as defined in the Listing Rules) that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

9. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company repurchased 7,482,000 Shares on the Stock Exchange in the previous six months (up to the Latest Practicable Date), with details as follows:

Repurchase Date	No. of Shares	Purchase Price	
		Highest HK\$	Lowest HK\$
1 November 2022	346,000	1.64	1.46
2 November 2022	576,000	1.47	1.25
3 November 2022	808,000	1.27	1.17
4 November 2022	243,000	1.26	1.22
7 November 2022	16,000	1.21	1.16
8 November 2022	229,000	1.21	1.16
9 November 2022	682,000	1.20	1.07
10 November 2022	143,000	1.20	1.15
14 November 2022	606,000	1.24	1.14
17 November 2022	110,000	1.21	1.16
18 November 2022	791,000	1.20	1.08
21 November 2022	22,000	1.22	1.16
22 November 2022	256,000	1.19	1.15
23 November 2022	107,000	1.19	1.16
24 November 2022	111,000	1.23	1.19
25 November 2022	14,000	1.23	1.21
28 November 2022	107,000	1.23	1.20
29 November 2022	17,000	1.25	1.21
12 December 2022	26,000	1.36	1.35
13 December 2022	12,000	1.39	1.34
14 December 2022	80,000	1.43	1.39
15 December 2022	65,000	1.44	1.43
20 December 2022	56,000	1.55	1.55
21 December 2022	65,000	1.58	1.55

Repurchase Date	No. of Shares	Purchase Price	
		Highest HK\$	Lowest HK\$
28 December 2022	131,000	1.65	1.64
29 December 2022	121,000	1.65	1.62
3 January 2023	550,000	1.70	1.62
18 January 2023	52,000	1.62	1.59
30 January 2023	155,000	1.70	1.62
31 January 2023	80,000	1.68	1.63
9 February 2023	100,000	1.64	1.63
14 February 2023	70,000	1.65	1.63
12 April 2023	82,000	1.40	1.36
13 April 2023	90,000	1.40	1.33
14 April 2023	160,000	1.39	1.36
19 April 2023	135,000	1.38	1.31
26 April 2023	81,000	1.32	1.26
11 May 2023	82,000	1.39	1.37
15 May 2023	105,000	1.42	1.35

Save as disclosed, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the details of the Directors proposed to be re-elected at the AGM:

Mr. Li Baochen (“Mr. Li”), aged 45, was appointed as an executive Director, the Chairman of the Board, Chairman of both the Executive Committee and Strategic Development Committee, and a member of the Risk Management and Internal Control Committee on 6 January 2023. He was also appointed as a director of CMBCI on 30 December 2022 and a director of CMBC Investment (HK) Limited (a directly wholly-owned subsidiary of the Company) on 20 March 2023.

Mr. Li has over 18 years of experience in the financial services industry. Prior to joining the Group, Mr. Li was an executive director and chief executive officer of China Industrial Securities International Financial Group Limited (a company listed on Stock Exchange; Stock Code: 6058) from 13 January 2020 to 6 December 2022. Mr. Li was also appointed as a director and chief executive officer of Industrial Securities (Hong Kong) Financial Holdings Limited, and a legal representative, an executive director and a general manager of Industrial Securities Consultancy Service (Shenzhen) Company Limited* and a director of IS (Hong Kong) Investment Limited. Mr. Li was the product manager of personal banking of Industrial and Commercial Bank of China, Shenzhen Branch, the general manager of the market research and development department of China Lianhe Credit Rating Co., Ltd., and the managing director, deputy general manager and general manager of the fixed income business headquarter of Industrial Securities Co., Ltd.* (a company listed on the Shanghai Stock Exchange; Stock Code: 601377.SH).

Mr. Li obtained a master’s degree in economics from Nankai University, the PRC in July 2003.

Pursuant to the letter of appointment issued by the Company to Mr. Li, Mr. Li’s term of office is three years from 6 January 2023, unless terminated with three months’ notice in writing served by either party. The directorship of Mr. Li is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Bye-laws. Mr. Li receives remuneration from CMBCI for his service to the group headed by CMBCI of which the Company is a member. Accordingly, Mr. Li does not receive any remuneration for acting in the above-mentioned positions of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this circular in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Mr. Li has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

* For identification purpose only

Mr. Li Ming (“Mr. Li Ming”), aged 42, was appointed as an executive Director, the General Manager and a member of each of the Executive Committee, Risk Management and Internal Control Committee and Strategic Development Committee on 6 January 2023. He was appointed as the deputy general manager of CMBCI on 28 December 2022. Mr. Li Ming was also appointed as a director of CMBC Capital Finance Limited and CMBC Securities Company Limited (directly wholly-owned subsidiaries of the Company), respectively, on 20 March 2023.

Mr. Li Ming has over 20 years of experience in the financial services industry. Prior to joining the Group, Mr. Li Ming has held various positions in China Minsheng Bank and its Hong Kong Branch from 2006 to 2022, with his last position as the vice president (alternate chief executive officer) of the Hong Kong Branch. Prior to that, Mr. Li Ming was a relationship manager in the Head Office Banking Operation Department (International Business Department) of China CITIC Bank.

Mr. Li Ming graduated from Central University of Finance and Economics with a bachelor’s degree in economic information administration and a master’s degree in business administration.

Pursuant to the letter of appointment issued by the Company to Mr. Li Ming, Mr. Li Ming’s term of office is three years from 6 January 2023, unless terminated with three months’ notice in writing served by either party. The directorship of Mr. Li Ming is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Bye-laws. Mr. Li Ming receives remuneration from CMBCI for his service to the group headed by CMBCI of which the Company is a member. Accordingly, Mr. Li Ming does not receive any remuneration for acting in the above-mentioned positions of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li Ming (i) did not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this circular in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Mr. Li Ming has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Lee, Cheuk Yin Dannis (“Mr. Lee”), aged 52, was appointed as an independent non-executive Director on 7 June 2017. Mr. Lee is also the chairman of the Audit Committee and a member of Risk Management and Internal Control Committee. Mr. Lee is a first-class honor graduate with a bachelor’s degree in Business Administration from Texas A&M University, and a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants (AICPA). He currently holds the positions of managing director of DLK Advisory Limited, independent non-executive director and the chairman of the audit committee of each of Tiangong International Company Limited (Stock Code: 826), Cathay Media and Education Group Inc. (Stock Code: 1981) and C&D Property Management Group Co., Ltd (Stock Code: 2156). Mr. Lee has over 20 years of experience in business operations and expansion, operations in the capital market and accounting, and successfully planned and completed many important initial public offerings and corporate financing projects. Mr. Lee was an executive director of both AMCO United Holding Limited (Stock Code: 630) (resigned in 2011) and AMVIG Holdings Limited (Stock Code: 2300) (resigned in 2010), a non-executive director of Kam Hing International Holdings Limited (Stock Code: 2307) (resigned in 2011), an independent non-executive director of Meilleure Health International Industry Group Limited (Stock Code: 2327)(resigned in 2015) and Southern Energy Holdings Group Limited (formerly known as China Unienergy Group Limited) (Stock Code: 1573) (resigned in 2019), Beijing Gridsum Technology Co., Ltd. (a company listed on NASDAQ in the United States (Symbol: GSUM)) (resigned in 2021) and Geely Automobile Holdings Limited (Stock Code: 175) (resigned in 2022).

Pursuant to the Bye-laws, the Listing Rules, and the letter of appointment issued by the Company to Mr. Lee, Mr. Lee’s term of office may be terminated with three months’ notice in writing served by either party. The directorship of Mr. Lee will be subject to retirement by rotation and re-election. Mr. Lee is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date Mr. Lee (i) did not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this circular in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lee has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Lee has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Wu Bin (“Mr. Wu”), aged 50, was appointed as an independent non-executive Director on 7 June 2017. Mr. Wu is also the chairman of each of the Nomination Committee and the Remuneration Committee and a member of each of the Strategic Development Committee and the Audit Committee. Mr. Wu is the current president and partner of Zhongping Capital and an equity investment and insurance private equity evaluation expert at Insurance Asset Management Association of China. Mr. Wu holds a doctor’s degree in Economics from Fudan University. From September 1998 to February 2014, Mr. Wu served as the deputy general manager of Haitong Securities Co. Ltd. (the shares of which listed on the Shanghai Stock Exchange (Stock Code: 600837.SH) and the Stock Exchange (Stock Code: 6837), the chairman of Haitong UniTrust International Leasing Corporation, the chairman of Haitong Asset Management Corporation and the director of Haitong International Finance Holdings Limited. He also successively served as the vice president of Shanghai Media Group (SMG), the vice chairman of Shanghai Oriental Pearl Group Co., Ltd., the chairman of Shanghai Media Development Corporation, the chairman of Shanghai EPIC Music, and a director of Shanghai Shendi (Group) Co., Ltd. (Shanghai Disney Holdings Limited). Mr. Wu was named as the Shanghai Financial Industry Leader, and was the former vice chairman of compliance committee of Securities Association of China, a member of asset management committee of Securities Association of China and an expert consultant of China Securities Investor Protection Fund.

Pursuant to the Bye-laws, the Listing Rules, and the letter of appointment issued by the Company to Mr. Wu, Mr. Wu’s term office may be terminated with three months’ notice in writing served by either party. The directorship of Mr. Wu will be subject to retirement by rotation and re-election. Mr. Wu is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date Mr. Wu (i) did not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this circular in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Wu has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

AGM NOTICE



民銀資本控股有限公司
CMBC CAPITAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of CMBC Capital Holdings Limited (the “**Company**”) will be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong, on Thursday, 29 June 2023 at 9:30 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022.
2. To re-elect the following directors of the Company:
 - (a) Mr. Li Baochen as executive director;
 - (b) Mr. Li Ming as executive director;
 - (c) Mr. Lee, Cheuk Yin Dannis as independent non-executive director;
and
 - (d) Mr. Wu Bin as independent non-executive director.
3. To authorize the board of directors of the Company (the “**Board**”) to appoint additional directors as and when the Board considers necessary.
4. To authorize the Board to fix the respective directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix its remuneration.

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6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the **“Directors”**), during the Relevant Period (as hereinafter defined), of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company (the **“Shares”**)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into Shares; or

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- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”), from time to time,

shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) of this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders (the “**Shareholders**”) in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors, during the Relevant Period (as hereinafter defined), of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which its Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) of this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.”

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- (C) “**THAT** conditional upon the passing of the resolutions numbered 6(A) and 6(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 6(A) of the Notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors, pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 6(B) of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
CMBC Capital Holdings Limited
Li Baochen
Chairman

Hong Kong, 5 June 2023

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy needs not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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 authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 June 2023.

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4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. An explanatory statement containing further details regarding the resolution numbered 6(B) above is set out in Appendix I to this circular.