
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 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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**CMBC CAPITAL HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED CHANGE OF AUDITOR,
PROPOSED FINAL DIVIDEND,
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 Friday, 28 June 2019 at 9:30 a.m. is set out on pages 14 to 17 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

28 May 2019

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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 Friday, 28 June 2019 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 14 to 17 of this circular
“Board”	the Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“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)
“CMBCI Holdings”	CMBC International Holdings Limited (民生商銀國際控股有限公司), a company incorporated in Hong Kong with limited liability and an indirect controlling shareholder of the Company
“close associate(s)”	has the meaning ascribed to the expression under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“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)
“core connected person”	has the meaning ascribed to the expression under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“KPMG”	KPMG, Certified Public Accountants, Hong Kong
“Latest Practicable Date”	27 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$0.01 each
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) or New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Executive Directors:

Mr. Li Jinze (*Chairman*)

Mr. Ding Zhisuo

Mr. Ng Hoi Kam

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Directors:

Mr. Ren Hailong

Mr. Liao Zhaohui

*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

28 May 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED CHANGE OF AUDITOR,
PROPOSED FINAL DIVIDEND,
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 aggregate number of Shares repurchased under the Repurchase Mandate; (d) the proposed change of auditor; (e) the proposed final dividend for the year ended 31 December 2018 and (f) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

Up to the Latest Practicable Date, the total number of issued share capital of the Company is 47,705,977,729 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 9,541,195,545 New Shares and the maximum number of New Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 4,770,597,772 New Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to 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. PROPOSED CHANGE OF AUDITOR

As disclosed in the announcement of the Company dated 28 May 2019, KPMG will retire as the external auditor of the Company due to expiry of appointment, with effect from the close of the AGM.

KPMG was re-appointed as the Company's auditor for the year ended 31 December 2018 at the Company's special general meeting held on 22 August 2018 to hold office until the conclusion of the AGM.

China Minsheng Bank, the indirect controlling Shareholder of the Company, has proposed to appoint PricewaterhouseCoopers as its auditor for the year ended 2019, subject to its shareholders' approval at its annual general meeting. With the expiry of KPMG's service term, the Audit Committee considers that the appointment of PricewaterhouseCoopers as the Company's auditor can align the audit work of the Group and China Minsheng Bank thereby enhancing the efficiency of the audit services to be provided to the Group and its controlling Shareholder. The Audit Committee of the Company has recommended that the Board proposes the appointment of PricewaterhouseCoopers as the Company's auditor. Accordingly, the Board resolved to propose the appointment of PricewaterhouseCoopers as the new auditor of the Company to fill the vacancy following the retirement of KPMG and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the AGM.

LETTER FROM THE BOARD

KPMG has confirmed that there is no matter which KPMG needs to bring to the attention of the holders of the securities of the Company in relation to its retirement as the auditor of the Company. The Board also confirmed that there were no matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders.

4. PROPOSED FINAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2018 dated 28 March 2019, the Board has recommended the payment of a final dividend of HK0.2 cents per Share for the year ended 31 December 2018. Subject to the approval by the Shareholders at the AGM, the final dividend is expected to be paid in cash on or before 26 July 2019 and the record date for entitlement to the proposed final dividend is 9 July 2019.

5. RE-ELECTION OF THE RETIRING DIRECTORS

The Directors, Mr. Li Jinze, Mr. Wang Lihua, and Mr. Wu Bin will retire at the AGM pursuant to Article 87(1) of the Bye-law and, being eligible, will offer themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. CLOSURE OF REGISTER OF MEMBER

The AGM is scheduled to be held on Friday, 28 June 2019. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2019.

For the purpose of determining the entitlement to the proposed final dividend, subject to the approval of the Shareholders at the AGM, the register of members of the Company will be closed from Friday, 5 July 2019 to Tuesday, 9 July 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30p.m. on Thursday, 4 July 2019.

LETTER FROM THE BOARD

7. 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 Friday, 28 June 2019 at 9:30 a.m. The AGM Notice is set out on pages 14 to 17 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 aggregate number of Shares repurchased under the Repurchase Mandate; (iv) the proposed change of auditor; (v) the proposed final dividend for the year ended 31 December 2018; and (vi) the re-election of the retiring Directors.

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the chairman of the AGM to demand for a poll for the ordinary resolutions put to the vote of the AGM in accordance with the Bye-laws.

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.

8. 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 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the form of proxy shall be deemed to be revoked.

9. 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.

10. 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.

LETTER FROM THE BOARD

11. ADDITIONAL INFORMATION

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

Yours faithfully,
On behalf of the Board
CMBC Capital Holdings Limited
Mr. Li Jinze
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to 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 share capital of the Company is 47,705,977,729 Shares. 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 4,770,597,772 New Shares, representing 10% of the New 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 and in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws 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 on the Stock Exchange. 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 2018, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised 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 of the Company or its gearing levels 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 in each of the last twelve (12) months before the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2018		
May	0.62	0.475
June	0.56	0.43
July	0.49	0.40
August	0.46	0.42
September	0.435	0.385
October	0.395	0.265
November	0.335	0.28
December	0.325	0.28
2019		
January	0.345	0.27
February	0.32	0.295
March	0.305	0.275
April	0.295	0.237
May (up to the Latest Practicable Date)	0.27	0.232

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. Accordingly, 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.

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.

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 core connected persons (as defined in the Listing Rules) of the Company 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 has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six (6) months preceding the Latest Practicable Date.

10. GENERAL

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 issued share capital 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 in public hands.

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

Mr. Li Jinze (“Mr. Li”), *Chairman, Executive Director, Chairman of the Executive Committee and the Development Strategy Committee of the Company*

Mr. Li, aged 49, is the current chief executive officer of CMBCI. Mr. Li has obtained a doctorate in international law from Wuhan University, and a postdoctor certificate in international finance from Nankai University. Since then, Mr. Li has passed Paper 1 and 2 of the Licensing Examination for Securities and Futures Intermediaries, and is a licensed fund practitioner and has a certificate for qualified lawyer in the People’s Republic of China. Mr. Li previously worked at Industrial and Commercial Bank of China Limited (“**ICBC**”), serving as the deputy general manager of its legal department, the vice president of its Shanxi branch, and the deputy general manager of the international business department of its head office. In addition, Mr. Li was previously employed as the head of the preparatory group for the incorporation of the Singapore branch of China Minsheng Bank. Major projects that Mr. Li was involved in include the reorganization of ICBC and the introduction of strategic investors in relation to its domestic and foreign listing, the reorganisation of the business of a Hong Kong investment bank, the establishment of a domestic trust involving the securitisation of non-performing assets, and the cases that involved oil proceeds which were subject to the sanction imposed by the Office of Foreign Assets Control of the United States government. Mr. Li has also published nearly 100 legal and financial articles in various publications including the People’s Daily, China Legal Science and Studies of International Finance.

Pursuant to the Bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Li, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Li will be subject to retirement by rotation and re-election. Mr. Li is entitled to receive a director’s remuneration of HK\$4,800,000 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 prevailing market conditions. The director’s remuneration of Mr. Li is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) does 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 (3) 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 these other matters that need to be brought to the attention of the shareholders.

Mr. Wu Bin (“Mr. Wu”), *Independent non-executive Director of the Company, chairman of the Nomination Committee and the Remuneration Committee and members of the Audit Committee and the Development Strategy Committee*

Mr. Wu, aged 46, is the current president and partner of Zhongping Capital, and holds a doctor’s degree in Economics from Fudan University. From September 1998 to February 2014, Mr. Wu served as the vice president of Haitong International Securities Group Limited (Stock Code: 665), 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, a director of Shanghai Shendi (Group) Co., Ltd. (Shanghai Disney Holdings Limited) and a director of CBN China Business News. Named as the Shanghai Financial Industry Leader, Mr. Wu was the former vice chairman of compliance committee of Securities Association of China, a member of asset management committee and an expert member of China Securities Investor Protection Fund.

Pursuant to the Bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Wu, which may be terminated with three (3) 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 prevailing market conditions. The director’s remuneration of Mr. Wu is subject to annual review by the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu (i) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) does 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 (3) 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. 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.

Mr. Wang Lihua (“Mr. Wang”), *Independent non-executive Director and member of the Audit Committee, the Remuneration Committee and the Nomination Committee*

Mr. Wang, aged 56, is the current managing partner of Tian Yuan Law Firm and a part time professor at Peking University. Mr. Wang holds a master’s degree in Economic Law from Peking University. He previously served as the president of the 1st Beijing Xicheng Lawyers Association, a standing member of the All China Lawyers Association, a member of the Experts Panel of the Beijing Municipal Government, an expert of the International Chamber of Commerce China, a member of the Review Committee for Mergers and Acquisitions and Restructurings of Listed Companies of China Securities Regulatory Commission (“CSRC”) for the 2nd and 3rd sessions, and the independent director of Shandong Xingmin Wheel Co., Ltd. Mr. Wang was previously the director of the Scientific Research Office of Peking University Law School, the vice president of the 7th Council of Beijing Lawyers Association, a member of the Public Offering Review Committee of CSRC for the 7th and 8th sessions, a member of the Mergers and Acquisitions and Restructuring Review Committee of Listed Companies of CSRC for the 3rd and 4th sessions and the independent director of Xinjiang Chalkis Co. Ltd.

Pursuant to the Bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Wang which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Wang will be subject to retirement by rotation and re-election. Mr. Wang 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 prevailing market conditions. The director’s remuneration of Mr. Wang is subject to annual reviews by the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) does 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 (3) 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. Wang 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



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 Friday, 28 June 2019 at 9:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2018.
2. To declare a final dividend of HK0.2 cents per ordinary share for the financial year ended 31 December 2018.
3. To re-elect the following directors of the Company:
 - (a) to re-elect Mr. Li Jinze as executive director;
 - (b) to re-elect Mr. Wu Bin as independent non-executive director;
 - (c) to re-elect Mr. Wang Lihua as independent non-executive director;
 - (d) to authorise the board of directors of the Company to fix the directors’ remuneration;
4. To appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix its remuneration;

ORDINARY RESOLUTIONS

5. 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) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

AGM NOTICE

- (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 of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital 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 of the Company; or
 - (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 of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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 in general meetings; and

AGM NOTICE

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members 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).”

(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 of the Company may be listed and is recognised by Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases for this purpose, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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;

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- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's 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 of the Company or any applicable laws to be held."
- (C) **"THAT** conditional upon the passing of the resolutions numbered 3(A) and 3(B) as set out in the notice convening this meeting (the **"Notice"**), the general mandate referred to in the resolution numbered 3(A) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the 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 aggregate nominal amount of the shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 3(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

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

Hong Kong, 28 May 2019

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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 need 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 Tuesday, 25 June 2019 to Friday, 28 June 2019, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2019.
4. For the purpose of determining the entitlement to the proposed final dividend, subject to the approval of the shareholders at the AGM, the register of members of the Company will be closed from Friday, 5 July 2019 to Tuesday, 9 July 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30p.m. on Thursday, 4 July 2019.
5. The instrument appointing a proxy and (if required by the Board of Directors of the Company) 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 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.
6. 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.
7. 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.
8. An explanatory statement containing further details regarding the resolution numbered 4(B) above is set out in Appendix I to this circular.