

THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplementary circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ManpowerGroup Greater China Limited, you should at once hand this supplementary circular together with the accompanying second form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**SUPPLEMENTARY CIRCULAR TO THE CIRCULAR  
DATED 28 APRIL 2020  
IN RELATION TO  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;  
AND  
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

This supplementary circular (the “**Supplementary Circular**”) should be read together with the circular of ManpowerGroup Greater China Limited dated 28 April 2020 (the “**Circular**”) to its Shareholders. Capitalised terms used on this cover page shall have the same meanings as those defined in the Circular unless otherwise stated.

The notice of the AGM of the Company (the “**Notice**”) and the supplementary notice of the AGM of the Company (the “**Supplementary Notice**”) to be held at 38/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, the People’s Republic of China on Monday, 29 June 2020 at 10:00 a.m. is set out on pages 26 to 31 of the Circular and pages 9 to 11 of this Supplementary Circular, respectively.

A second form of proxy (the “**Second Proxy Form**”) for use at the Annual General Meeting is enclosed with this Supplementary Circular. Such Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.manpowergrc.com](http://www.manpowergrc.com).

Whether or not you intend to attend the Annual General Meeting, you are required to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 10:00 a.m. on Saturday, 27 June 2020) or any adjournment thereof.

Completion and return of the Second Proxy Form shall not preclude any Shareholder from attending and voting in person at the Annual General Meeting or any adjourned meeting if they so wish and in such event the Second Proxy Form shall be deemed to be revoked.

References to time and dates in this Supplementary Circular are to Hong Kong time and dates.

11 June 2020

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## DEFINITIONS

*In this Supplementary Circular, unless otherwise defined or the context otherwise requires, the following terms or expressions shall have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 38/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, the People’s Republic of China, on Monday, 29 June 2020 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	ManpowerGroup Greater China Limited (萬寶盛華大中華有限公司) (formerly known as ManpowerGroup Greater China (Cayman) Limited), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 2180)
“Director(s)”	the director(s) of the Company
“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
“Latest Practicable Date”	10 June 2020, being the latest practicable date prior to the printing of this Supplementary Circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC” or “China”	the People’s Republic of China, but for the purpose of this Supplementary Circular and unless otherwise indicated, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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**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)**

*Executive Director:*

Mr. YUAN Jianhua

*(Chief Executive Officer and President)*

*Non-executive Directors:*

Mr. Darryl E GREEN *(Chairman)*

Mr. Sriram CHANDRASEKAR

Mr. ZHANG Yinghao

Mr. ZHAI Feng

*Independent non-executive Directors:*

Mr. Thomas YEOH Eng Leong

Ms. WONG Man Lai Stevie

Mr. Victor HUANG

*Registered office:*

PO Box 309

Ugland House

Grand Cayman

KY1-1104, Cayman Islands

*Headquarters and principal place of  
business in China:*

36/F, Xin Mei Union Square

No. 999, Pudong Road (S)

Pudong District, Shanghai

PRC

*Principal place of business  
in Hong Kong:*

Rooms 2303-04, 9 Chong Yip Street

Kwun Tong, Kowloon

Hong Kong

11 June 2020

*To the Shareholders*

Dear Sir/Madam,

**SUPPLEMENTARY CIRCULAR TO THE CIRCULAR  
DATED 28 APRIL 2020  
IN RELATION TO  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;  
AND  
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This Supplementary Circular should be read together with the Circular which contains, inter alia, the Notice. The purpose of this Supplementary Circular is to provide you with further information relating to the change in the resolution to consider and approve the proposed re-election of retiring Directors and regarding the supplementary

## LETTER FROM THE BOARD

ordinary resolution to be proposed at the AGM regarding the proposed appointment of a non-executive Director and give you the Supplementary Notice of the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 10 June 2020 (the “**Announcement**”) in relation to the resignation of Mr. Sriram CHANDRASEKAR as Director and a member of the audit committee of the Company with effect from 29 June 2020 upon the conclusion of the AGM.

As stated in the Circular, all Directors, including Mr. Sriram CHANDRASEKAR (“**Mr. CHANDRASEKAR**”), will retire at the Annual General Meeting, and being eligible, will offer themselves for re-election at the Annual General Meeting.

Due to the proposed resignation of Mr. Sriram CHANDRASEKAR set out above, Mr. CHANDRASEKAR confirmed that he will not offer himself for re-election as non-executive Director at the Annual General Meeting in order to devote more time to pursue his passion for learning and other personal developments. Accordingly, the ordinary resolution numbered 3(a)(iii) in respect of re-election of Mr. Sriram CHANDRASEKAR as a non-executive Director as set out in the Notice and the form of proxy (the “**Original Proxy Form**”) will no longer be applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

As at the Latest Practicable Date, other than the above-mentioned resignation of Mr. Sriram CHANDRASEKAR, there was no change to other information on the proposed re-election of Directors as stated in the Circular.

### PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

To fill the vacancy following the resignation of Mr. CHANDRASEKAR, with the recommendation of the nomination committee of the Company, the Board has resolved to propose the appointment of Mr. John Thomas MCGINNIS (“**Mr. MCGINNIS**”) as a non-executive Director with effect from the conclusion of the Annual General Meeting. The appointment is subject to the approval by the Shareholders at the Annual General Meeting by way of an ordinary resolution. Mr. MCGINNIS will also be appointed as a member of the audit committee of the Company from the effective date of his appointment as a non-executive Director.

A supplementary ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the election of Mr. John Thomas MCGINNIS as a non-executive Director.

The Board considers that Mr. John Thomas MCGINNIS is suitable for appointment as a non-executive Director.

The biographical details of Mr. MCGINNIS are set out in Appendix I to this Supplementary Circular in accordance with the relevant requirements of the Listing Rules.

## LETTER FROM THE BOARD

### CHANGE OF VENUE OF THE ANNUAL GENERAL MEETING

As stated in the Announcement, due to the recent development of novel coronavirus (COVID-19) and after due consideration, the venue of the Annual General Meeting has been changed to 38/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, the People's Republic of China.

Save for the change of venue of the AGM and the information set out in this Supplementary Circular, the Supplementary Notice and the Second Proxy Form, all the information set out in the Circular, the Notice and the Original Proxy Form remain unchanged. Shareholders who intend to attend the Annual General Meeting in person are advised to pay attention to the above-mentioned change of venue.

### SUPPLEMENTARY NOTICE OF AGM AND SECOND PROXY FORM

As a result of the resignation of Mr. CHANDRASEKAR as a non-executive Director and the ordinary resolution in relation to the proposed appointment of Mr. John Thomas MCGINNIS as a non-executive Director, subsequent to the despatch of the Circular containing the Notice and the Original Proxy Form, the Supplementary Notice is set out on pages 9 to 11 of this Supplementary Circular and the Second Proxy Form is enclosed herewith to include such proposed resolution.

The Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.manpowergrc.com](http://www.manpowergrc.com). Whether or not you intend to attend the Annual General Meeting, you are required to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (the "**Share Registrar**"), at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 10:00 a.m. on Saturday, 27 June 2020) or any adjournment thereof (the "**Closing Time**"). Completion and delivery of the Second Proxy Form shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the Second Proxy Form shall be deemed to be revoked.

A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

## LETTER FROM THE BOARD

A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:

- (a) If no Second Proxy Form is lodged with the Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form, and in respect of the resolution for the proposed appointment of Mr. MCGINNIS as set out in the Supplementary Notice and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (b) If the Second Proxy Form is lodged with the Share Registrar at or before the Closing Time, the Second Proxy Form will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (c) If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will also revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the AGM will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the AGM.

### RESPONSIBILITY STATEMENT

This Supplementary Circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, as at the Latest Practicable Date, there are no other facts the omission of which would make any statement herein misleading.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposed supplementary ordinary resolution for the election of Mr. John Thomas MCGINNIS as a non-executive Director is in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the supplementary ordinary resolution to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**ManpowerGroup Greater China Limited**  
**YUAN Jianhua**  
*Executive Director,*  
*Chief Executive Officer and President*

**DIRECTOR STANDING FOR ELECTION****John Thomas MCGINNIS**

**Mr. John Thomas MCGINNIS**, age 53, was appointed as executive vice president and chief financial officer of ManpowerGroup Inc. (“MAN”), being one of the controlling shareholders (with the meaning ascribed to it under the Listing Rules) of the Company, effective from 15 February 2016. As the chief financial officer, he is responsible for MAN’s worldwide finance, accounting and internal audit functions.

As a member of MAN’s executive leadership team, Mr. MCGINNIS is engaged in supporting and developing the company’s business and finance strategies and driving operational performance across all geographies and business lines.

Mr. MCGINNIS joined MAN from Morgan Stanley, where he served from January 2014 through February 2016 as global controller responsible for financial accounting and controls, U.S. Securities and Exchange Commission (SEC) and regulatory reporting, financial planning and analysis, and the finance function for the bank. From July 2012 through January 2014, he served as chief financial officer in HSBC North America Holdings Inc. He was also the chief financial officer of HSBC USA Inc. from July 2010 to June 2012 and the chief accounting officer/controller of HSBC North America Holding Inc. from March 2006 to June 2010, and before that, he served and reached the position of partner at Ernst & Young LLP from 1989 through March 2006.

Mr. MCGINNIS is a graduate of Loyola University Chicago and holds a bachelor of business administration in public accounting (May 1989). He completed executive education programs at Harvard Business School (June and December 2010). He qualified as a certified public accountant and is a member of the American Institute of Certified Public Accountants.

Mr. MCGINNIS is a member of the executive board of City Year Milwaukee, a not-for-profit organization that partners with educators while supporting and mentoring children.

Save as disclosed above, Mr. MCGINNIS has no other relationship with any other Directors, senior management, substantial and controlling shareholders (with the same meanings ascribed thereto in the Listing Rules) and has not held any position with the Company or any other member of the Company, nor has any directorships in other listed companies in the past three years.

Upon approval of Mr. MCGINNIS’s appointment at the AGM, the Company will enter into an appointment letter with Mr. MCGINNIS for an initial term of three years from 29 June 2020 unless terminated by not less than three months’ notice in writing served by either party on the other. He will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. According to the terms of the appointment letter, no remuneration shall be payable by the Company to Mr. MCGINNIS. His future remuneration shall be subject to the review by the Board based on the recommendations from the remuneration committee of the Company.

As at the date hereof and within the meaning of Part XV of the Securities and Futures Ordinance, Mr. MCGINNIS does not have any interest in the shares of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. MCGINNIS as a non-executive Director that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. MCGINNIS that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.



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**万宝盛华大中华有限公司**

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**(Stock Code: 2180)**

**SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

REFERENCE IS MADE TO the notice of annual general meeting (the “AGM”) of ManpowerGroup Greater China Limited (the “Company”) dated 28 April 2020 (the “Notice”) regarding the AGM of the Company to be held on Monday, 29 June 2020 at 10:00 a.m. This supplementary notice shall be read together with the Notice.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM of the Company will be held at 38/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, the People’s Republic of China at 10:00 a.m. on Monday, 29 June 2020 and that the ordinary resolution numbered 3 as set out in the Notice should be deleted in its entirety and replaced by the following ordinary resolution numbered 3, which will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (“Shareholders”) at the AGM:

3. (a) To elect/re-elect the following Directors:
  - (i) To re-elect Mr. YUAN Jianhua as an executive Director;
  - (ii) To re-elect Mr. Darryl E GREEN as a non-executive Director;
  - (iii) *Withdrawn*;
  - (iii)-1 To elect Mr. John Thomas MCGGINIS as a non-executive Director;
  - (iv) To re-elect Mr. ZHANG Yinghao as a non-executive Director;
  - (v) To re-elect Mr. ZHAI Feng as a non-executive Director;
  - (vi) To re-elect Mr. Thomas YEOH Eng Leong as an independent non-executive Director;

## SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

- (vii) To re-elect Ms. WONG Man Lai Stevie as an independent non-executive Director; and
- (viii) 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.

By order of the Board  
**ManpowerGroup Greater China Limited**  
**YUAN Jianhua**  
*Executive Director,*  
*Chief Executive Officer and President*

Hong Kong, 11 June 2020

*Notes:*

1. The biographical details of Mr. John Thomas MCGGINIS are set out on page 8 of the supplementary circular dated 11 June 2020.
2. Except for the venue of the AGM, the withdrawal of ordinary resolution numbered 3(a)(iii) stated in the Notice and the proxy arrangement, all other matters of the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, registration procedures, closure of register of members and other relevant matters, please refer to the circular of the Company and the Notice dated 28 April 2020.
3. Since the form of proxy (“**Original Proxy Form**”) sent together with the Notice does not contain the resolution for the proposed appointment of Mr. John Thomas McGinnis as set out in this supplementary notice, a second form of proxy (the “**Second Proxy Form**”) has been prepared and is enclosed with the Company’s supplementary circular of which this supplementary notice forms part. If such Second Proxy Form is signed by a person authorized by a Shareholder pursuant to a power of attorney or other instruments, a notarized copy of that power of attorney or other instrument must be delivered together with the Second Proxy Form to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”) at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (the “**Closing Time**”) if they so wish.
4. A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.
5. A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:
  - (a) If no Second Proxy Form is lodged with the Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form, and in respect of the resolution for the proposed appointment of Mr. John Thomas McGinnis as set out in the supplementary notice of the Company and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.

## SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

- (b) If the Second Proxy Form is lodged with the Share Registrar at or before the Closing Time, the Second Proxy Form will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
  - (c) If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will also revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
6. References to time and dates in this supplementary circular are to Hong Kong time and dates.