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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 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 circular together with the accompanying 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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
PAYMENT OF FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND SHARE BUY-BACK;
PROPOSED AMENDMENT TO THE TERMS OF
PREVIOUSLY GRANTED SHARE OPTIONS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of ManpowerGroup Greater China Limited to be held on Tuesday, 29 June 2021 at 10:00 a.m. at 37/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, PRC is set out on pages 21 to 27 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.manpowergrc.com. Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy 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 Sunday, 27 June 2021) or any adjournment thereof.

Completion and return of the form of proxy shall not preclude any shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

29 April 2021

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DEFINITIONS

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

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| “8 April 2020 Announcement” | the announcement of the Company dated 8 April 2020 in relation to, among others, the grant of Share Options resolved by the Board pursuant to the Share Option Scheme |
| “9 April 2021 Announcement” | the announcement of the Company dated 9 April 2021 in relation to, among others, the change in terms of Previously Granted Share Options |
| “27 April 2021 Announcement” | the supplement announcement of the Company dated 27 April 2021 in relation to, among others, the change in terms of Previously Granted Share Options |
| “Annual General Meeting” or “2021 AGM” | the annual general meeting of the Company to be held at 37/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai, PRC, on Tuesday, 29 June 2021 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 27 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company currently in force |
| “associate(s)” or “close associate(s)” | has the meaning ascribed thereto in the Listing Rules |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors of the Company |
| “Buy-back Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy-back Shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing of the relevant resolution granting such mandate |

DEFINITIONS

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| “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) |
| “connected person(s)” | has the meaning ascribed thereto in the Listing Rules |
| “Controlling Shareholder(s)” | has the meaning ascribed thereto in the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Executive Director(s)” | the executive 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 |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal in additional Shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing of the relevant resolution granting such mandate |
| “Latest Practicable Date” | Monday, 19 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Date” | 10 July 2019, being the date on which the Shares are first listed and from which dealings thereof are permitted to commence on the Stock Exchange |
| “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 Company |

DEFINITIONS

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| “PRC” or “China” | the People’s Republic of China, but for the purpose of this circular and unless otherwise indicated, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Previously Granted Share Options” | the grant of 4,000,000 Share Options resolved by the Board pursuant to the Share Option Scheme on 8 April 2020 |
| “Proposed Amendment” | the proposed amendment to the vesting date of the Previously Granted Share Options, as more particularly described under the paragraph headed “Proposed Amendment to the Terms of Previously Granted Share Options” in the Letter from the Board in this circular |
| “Remuneration Committee” | the remuneration committee of the Company |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “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 share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Share Option(s)” | share option(s) granted and to be granted under the Share Option Scheme |
| “Share Option Scheme” | the Company’s share option scheme adopted on 5 June 2019 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Substantial Shareholder(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-Backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time |
| “%” | per cent |

LETTER FROM THE BOARD



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)

Executive Director:

Mr. CUI Zhihui (*Chief Executive Officer*)

Non-executive Directors:

Mr. Darryl E GREEN (*Chairman*)

Mr. John Thomas MCGINNIS

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

29 April 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
PAYMENT OF FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND SHARE BUY-BACK;
PROPOSED AMENDMENT TO THE TERMS OF
PREVIOUSLY GRANTED SHARE OPTIONS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and further information in relation to, amongst other matters, the following resolutions to be proposed at the Annual General Meeting: (a) the re-election of the retiring Directors; (b) the payment of final dividend; (c) the grant to the Directors of the Issue Mandate and the Buy-back Mandate and (d) the Proposed Amendment.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Accordingly, the following Directors, namely, Mr. Darryl E GREEN, Mr. ZHANG Yinghao, and Mr. Thomas YEOH Eng Leong, will hold office until the Annual General Meeting and, all being eligible, have offered themselves for re-election at the Annual General Meeting.

Pursuant to Article 16.2 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting and shall then be eligible for re-election at such meeting

Accordingly, Mr. CUI Zhihui, being a new Director appointed on 31 March 2021 shall hold office until the conclusion of the Annual General Meeting and being eligible, shall offer himself for re-election at the Annual General Meeting.

The Nomination Committee assists the Board in the selection and nomination process for the above retiring Directors. The nomination was made in accordance with the nomination policy adopted by the Board (the “**Nomination Policy**”) and took into account the Board’s composition as well as the various diversity aspects as set out in the board diversity policy adopted by the Board (the “**Board Diversity Policy**”).

The Nomination Committee has evaluated the retiring Directors based on criteria set out in the Nomination Policy including but not limited to their character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as members of the Board and is of the view that the retiring Directors will bring to the Board perspectives, skills and experience as further described in their biographies in Appendix II to this circular.

Based on the Board Diversity Policy, the Nomination Committee considers that the retiring Directors can contribute to the diversity of the Board. The Board comprises eight members, including one female independent non-executive Director. The Directors also have a balanced mix of knowledge, skills and experience, including overall management, information technology (IT) and investment etc. They obtained degrees in various majors including economics in accounting, business administration, commerce, economic geography and urban and rural planning and environmental engineering. The Board has three independent non-executive Directors with different industry backgrounds, representing more than one-third of the Board members. Furthermore, the Board has a wide range of age, ranging from 44 years old to 60 years old. The Company has taken and will continue to take steps to promote gender diversity at all levels of the Group, including but without limitation at the Board and senior management levels. Taking into account the business model of the Group and its specific needs as well as the presence of one female Director out of a total of eight Board members, the Directors consider that the composition of the Board satisfies the Board Diversity Policy.

LETTER FROM THE BOARD

The Nomination Committee has also assessed and reviewed the written confirmation of independence of Mr. Thomas YEOH Eng Leong who has offered himself for re-election at the 2021 AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

The Board, with the recommendation of the Nomination Committee, believes that the valuable knowledge and experience of the retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole and supports their re-elections as Directors at the 2021 AGM.

Details of the above retiring Directors who are standing for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules. Separate resolutions will be prepared for the re-election of the Directors.

FINAL DIVIDEND

Subject to Shareholders' approval at the Annual General Meeting, the Board has recommended a final dividend of HK\$0.32 per Share for the year ended 31 December 2020 ("**Final Dividend**"). The Final Dividend is payable on Tuesday, 20 July 2021 and the record date for entitlement to the Final Dividend is Friday, 9 July 2021.

For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Tuesday, 6 July 2021 to Friday, 9 July 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the Final Dividend, all transfer of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with 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 for registration not later than 4:30 p.m. on Monday, 5 July 2021.

ISSUE MANDATE

At the annual general meeting of the Company held on 29 June 2020, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such mandate at the Annual General Meeting. The Issue Mandate will be proposed at the Annual General Meeting to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing the Issue Mandate.

As at the Latest Practicable Date, the Company had 207,500,000 issued Shares. Subject to the passing of the proposed ordinary resolution 5(a) as set out in the notice of the Annual General Meeting and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 41,500,000 Shares under the Issue Mandate.

LETTER FROM THE BOARD

In addition, subject to a separate approval of the ordinary resolutions 5(b) and 5(c), the number of Shares buy-back by the Company under ordinary resolution 5(b) will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution 5(a) provided that such additional amount shall not exceed 10% of the total number of the issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and the Buy-back Mandate.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate as at the Latest Practicable Date.

The Issue Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; or (iii) the date on which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

BUY-BACK MANDATE

At the annual general meeting of the Company held on 29 June 2020, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to buy-back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such mandate at the Annual General Meeting.

In order to give the Company the flexibility to buy-back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise all powers of the Company to buy-back Shares representing up to 10% of the total number of the issued Shares as at the date of passing of the resolution, amounting to 20,750,000 Shares, in relation to the Buy-back Mandate, assuming that no further Shares are issued or buy-back after the Latest Practicable Date and up to the date of passing of such resolution at the Annual General Meeting.

The Buy-back Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; or (iii) the date on which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Directors have no current intention of exercising the Buy-back Mandate as at the Latest Practicable Date.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

PROPOSED AMENDMENT TO THE TERMS OF PREVIOUSLY GRANTED SHARE OPTIONS

References are made to 8 April 2020 Announcement, 9 April 2021 Announcement and 27 April 2021 Announcement in relation to, among other things, the Previously Granted Share Options and the Proposed Amendment.

It was disclosed in the 8 April 2020 Announcement that 100% of the Previously Granted Share Options shall be vested on 8 April 2023.

In view of the need to incentivise the talents of the Group with reference to the then business development of the Group and the market condition, the Board proposes to amend the vesting date of the Previously Granted Share Option in accordance with the timetable below:

| Vesting Date | Percentage of Previously Granted Share Options to vest |
|---------------------|---------------------------------------------------------------|
| 7 April 2022 | 50% of the Previously Granted Share Options |
| 7 April 2023 | 50% of the Previously Granted Share Options |

It is believed the Proposed Amendment aligns with the demand of the Company's business development and will be beneficial to the sustainability and the growth of the Group.

The Proposed Amendment shall be subject to the approval of the Shareholders by virtue of note (2) to Rule 17.03(18) of the Listing Rules. An ordinary resolution will be proposed at the Annual General Meeting for the Shareholders to consider and if thought fit, approve the Proposed Amendment. The consent of the current holders of the Previously Granted Share Options is not required to give effect to the Proposed Amendment. The Proposed Amendment, if approved, shall become effective on the date of the passing of the relevant resolution by the Shareholders at the Annual General Meeting. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Amendment. As such, no Shareholder is required to abstain from voting in favour of the resolution approving the Proposed Amendment at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 27 of this circular is the notice of the Annual General Meeting containing, inter alia, the ordinary resolutions in relation to the re-election of the retiring Directors, the payment of Final Dividend, the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the Proposed Amendment.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with 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, for registration not later than 4:30 p.m. on Wednesday, 23 June 2021.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.manpowergrc.com. Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy 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 not less than 48 hours on before the time fixed for the holding of the Annual General Meeting (i.e. at or before 10:00 on Sunday, 27 June 2021) or any adjournment thereof. Completion and delivery of the form of proxy 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 form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This 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 circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions including the re-election of Directors, the payment of the Final Dividend, the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the Proposed Amendment are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
ManpowerGroup Greater China Limited
CUI Zhihui
Executive Director and Chief Executive Officer

DIRECTORS STANDING FOR RE-ELECTION

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

Mr. CUI Zhihui, Executive Director

Mr. CUI Zhihui (崔志輝), aged 44, was appointed as the Company's executive Director on 31 March 2021. He is responsible for making operational and strategic decisions. Mr. CUI has served as the Group's chief financial officer from January 2016 to March 2021 and is responsible for the Group's management, including overseeing its financial affairs and leading the merger and acquisition and post management. He also holds directorship in a number of the Group's subsidiaries. Prior to joining the Group, from March 2007 to January 2016, Mr. CUI served as the chief financial officer at Capgemini Business Service (China) Co., Ltd. (廣東凱捷商業數據處理服務有限公司), a company specialising in business process outsourcing and information technology services, where he was primarily responsible for overseeing the management of financial affairs. Mr. CUI obtained a master's degree in business administration from the City University of Macau in Macau in August 2001. Mr. CUI was admitted as a fellow of The Chartered Institute of Management Accountants in September 2015.

Save as disclosed above, Mr. CUI has no other relationship with any other Directors, senior management, Substantial and Controlling Shareholders and has not held any position with the Company, or any other member of the Group, nor has any directorships in other listed companies in the past three years.

Mr. CUI has entered into a service contract with the Company for an initial term of three years from 31 March 2021 unless terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. CUI is entitled to a basic salary of RMB3,218,160 per annum and discretionary bonus, but he is not entitled to any director's fee. The director's emoluments of Mr. CUI are determined by the Board based on the recommendations of the Remuneration Committee, with reference to his duties and responsibilities of the Group and the prevailing market rate for the position.

As at the Latest Practicable Date, Mr. CUI has personal interest in 900,000 underlying Shares attached to the share options granted by the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. CUI that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. CUI that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Darryl E GREEN, Non-executive Director

Mr. Darryl E GREEN, aged 60, was appointed as the Company’s Chairman and Director on 28 August 2015 and re-designated as the Company’s non-executive Director on 18 January 2019. Mr. GREEN is the member of each of the Remuneration Committee and the Nomination Committee. Mr. GREEN is primarily responsible for providing strategic guidance for the overall development of the Group. He has also served as director of a number of the Company’s subsidiaries, ManpowerGroup Greater China (BVI) Limited, ManpowerGroup Greater China (HK) Limited, and ManpowerGroup Solutions Holdings Hong Kong Limited. From October 2007 to January 2013, he was chairman of 萬寶盛華人力資源(中國)有限公司 (ManpowerGroup (China) Human Resources Co., Ltd.*) (formerly known as 上海萬寶盛華人力資源有限公司 (Manpower Human Resources (Shanghai) Co., Ltd*)) (“**Manpower China**”) and then served as a director of Manpower China until August 2014.

Mr. GREEN first joined the ManpowerGroup Inc. (“**MAN**”) and its subsidiaries (collectively “**MAN Group**”) in May 2007. From then to December 2008, he served as executive vice president for MAN and president of Asia Pacific region. From January 2009 to October 2012, he served as executive vice president and president of Asia Pacific Middle East region at MAN and was promoted to president at MAN in November 2012. From May 2014 to August 2018, he served as president and chief operating officer at MAN and was primarily responsible for operational performance of four regions including Americas, Asia Pacific Middle East, Southern and Northern Europe. Since July 2007, Mr. GREEN has served as non-executive chairman of ManpowerGroup Co Ltd in Japan, a subsidiary of MAN.

Prior to joining the MAN Group, in November 1999, Mr. GREEN joined Asia Global Crossing Ltd, a telecommunications carrier, as president for Japan. From 2001 to October 2003, Mr. GREEN served as chief executive officer at J-Phone Co., Ltd. in Japan (the name of which was subsequently changed to Vodafone K.K. in October 2003), where he was primarily responsible for overall management and operational performance. From then to June 2004, Mr. GREEN served as chief executive officer at Vodafone K.K. (currently known as SoftBank Corp.), a company specialising in the provision of telecommunications services. From June 2005 to May 2007, Mr. GREEN served as chief executive officer at Tata Teleservices Limited, a company specialising in the provision of broadband and telecommunications services.

Mr. GREEN obtained a bachelor’s degree of arts from Brigham Young University in the United States in April 1984. He also obtained a master’s degree of business administration from the Tuck School of Business at Dartmouth (formerly known as Amos Tuck School of Business Administration) in the United States in June 1989.

Save as disclosed above, Mr. GREEN has no other relationship with any other Directors, senior management, Substantial and Controlling Shareholders and has not held any position with the Company, or any other member of the Group, nor has any directorships in other listed companies in the past three years.

* For identification purposes only

Mr. GREEN has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date unless terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the appointment letter, no remuneration shall be payable by the Company to Mr. GREEN. His future remuneration shall be subject to the review by the Board based on the recommendations from the Remuneration Committee.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. GREEN does not have any interest in the Shares.

Saved as disclosed above, there are no other matters concerning Mr. GREEN that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. GREEN that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. ZHANG Yinghao, Non-executive Director

Mr. ZHANG Yinghao (張迎昊), aged 44, was appointed as the Company's Director on 28 August 2015 and was re-designated as the Company's non-executive Director on 18 January 2019. Mr. ZHANG is the member of each of the Remuneration Committee and the Nomination Committee. He has also served as a director of a number of the Company's subsidiaries, ManpowerGroup Greater China (BVI) Limited, ManpowerGroup Greater China (HK) Limited and ManpowerGroup Solutions Holdings Hong Kong Limited. He is responsible for providing strategic guidance for the overall development of the Group. Mr. ZHANG has been serving as managing director at CITIC Private Equity Funds Management Co., Ltd. ("CITICPE") since January 2011, a company that specialises in asset management, where he was primarily responsible for managing private equity investments in commercial services sector and the daily operations of the commercial services investment department. Mr. ZHANG is currently a director of CM Phoenix Tree Limited and CM Phoenix Tree II Limited, the Controlling Shareholders of the Company holding a total of 30.85% of the issued Shares.

From August 2004 to 2009, Mr. ZHANG worked at China Life Insurance Co., Ltd., a company specialising in insurance services, where he last served as division manager in the investment management department. From January 2009 to December 2010, Mr. ZHANG served as the investment director at CITICPE, where he was primarily responsible for managing private equity investments in various sectors. From 2016 to 2017, Mr. ZHANG served as director of BEST Inc., a company later listed on the New York Stock Exchange (stock code: BSTI) and specialising in logistics and supply services in the PRC. Since November 2016, Mr. ZHANG has also served as director of CIIC Guanaitong (Shanghai) Technology Co., Ltd., an employee benefit solutions provider listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 871282).

Mr. ZHANG obtained a bachelor's degree in economic geography and urban and rural planning from Henan University in the PRC in July 1998. He also obtained a master's degree in management from The University of Lancaster in the United Kingdom in November 2001 and a master's degree in finance from The University of Manchester in the United Kingdom in November 2002.

Mr. ZHANG was a director of Horgos Chinatopcredit Information Technology Co., Ltd. (“**Horgos Chinatopcredit**”), a company established in the PRC and was deregistered on 3 December 2018. Mr. ZHANG confirmed that such company was solvent prior to its deregistration and was deregistered as it had not commenced business since establishment. He further confirmed that, as of the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the deregistration of Horgos Chinatopcredit.

Save as disclosed above, Mr. ZHANG has no other relationship with any other Directors, senior management, Substantial and Controlling Shareholders and has not held any position with the Company, or any other member of the Group, nor has any directorships in other listed companies in the past three years.

Mr. ZHANG has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date unless terminated by not less than three months’ notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the appointment letter, no remuneration shall be payable by the Company to Mr. ZHANG. His future remuneration shall be subject to the review by the Board based on the recommendation from the Remuneration Committee.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. ZHANG does not have any interest in the Shares.

Saved as disclosed above, there are no other matters concerning Mr. ZHANG that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. ZHANG that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Thomas YEOH Eng Leong, Independent Non-executive Director

Mr. Thomas YEOH Eng Leong (楊永亮), aged 58, was appointed as the Company’s independent non-executive Director on 15 March 2019. Mr. YEOH is the chairman of the Remuneration Committee and the member of each of the Audit Committee and the Nomination Committee. Mr. YEOH is responsible for providing independent advice to the Board.

Mr. YEOH has over 26 years of experience in public service, private sector and capital markets. Since January 2010, he has served as director of corporate development at Phillip Securities Pte Ltd., a retail stock broker in Singapore, where he was primarily responsible for the business development. Prior to taking up his current position, he worked at Economic Development Board of Singapore and was promoted as regional director (Europe) in April 1994. In September 1997, he was seconded to National Computer Board of Singapore as director of industry and manpower development while he also served as the chief information officer at Economic Development Board of Singapore. In May 1998, he was appointed as assistant chief executive (industry) at

| | |
|-------------------|-------------------------------------------------------|
| APPENDIX I | DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED |
|-------------------|-------------------------------------------------------|

National Computer Board of Singapore. In January 2000, he joined WPV/SA/NSTB Fund as general partner, a fund established by Warburg Pincus and National Science and Technology Board of Singapore focused on IT investment in Singapore. In August 2000, Mr. YEOH was appointed as the non-executive director of Boardroom Limited, a professional business services provider listed on the Singapore Exchange (SGX: B10), and served as its managing director and chief executive officer from January 2003 to September 2006.

Mr. YEOH obtained a bachelor's degree in engineering from University of Malaya in Malaysia in August 1986, and master's degree in business administration from The City University of London in the United Kingdom in April 1995.

Mr. YEOH was a director of the following companies which were dissolved as the companies had ceased to conduct business or had not commenced business since incorporation:

| Company | Place of incorporation | Means of dissolution | Date of dissolution |
|---------------------------------------|------------------------|--------------------------------------------------------------------------------------|---------------------|
| EDMS Pte Ltd | Singapore | Dissolved by members' voluntary winding up | 5 April 2004 |
| Ecpod Pte Ltd | Singapore | Dissolved by members' voluntary winding up | 6 April 2004 |
| Enterprise Printing Solutions Pte Ltd | Singapore | Dissolved by members' voluntary winding up | 6 April 2004 |
| IASIA Consulting Pte. Ltd. | Singapore | Struck off | 30 June 2004 |
| IASIA Alliance Capital Ltd | Cayman Islands | Struck off | 30 October 2009 |
| IASIA Alliance Capital Pte Ltd | Singapore | Struck off | 15 January 2010 |
| Asia HR Limited (亞洲人才有限公司) | Hong Kong | Deregistration pursuant to section 291AA of the then predecessor Companies Ordinance | 26 April 2013 |
| Fortressgb Asia Pte. Ltd. | Singapore | Struck off | 6 September 2013 |
| Ecobao Energy Pte. Ltd. | Singapore | Struck off | 13 July 2015 |
| NYP Ventures Pte Limited | Singapore | Struck off | 8 January 2018 |

Mr. YEOH confirmed that, to the best of his knowledge and belief, the above companies were solvent prior to their respective dissolutions and as of the Latest Practicable Date (i.e. the date of making the confirmation), no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the dissolution of each of the above companies.

Save as disclosed above, Mr. YEOH has no other relationship with any other Directors, senior management, Substantial and Controlling Shareholders and has not held any position with the Company, or any other member of the Group, nor has any directorships in other listed companies in the past three years.

Mr. YEOH has entered into an appointment letter with the Company for an initial term of one year commencing from the Listing Date unless extended pursuant to mutual agreement between the Company and Mr. YEOH or terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the appointment letter, a remuneration of HK\$240,000 per annum payable in arrears at the end of each month (subject to review from time to time) shall be granted to Mr. YEOH.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. YEOH does not have any interest in the Shares.

Saved as disclosed above, there are no other matters concerning Mr. YEOH that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. YEOH that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buy-back Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue were 207,500,000. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy-back a maximum of 20,750,000 Shares which represent 10% of the total number of issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from its Shareholders to enable the Directors to buy-back the Shares in the market.

Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company is empowered by its Articles of Association to buy-back its Shares. In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. In the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2020 contained in the 2020 annual report of the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise their power to buy-back any Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Buy-back Mandate is approved by the Shareholders.

5. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buy-back of Shares pursuant to the Buy-back 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 Rule 32 of the Takeovers Code. Accordingly, if a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company, it will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have beneficial interests representing 5% or more of the issued Shares within the meaning of Part XV of the SFO:

| Name of Shareholders | Number of Shares held | Approximate percentage interest of the Company ^(Note 2) | Approximate percentage shareholding interest of the Company in the event the Buy-back Mandate is exercised in full ^(Note 3) |
|--------------------------------------------------|-----------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| CITIC PE Associates II, L.P. ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CITIC PE Funds II Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CITICPE Holdings Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CM Phoenix Tree II Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

| Name of Shareholders | Number of Shares held | Approximate percentage interest of the Company ^(Note 2) | Approximate percentage shareholding interest of the Company in the event the Buy-back Mandate is exercised in full ^(Note 3) |
|--------------------------------------------------------------------|-----------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| CM Phoenix Tree Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CPEChina Fund II, L.P. ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CLSA Global Investments Management Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CLSA B.V. ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CITIC Securities International Company Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| CITIC Securities Company Limited ^(Note 1) | 64,015,263 | 30.85% | 34.28% |
| ManpowerGroup Inc. | 76,499,388 | 36.87% | 40.96% |
| Manpower Holdings, Inc. | 41,539,168 | 20.02% | 22.24% |
| Manpower Nominees Inc. | 34,960,220 | 16.85% | 18.72% |

Notes:

1. CM Phoenix Tree Limited is owned as to approximately 91.17% by CM Phoenix Tree II Limited. CM Phoenix Tree II Limited is owned as to approximately 86.33% by CPEChina Fund II, L.P. The general partner of CPEChina Fund II, L.P. is CITIC PE Associates II, L.P., an exempted limited partnership registered under the laws of the Cayman Islands whose general partner is CITIC PE Funds II Limited. CITIC PE Funds II Limited is wholly owned by CITICPE Holdings Limited, which is held as to 35% by CLSA Global Investments Management Limited. CLSA Global Investments Management Limited is wholly owned by CLSA B.V., which is wholly owned by CITIC Securities International Company Limited, which in turn is wholly owned by CITIC Securities Company Limited, a company listed on both the Stock Exchange and the Shanghai Stock Exchange. Therefore, each of CM Phoenix II Limited, CPEChina Fund II, L.P., CITIC PE Associates II, L.P., CITIC PE Funds II Limited, CITICPE Holdings Limited, CLSA Global Investments Management Limited, CLSA B.V., CITIC Securities International Company Limited and CITIC Securities Company Limited is deemed to be interested in the Shares held by CM Phoenix Tree Limited.
2. The calculation is based on the total number of 207,500,000 Shares in issue as at the Latest Practicable Date.
3. The calculation is based on (i) the total number of 207,500,000 Shares in issue as at the Latest Practicable Date and (ii) taking into account the total number of 20,750,000 Shares being bought back by the Company if the Buy-back Mandate is exercised in full.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

The Directors are not aware of the consequences of such increases or as a result of the buy-back of Shares that would result in any of the aforesaid Shareholders or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below 25%, the prescribed minimum percentage required by the Stock Exchange.

6. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve calendar months preceding the Latest Practicable Date were as follows:

| | Share Prices (per Share) | |
|----------------------------------------------------------|--------------------------|----------------|
| | Highest HK\$ | Lowest HK\$ |
| 2020 | | |
| April | 9.10 | 7.98 |
| May | 9.40 | 7.85 |
| June | 11.00 | 9.21 |
| July | 12.46 | 9.65 |
| August | 13.20 | 9.26 |
| September | 14.66 | 12.48 |
| October | 14.38 | 11.22 |
| November | 13.98 | 10.28 |
| December | 13.60 | 11.00 |
| 2021 | | |
| January | 12.80 | 9.80 |
| February | 12.40 | 10.82 |
| March | 11.40 | 9.59 |
| April (up to and include the Latest Practicable Date) | 10.30 | 9.75 |



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of ManpowerGroup Greater China Limited (the “**Company**”) will be held at 37/F, Tower A, Xin Mei Union Square, No.999 Pudong Road (S), Shanghai , the People's Republic of China, on Tuesday, 29 June 2021 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of Directors (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2020.
2. To declare a final dividend of HK\$0.32 per ordinary share of the Company for the year ended 31 December 2020.
3. (a) To re-elect the following Directors:
 - (i) To re-elect Mr. CUI Zhihui as an executive Director;
 - (ii) To re-elect Mr. Darryl E GREEN as a non-executive Director;
 - (iii) To re-elect Mr. ZHANG Yinghao as a non-executive Director; and
 - (iv) To re-elect Mr. Thomas YEOH Eng Leong as an independent non-executive Director.
- (b) To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

(a) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (the “**Shares**”), and to make or grant offers and/or agreements which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers and/or agreements which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) or (ii) of this resolution 5(a) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time; or

NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of issued Shares at the date of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and that this resolution shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, including the restrictions for using the general mandate to be approved under this resolution to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new shares or securities of the Company convertible into new shares of the Company for cash consideration; and

- (iv) for the purpose of this resolution 5(a):

- (1) “**Benchmarked Price**” means the price which is the higher of:
- (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and
 - (b) the average closing price in the five trading days immediately prior to the earlier of:
 - (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and
 - (iii) the date on which the placing or subscription price is fixed.
- (2) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association of the Company to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (3) **“Rights Issue”** means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(b) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including The Codes on Takeovers and Mergers and Share Buy-Backs and The Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares, which may be bought back pursuant to the approval in paragraph (i) above of this resolution 5(b) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution 5(b) (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or
- (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (c) “**THAT** conditional upon the passing of the resolutions 5(a) and 5(b), the general mandate referred to in the resolution 5(a) be and is hereby extended by the addition to the aggregate number of shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares bought back or otherwise acquired by the Company pursuant to the general mandate pursuant to resolution 5(b), provided that such extended amount shall not exceed 10% of the total number of the Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”
6. “**THAT** the proposed amendment (“**Proposed Amendment**”) to the terms of the previously granted share options granted to the grantees on 8 April 2020 (“**Previously Granted Share Options**”) pursuant to the share option scheme adopted by the Company on 5 June 2019 referred to in the circular to the shareholders of the Company dated 29 April 2021, be and is approved and confirmed and the directors of the Company be and are hereby authorised to execute such documents and take such actions as they deem appropriate to implement, administer and give effect to the Proposed Amendment.”

By order of the Board
ManpowerGroup Greater China Limited
CUI Zhihui
Executive Director and Chief Executive Officer

Hong Kong, 29 April 2021

Notes:

- (i) All resolutions at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (ii) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 10:00 a.m. on Sunday, 27 June 2021) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual General Meeting, or any adjourned meeting thereof if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 23 June 2021.
- (vi) The proposed final dividend is payable on Tuesday, 20 July 2021 and the record date for entitlement to the proposed final dividend is Friday, 9 July 2021. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 6 July 2021 to Friday, 9 July 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 5 July 2021.
- (vii) In respect of the ordinary resolution 3(a) above, Mr. CUI Zhihui, Mr. Darryl E GREEN, Mr. ZHANG Yinghao and Mr. Thomas YEOH Eng Leong will retire and be eligible to stand for re-election at the Annual General Meeting. The biography of each of the above retiring directors standing for re-election are set out in Appendix I to the circular dated 29 April 2021.
- (viii) In respect of the ordinary resolution 5(a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of the ordinary resolution 5(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy-back shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 29 April 2021.
- (x) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at anytime after 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.manpowergrc.com to notify Shareholders of the date, time and place of the adjourned Annual General Meeting.
- (xi) References to time and dates in this notice are to Hong Kong time and dates.