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

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

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**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTOR,
APPOINTMENT OF NEW DIRECTORS,
RE-APPOINTMENT 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 Tuesday, 29 June 2021 at 9:30 a.m. is set out on pages 19 to 23 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, 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.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the novel coronavirus (COVID-19) pandemic at the AGM, including:

- compulsory temperature checks prior to entry;
- wearing of surgical face masks at all times inside the AGM venue; and
- no distribution of corporate gifts and refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company strongly encourages attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

28 May 2021

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (iii) no refreshments will be served, and there will be no distribution of corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and to be consistent with the recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the Stock Exchange's website (<http://www.hkexnews.hk>) or the "Investor Relations" section of the Company's website (<http://www.cmbccap.com/en/investor/notice>). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should directly consult your bank(s), broker(s) or custodian(s) (as the case may be) to assist you in the appointment of proxy(ies).

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 Tuesday, 29 June 2021 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 19 to 23 of this circular
“Audit Committee”	the audit committee of the Board
“Board”	the Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“China Minsheng Bank”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 1988) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600016)
“close associate(s)”	has the meaning ascribed to the expression under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“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(s)”	has the meaning ascribed to the expression under the Listing Rules
“Directors”	the directors of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“Latest Practicable Date”	24 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$0.01 each
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PwC”	PricewaterhouseCoopers, Certified Public Accountants, Hong Kong
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“SFC”	the Securities and Futures Commission in Hong Kong

DEFINITIONS

“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 share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) or New Share(s), as the case may be
“Strategic Development Committee”	the strategic development committee of the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented and otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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 2021

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTOR,
APPOINTMENT OF NEW DIRECTORS,
RE-APPOINTMENT 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 re-appointment of the auditor of the Company; (e) the proposed final dividend for the year ended 31 December 2020; (f) the re-election of retiring Director; and (g) the appointment of new 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 corresponding 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 47,591,457,729 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 9,518,291,545 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 4,759,145,772 New Shares.

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

3. RE-APPOINTMENT OF AUDITOR

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

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint PwC as the auditor of the Company for the year ending 31 December 2021 and to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration for the ensuing year.

4. PROPOSED FINAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2020 dated 25 March 2021, the Board has recommended the payment of a final dividend of HK0.33 cents per Share for the year ended 31 December 2020. Subject to the approval by the Shareholders at the AGM, the final dividend is expected to be paid in cash on or before Friday, 30 July 2021 and the record date for entitlement to the proposed final dividend is Monday, 12 July 2021.

LETTER FROM THE BOARD

5. RE-ELECTION OF RETIRING DIRECTOR AND APPOINTMENT OF NEW DIRECTORS

The Directors, Mr. Liao Zhaohui (“**Mr. Liao**”), Mr. Ren Hailong (“**Mr. Ren**”), and Mr. Wu Bin (“**Mr. Wu**”) will retire at the AGM pursuant to Article 87(1) of the Bye-laws.

Mr. Liao and Mr. Ren, who have joined the Board since June 2017, have informed the Board of their intention not to seek re-election at the AGM in order to devote more time to their other commitments. Mr. Liao and Mr. Ren will therefore retire from the Board at the conclusion of the AGM. Each of Mr. Liao and Mr. Ren has confirmed that he has no disagreement with the Board, and that there are no other matters relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to express its gratitude to Mr. Liao and Mr. Ren for their wise counsel and guidance during their tenure and wish them all the best.

Mr. Wu, being eligible, will offer himself for re-election at the AGM.

The Board proposed Mr. Yang Kunpeng (“**Mr. Yang**”) and Mr. Li Wenshi (“**Mr. Li**”) to be appointed as non-executive Directors, subject to the approval of the Shareholders at the AGM. The Board, with recommendation from the Nomination Committee, has reviewed the structure, size and composition of the Board under diversified perspectives. The Board has considered the educational qualifications, professional background and experiences of each of Mr. Yang and Mr. Li, the newly appointed non-executive Directors, respectively, and believes that they will create valuable visions and contribute to the diversity of the Board.

The biography and other details of Mr. Wu, Mr. Yang and Mr. Li are set out in Appendix II to this circular.

6. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Tuesday, 29 June 2021. For determining the entitlement to attend and vote at the AGM, 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 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 June 2021.

LETTER FROM THE BOARD

For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2020, subject to the approval of the Shareholders at the AGM, the register of members of the Company will be closed from Thursday, 8 July 2021 to Monday, 12 July 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for the entitlement to the proposed final dividend for the year ended 31 December 2020, unregistered holders of Shares 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 7 July 2021.

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 Tuesday, 29 June 2021 at 9:30 a.m. The AGM Notice is set out on pages 19 to 23 of this circular, which contains, inter alia, ordinary resolutions to approve (i) the granting to the Directors of the Issue Mandate; (ii) the granting to the Directors of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (iv) the re-appointment of the auditor of the Company; (v) the proposed final dividend for the year ended 31 December 2020; (vi) the re-election of the retiring Director; and (vii) the appointment of new 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 a poll for the ordinary resolutions for voting at the AGM in accordance with the Bye-laws. The poll results will be announced as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cmbccap.com>).

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

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 54, 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 or any adjourned thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

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.

11. ADDITIONAL INFORMATION

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

Yours faithfully,
For and 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 47,591,457,729 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 4,759,145,772 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. Laws of Bermuda provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares 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 2020, 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\$
2020		
May	0.150	0.107
June	0.175	0.129
July	0.161	0.137
August	0.142	0.106
September	0.214	0.120
October	0.137	0.123
November	0.128	0.117
December	0.129	0.107
2021		
January	0.134	0.110
February	0.203	0.096
March	0.158	0.100
April	0.112	0.101
May (up to the Latest Practicable Date)	0.107	0.097

6. EFFECT OF THE TAKEOVERS CODE

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

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

8. UNDERTAKING

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

9. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company repurchased 59,070,000 Shares on the Stock Exchange in the previous six months (up to the Latest Practicable Date), with details as follows:

Repurchase Date	No. of Shares	Purchase Price	
		Highest HK\$	Lowest HK\$
30 November 2020	420,000	0.120	0.120
1 December 2020	420,000	0.119	0.119
2 December 2020	420,000	0.120	0.120
3 December 2020	420,000	0.120	0.120
4 December 2020	420,000	0.119	0.119
7 December 2020	410,000	0.115	0.115
8 December 2020	430,000	0.118	0.118
9 December 2020	420,000	0.120	0.120
10 December 2020	430,000	0.115	0.115
11 December 2020	420,000	0.114	0.114
14 December 2020	440,000	0.114	0.114
15 December 2020	430,000	0.114	0.114
16 December 2020	440,000	0.114	0.114
17 December 2020	450,000	0.114	0.114

APPENDIX I**EXPLANATORY STATEMENT**

Repurchase Date	No. of Shares	Purchase Price	
		Highest HK\$	Lowest HK\$
18 December 2020	440,000	0.113	0.113
21 December 2020	440,000	0.114	0.114
22 December 2020	450,000	0.113	0.113
23 December 2020	460,000	0.112	0.112
28 December 2020	890,000	0.122	0.122
29 December 2020	910,000	0.125	0.125
30 December 2020	920,000	0.124	0.124
4 January 2021	390,000	0.129	0.129
5 January 2021	400,000	0.125	0.125
6 January 2021	400,000	0.127	0.127
7 January 2021	410,000	0.123	0.123
11 January 2021	410,000	0.122	0.122
12 January 2021	430,000	0.118	0.118
13 January 2021	410,000	0.120	0.119
14 January 2021	430,000	0.117	0.117
15 January 2021	440,000	0.115	0.115
18 January 2021	450,000	0.113	0.113
19 January 2021	450,000	0.112	0.112
20 January 2021	440,000	0.114	0.114
21 January 2021	440,000	0.115	0.115
22 January 2021	430,000	0.117	0.117
25 January 2021	430,000	0.118	0.118
26 January 2021	440,000	0.115	0.115
27 January 2021	440,000	0.115	0.115
28 January 2021	440,000	0.114	0.114
29 January 2021	450,000	0.113	0.113
1 February 2021	450,000	0.112	0.112
2 February 2021	440,000	0.115	0.115
3 February 2021	12,580,000	0.110	0.108
4 February 2021	470,000	0.108	0.108
5 February 2021	460,000	0.112	0.112
8 February 2021	450,000	0.115	0.115
9 February 2021	430,000	0.116	0.116
10 February 2021	440,000	0.114	0.114
11 February 2021	440,000	0.115	0.115
26 March 2021	480,000	0.107	0.107
30 March 2021	460,000	0.107	0.107

Repurchase Date	No. of Shares	Purchase Price	
		Highest HK\$	Lowest HK\$
1 April 2021	500,000	0.106	0.106
7 April 2021	490,000	0.106	0.106
8 April 2021	460,000	0.107	0.107
9 April 2021	530,000	0.106	0.106
12 April 2021	500,000	0.105	0.105
13 April 2021	560,000	0.104	0.104
14 April 2021	600,000	0.103	0.103
15 April 2020	480,000	0.108	0.108
16 April 2021	500,000	0.107	0.107
19 April 2021	460,000	0.108	0.108
20 April 2021	520,000	0.107	0.107
21 April 2021	460,000	0.108	0.108
22 April 2021	500,000	0.107	0.107
23 April 2021	510,000	0.106	0.106
26 April 2021	580,000	0.104	0.104
27 April 2021	560,000	0.104	0.104
28 April 2021	540,000	0.104	0.104
29 April 2021	500,000	0.107	0.107
30 April 2021	480,000	0.108	0.108
3 May 2021	600,000	0.104	0.104
4 May 2021	740,000	0.104	0.104
5 May 2021	700,000	0.104	0.104
6 May 2021	780,000	0.104	0.104
7 May 2021	800,000	0.103	0.103
10 May 2021	1,000,000	0.102	0.102
11 May 2021	950,000	0.101	0.101
12 May 2021	880,000	0.101	0.101
13 May 2021	920,000	0.100	0.100
14 May 2021	900,000	0.101	0.101
17 May 2021	960,000	0.101	0.101
18 May 2021	940,000	0.102	0.102
20 May 2021	950,000	0.100	0.100
21 May 2021	1,000,000	0.101	0.101
24 May 2021	1,100,000	0.099	0.099

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 be held in public hands.

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

Mr. Wu Bin (“Mr. Wu”), aged 48, was appointed as an independent non-executive Director on 7 June 2017. Mr. Wu is the chairman of each of the Nomination Committee and the Remuneration Committee and a member of each of the Audit Committee and the Strategic Development Committee. Mr. Wu is the current president and partner of Zhongping Capital and an equity investment and insurance private equity evaluation expert at Insurance Asset Management Association of China. From September 1998 to February 2014, Mr. Wu served as the deputy general manager of Haitong Securities Co. Ltd. (the shares of which are listed on the Shanghai Stock Exchange (stock code: 600837.SH) and the Stock Exchange (6837.HK)), the chairman of Haitong UniTrust International Leasing Corporation, the chairman of Haitong Asset Management Corporation and the director of Haitong International Finance Holdings Limited. He also successively served as the vice president of Shanghai Media Group (SMG), the vice chairman of Shanghai Oriental Pearl Group Co., Ltd., the chairman of Shanghai Media Development Corporation, the chairman of Shanghai EPIC Music, and a director of Shanghai Shendi (Group) Co., Ltd. (Shanghai Disney Holdings Limited). Mr. Wu was named as the Shanghai Financial Industry Leader. Mr. Wu was the former vice chairman of compliance committee of Securities Association of China, a member of asset management committee of Securities Association of China and an expert consultant of China Securities Investor Protection Fund. Mr. Wu holds a doctor’s degree in Economics from Fudan University.

The appointment of Mr. Wu as an independent non-executive Director is subject to the approval by the Shareholders at the AGM. Mr. Wu will enter into a letter of appointment with the Company for a term of three year commencing from the date on which the appointment is approved by the Shareholders which may be terminated with three months’ notice in writing served by either party. Pursuant to the Bye-laws and the Listing Rules, the directorship of Mr. Wu will be subject to retirement by rotation and re-election. Mr. Wu will be 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; (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 he meets the independence criteria as set out in Rule 3.13 of the Listing Rules, and 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.

The following are the biography and other details of the Directors proposed to be appointed at the AGM:

Mr. Yang Kunpeng (“Mr. Yang”), aged 43, joined the Communist Party of China in January 2007. Mr. Yang has extensive experience in the banking industry and has been the general manager of the Investment Banking Department of the head office of China Minsheng Bank since March 2021. In 2003, Mr. Yang worked as the senior manager of credit series in the credit management department of Industrial and Commercial Bank of China Limited. From June 2011 to March 2019, he held various positions in China Minsheng Bank, including director of product risk management center of risk management department of the head office, member of party committee, secretary of discipline inspection commission, assistant to president and vice president of the Tianjin Branch. From April 2019 to February 2021, he served as deputy party secretary, director and general manager of Minsheng Royal Asset Management Co., Ltd.. Mr. Yang holds a bachelor’s degree in business administration from the Business School of Renmin University of China and a master’s degree in business administration from the School of Management, Xi’an Jiaotong University.

The appointment of Mr. Yang as a non-executive Director is subject to the approved by the Shareholders at the AGM. Mr. Yang will enter into a letter of appointment with the Company for a term of three year commencing from the date on which the appointment is approved by the Shareholders which may be terminated with three months’ notice in writing served by either party. Pursuant to the Bye-laws and the Listing Rules, the directorship of Mr. Yang will be subject to retirement by rotation and re-election. Mr. Yang will not receive any remuneration from the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders; (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. Yang 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. Li Wenshi (“Mr. Li”), aged 44, is the general manager of the strategic client department of China Minsheng Bank. Mr. Li has 18 years of experience in the banking industry. Since 1998, Mr. Li has held various positions in energy finance division, group finance division, asset preservation division of the Taiyuan Branch and the Tianjin Branch of China Minsheng Bank. Mr. Li has been honored by China Minsheng Bank as a “Person Making Great Contribution to the Development of China Minsheng Bank” and a “Person Touching China Minsheng Bank with Great Spirit”. In 2011, he was awarded with the title of “Expert in Financial Services” by the National Committee of Chinese Financial Workers’ Union. Mr. Li holds a master's degree in EMBA from Tsinghua University.

The appointment of Mr. Li as a non-executive Director is subject to the approval by the Shareholders at the AGM. Mr. Li will enter into a letter of appointment with the Company for a term of three year commencing from the date on which the appointment is approved by the Shareholders which may be terminated with three months’ notice in writing served by either party. Pursuant to the Bye-laws and the Listing Rules, the directorship of Mr. Li will be subject to retirement by rotation and re-election. Mr. Li will not receive any remuneration from the Company.

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 Shareholder; (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 there other matters that need to be brought to the attention of the Shareholders.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of CMBC Capital Holdings Limited (the “**Company**”) will be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong, on Tuesday, 29 June 2021 at 9:30 a.m. (or the adjournment thereof) 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 2020.
2. To declare a final dividend of HK0.33 cents per ordinary share for the financial year ended 31 December 2020.
3. To re-elect or elect (as the case may be) the following directors of the Company:
 - (a) Mr. Wu Bin as independent non-executive director;
 - (b) Mr. Yang Kunpeng as non-executive director;
 - (c) Mr. Li Wenshi as non-executive director;
 - (d) to authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration;
4. To re-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

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Relevant Period (as hereinafter defined), of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company (the “**Shares**”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the 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; 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 in accordance with the bye-laws of the Company (the “**Bye-laws**”) 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;

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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 (the "**Shareholders**") in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.

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

(B) "**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors, during the Relevant Period (as hereinafter defined), of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which its Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs 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 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:

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- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.”
- (C) “**THAT** conditional upon the passing of the resolutions numbered 5(A) and 5(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 5(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 5(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 2021

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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 needs not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 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 AGM, unregistered holders of Shares shall 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 June 2021.
4. For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2020, subject to the approval of the Shareholders at the AGM, the register of members of the Company will be closed from Thursday, 8 July 2021 to Monday, 12 July 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend for the year ended 31 December 2020, unregistered holders of Shares 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 7 July 2021.
5. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, 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 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 5 above is set out in Appendix I to this circular.