
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental 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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SUPPLEMENTAL CIRCULAR
PROPOSED RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 30 May 2022 and the notice convening the AGM dated 30 May 2022. A supplemental notice convening the AGM to be held at 9:30 a.m. on Wednesday, 29 June 2022 at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong is set out on pages 10 and 11 of this supplemental circular. A Second Proxy Form for use at the AGM is also enclosed. Such Second Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cmbccap.com).

If you are not able to attend the AGM, please complete and sign the accompanying Second Form Proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this supplemental 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.

15 June 2022

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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 the Second Proxy Form 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 Second Proxy Form is attached to this supplemental circular for Shareholders who opt to receive physical circulars. Alternatively, the Second 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 supplemental circular, the following expressions have the following meanings unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 13 June 2022 in relation to the resignation of Mr. Li
“AGM”	the annual general meeting of the Company to be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 29 June 2022 at 9:30 a.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the Notice
“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)
“Circular”	the circular of the Company dated 30 May 2022 in respect of the matters to be considered at the AGM
“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)

DEFINITIONS

“Directors”	the directors of the Company
“Executive Committee”	the executive committee of the Board
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 30 May 2022 together with the Circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 June 2022, being the latest practicable date prior to the printing of this supplemental 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
“Mr. Li”	Mr. Li Jinze, the former chairman of the Board and executive Director of the Company
“Nomination Committee”	the nomination committee of the Board
“Notice”	the notice of the AGM as set out on 35 to 40 of the Circular
“PRC” or “China”	the People’s Republic of China, and for the purpose of this supplemental circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular
“Remuneration Committee”	the remuneration committee of the Board
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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



CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Executive Directors:

Mr. Ding Zhisuo

Mr. Ng Hoi Kam

Non-executive Directors:

Mr. Ren Hailong

Mr. Liao Zhaohui

Independent Non-executive Directors:

Mr. Lee, Cheuk Yin Dannis

Mr. Wu Bin

Mr. Wang Lihua

Registered Office:

Clarendon House 2

Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

45/F, One Exchange Square

8 Connaught Place

Central

Hong Kong

15 June 2022

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR PROPOSED RE-ELECTION OF RETIRING DIRECTOR, AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

Reference is made to (i) the Circular, the Notice and the First Proxy Form; and (ii) the Announcement.

This supplemental circular should be read together with the Circular and the Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular and the Notice.

The purpose of this supplemental circular is to give you the supplemental notice of the AGM and provide you with further information regarding the resolutions to be proposed at the AGM for approving the re-election of an executive Director at the AGM to enable Shareholders to make an informed decision on whether to vote for or against such resolution.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Reference is made to the Announcement. Mr. Li resigned as the chairman of the Board and the executive Director with effect from 13 June 2022.

As set out in the Circular, Mr. Li, Mr. Ng Hoi Kam and Mr. Wang Lihua shall retire at the AGM. Since Mr. Li has resigned as Director, he will not offer himself for re-election at the AGM. The proposed resolutions regarding the re-election of Mr. Li as executive Director as set out in the Notice will not be submitted to the AGM for Shareholders' approval.

In accordance with Clause 87(1) of the Bye-laws, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years.

The Nomination Committee has nominated Mr. Ding Zhisuo ("**Mr. Ding**"), the current general manager and executive Director of the Company, as a candidate for re-election as an executive Director in replacement of Mr. Li. Therefore, the Board proposed to present resolutions at the AGM to re-elect Mr. Ding with effect from the conclusion of the AGM.

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

A total of three Directors, namely Mr. Ding, Mr. Ng Hoi Kam and Mr. Wang Lihua, will retire at the AGM pursuant to Article 87(1) of the Bye-laws and, being eligible, will offer themselves for re-election at the AGM.

In view of the above, the resolutions under item numbered 3 relating to the re-election of the retiring Directors as set out in the Notice should be deleted in its entirety and replaced by the new resolutions under item numbered 3 as set out in the supplemental notice as set out on pages 10 to 11 of this supplemental circular.

Details of Mr. Ng Hoi Kam and Mr. Wang Lihua have been set out in Appendix II in the Circular, while details of Mr. Ding are set out in Appendix I to this supplemental circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolutions in relation to the re-election of Mr. Ding as an executive Director as set out in this supplemental circular, a supplemental notice and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolutions.

If you are not able to attend the AGM, please complete and sign the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the meeting if they so wish. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the AGM (including, if properly put, resolutions for the re-election of Mr. Ding as an executive Director as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.

LETTER FROM THE BOARD

- (ii) **If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

4. RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that proposed re-election of Mr. Ding as an executive Director as referred to in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
CMBC Capital Holdings Limited
Mr. Ding Zhisuo
Executive Director

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

Mr. Ding Zhisuo (“Mr. Ding”), General Manager, Executive Director, Member of each of the Executive Committee, the Risk Management and Internal Control Committee and the Development Strategy Committee of the Company.

Mr. Ding, aged 56, graduated from the Graduate School of the Chinese Academy of Social Sciences and holds a doctorate degree in economic and political science. Mr. Ding has extensive experience in investment banking industry. From July 1994 to January 2001, Mr. Ding had served as a senior staff, deputy director and director of the management information department of Industrial Commercial Bank of China Limited. From January 2001 to September 2007 and from December 2011 to July 2017, Mr. Ding had worked for China Huarong Asset Management Co. Ltd., a company whose shares are listed on the Stock Exchange (Stock Code: 2799), where he had served as the deputy general manager and the general manager at the research and development department, assessment consulting department, the Shanghai office, the securities business department, the development and planning department and the operations evaluation department. From September 2007 to December 2011, Mr. Ding had served as the general manager of Huarong Securities Co., Ltd. (華融證券股份有限公司), a subsidiary of China Huarong Asset Management Co. Ltd. and principally engaged in the securities business. Mr. Ding joined China Minsheng Bank in July 2017.

Pursuant to the Bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Ding, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Ding will be subject to retirement by rotation and re-election. Mr. Ding is entitled to receive a director’s remuneration of HK\$3,900,000 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ding (i) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three (3) years up to the date of this supplemental circular in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

REFERENCES ARE MADE TO the (i) circular (the “**Circular**”) of CMBC Capital Holdings Limited (the “**Company**”), (ii) notice of the annual general meeting (“**AGM**”) of the Company (the “**Notice**”) both dated 30 May 2022 to convene the AGM to be held at 9:30 a.m. on Wednesday, 29 June 2022 at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong.

Details of the proposed resolutions to be considered at the AGM were stated in the Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Circular. Apart from the amendments stated below, all the information contained in the Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 15 June 2022 (the “**Supplemental Circular**”), the resolutions under item numbered 3 stated in the Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 3:

- “3. To re-elect or elect (as the case may be) the following directors of the Company:
- (a) Mr. Ding Zhisuo as executive director;
 - (b) Mr. Ng Hoi Kam as executive director;
 - (c) Mr. Wang Lihua as an independent non-executive director;
 - (d) to authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.”

Apart from the amendments set out above, all the information contained in the Notice shall remain to have full force and effect.

By Order of the Board
CMBC Capital Holdings Limited
Ding Zhisuo
Executive Director

Hong Kong, 15 June 2022

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second proxy form (the “**Second Proxy Form**”) containing the new resolutions under item numbered 3 is enclosed with the Supplemental Circular. Please refer to the section headed “**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**” on pages 10 to 11 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Save for the above supplemental resolutions, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice for details of the other ordinary resolutions and special resolution to be considered at the AGM, closure of register of members of the Company and the eligibility for attending the AGM, proxy and other relevant matters.
3. Whether or not the shareholder(s) of the Company (the “**Shareholder(s)**”) are able to attend the AGM, the Shareholders are required to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. The Shareholders are reminded that return of the proxy form which was despatched to the Shareholders on 30 May 2022 together with the Circular (the “**First Proxy Form**”) and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.
5. All times and dates referred to in this supplemental notice refer to Hong Kong times and dates.
6. A Shareholder who has not yet lodged the First Proxy Form with the Company’s Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company’s Hong Kong branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the AGM (including, if properly put, resolutions for the re-election of Mr. Ding Zhisuo as an executive Director as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s Hong Kong branch share registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Hong Kong branch share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

As at the date of this supplemental notice, the executive directors of the Company are Mr. Ding Zhisuo and Mr. Ng Hoi Kam, the non-executive directors are Mr. Yang Kunpeng and Mr. Li Wenshi, and the independent non-executive directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.