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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

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.