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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;
APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;
PAYMENT OF FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND SHARE BUY-BACK;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of ManpowerGroup Greater China Limited to be held on Thursday, 29 June 2023 at 10:30 a.m. at Rooms 301-4, 3/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong is set out on pages 19 to 24 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 10:30 a.m. on Tuesday, 27 June 2023) 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.

28 April 2023

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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:

“Annual General Meeting” or “2023 AGM”	the annual general meeting of the Company to be held at Rooms 301-4, 3/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, on Thursday, 29 June 2023 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“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
“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

DEFINITIONS

“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”	Thursday, 20 April 2023, 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
“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
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“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



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

28 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;
PAYMENT OF FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND SHARE BUY-BACK;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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 proposed appointment of a non-executive Director; (c) the payment of final dividend; and (d) the grant to the Directors of the Issue Mandate and the Buy-back Mandate.

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.

Mr. CUI Zhihui (“**Mr. CUI**”), Mr. Darryl E GREEN (“**Mr. GREEN**”) and Ms. WONG Man Lai Stevie (“**Ms. WONG**”) will retire at the Annual General Meeting. Mr. CUI and Ms. WONG (the “**Retiring Directors**”), being eligible, will offer themselves for re-election at the Annual General Meeting.

Reference is made to the announcement of the Company dated 18 April 2023 in relation to the resignation of Mr. GREEN as a non-executive Director, the chairman of the Board, members of the Remuneration Committee and the Nomination Committee with effect from 29 June 2023 upon the conclusion of the Annual General Meeting.

Due to the proposed resignation of Mr. GREEN set out above, Mr. GREEN confirmed that he will not offer himself for re-election as a non-executive Director at the Annual General Meeting in order to devote more time to his other commitments.

The Nomination Committee assists the Board in the selection and nomination process for the 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 I 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,

LETTER FROM THE BOARD

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 46 years old to 62 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.

The Nomination Committee has also assessed and reviewed the written confirmation of independence of Ms. WONG who has offered herself for re-election at the 2023 AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that she 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 2023 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.

PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

To fill the vacancy following the resignation of Mr. GREEN, with the recommendation of the Nomination Committee, the Board has resolved to propose the appointment of Mr. Colin Patrick Alan JONES (“**Mr. JONES**”) as a non-executive Director with effect from the conclusion of the Annual General Meeting. The appointment is subject to the approval by the Shareholders at the Annual General Meeting by way of an ordinary resolution. Mr. JONES will also be appointed as a member of the Audit Committee from the effective date of his appointment as a non-executive Director.

An ordinary resolution will be proposed at the Annual General Meeting to seek the approval of the Shareholders for the election of Mr. JONES as a non-executive Director.

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

The biographical details of Mr. JONES are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

FINAL DIVIDEND

Subject to Shareholders' approval at the Annual General Meeting, the Board has recommended a final dividend of HK\$0.12 per Share for the year ended 31 December 2022 ("**Final Dividend**"). The Final Dividend is payable on Wednesday, 19 July 2023 and the record date for entitlement to the Final Dividend is Monday, 10 July 2023.

For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Wednesday, 5 July 2023 to Monday, 10 July 2023, 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 Tuesday, 4 July 2023.

ISSUE MANDATE

At the annual general meeting of the Company held on 29 June 2022, 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 207,505,000 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 41,501,000 Shares under the Issue Mandate.

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.

LETTER FROM THE BOARD

BUY-BACK MANDATE

At the annual general meeting of the Company held on 29 June 2022, 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 20,750,500 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.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 24 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 proposed appointment of a non-executive Director, the payment of Final Dividend, the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, 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 Friday, 23 June 2023.

LETTER FROM THE BOARD

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 10:30 a.m on Tuesday, 27 June 2023) 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 proposed appointment of a non-executive Director, the payment of the Final Dividend, the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate 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 46, was appointed as the Executive Director and the chief executive officer of the Company on 31 March 2021. He is the member of the investment committee of the Company. 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 (as defined in the Listing Rules) 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 commencing 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 in accordance to the Articles of Association of the Company. According to the terms of the service contract, Mr. CUI as an Executive Director is not entitled to receive any director's fee.

As at the Latest Practicable Date, Mr. CUI is entitled to receive up to 2,190,000 Shares pursuant to the exercise of options and the vesting of the awards granted to him under the share option scheme and restricted share unit scheme of the Company, subject to the vesting schedule and conditions of those options and awards within the meaning of Part XV of the SFO.

Saved 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.

Ms. WONG Man Lai Stevie, Independent Non-executive Director

Ms. WONG Man Lai Stevie (黃文麗), aged 53, was appointed as the independent non-executive Director on 15 March 2019. She is the chairman of the Nomination Committee and the members of the Audit Committee and Remuneration Committee. Ms. WONG is responsible for providing independent advice to the Board. Ms. WONG has over 29 years of experience in management, marketing and sales, operations and product innovation. From September 2017 to October 2019, she served as chief executive officer, Greater China at Inchcape Hong Kong Limited, a distributor and retailer in the premium and luxury automotive sectors. Since November 2019, Ms. WONG joined L’Oreal Group, a world leader in the Beauty Industry, as general manager and she has been appointed as global brand president with effect from 1 September 2022. From July 1992 to June 2013, she worked at Procter & Gamble Company, a global fast moving consumer goods group listed on the New York Stock Exchange (stock code: PG), holding positions including assistant brand manager, brand manager, marketing director, general manager and vice president. From October 2013 to March 2017, she served as the chief executive officer at Water Oasis Group Limited, a beauty services and product provider listed on the Main Board of the Stock Exchange (stock code: 1161). Ms. WONG obtained a bachelor’s degree of business administration in marketing from The Chinese University of Hong Kong in December 1992.

Save as disclosed above, Ms. WONG has no other relationship with any other Directors, senior management, substantial and controlling Shareholders (as defined in the Listing Rules) 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.

Ms. WONG has entered into an appointment letter with the Company for an initial term of one year commencing from the Listing Date. She has further entered into a renewed appointment letter with the Company for another term of one year from 9 September 2022 and ending on 8 September 2023 and shall thereafter continue to renew for another period of one year on annual basis unless otherwise. She is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association of the Company. According to the terms of the appointment letter, Ms. WONG is entitled to receive a remuneration of HK\$240,000 per annum payable in arrears at the end of each month (subject to review from time to time) and share-based incentives (subject to the approval by the board of Directors from time to time).

As at the Latest Practicable Date, Ms. WONG is entitled to receive up to 62,015 Shares pursuant to the vesting of the awards granted to her under the restricted share unit scheme of the Company, subject to the vesting schedule and conditions of those awards within the meaning of Part XV of the SFO.

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

DIRECTOR STANDING FOR ELECTION**Mr. Colin Patrick Alan JONES**

Mr. Colin Patrick Alan JONES, aged 58, has been the head of legal for the Asia-Pacific and Middle East for ManpowerGroup Inc. (“MAN”), being one of the controlling shareholders (with the meaning ascribed to it under the Listing Rules) of the Company, effective from January 2016. As the regional general counsel, he is responsible for strategic transactions in the region as well as compliance and legal affairs for MAN’s operations in Japan, Australia, India, Singapore, Thailand, the Philippines, Malaysia, the Middle East, Korea and Vietnam.

A member of MAN’s global leadership team, Mr. JONES also played a key role in executing the listing of the Company on the Stock Exchange in 2019.

Mr. JONES was admitted to the bar in New York in 1994 and has extensive experience with capital markets transactions, public companies and leading global investment banks. Prior to joining MAN, Mr. JONES worked at leading global law firms and as in-house counsel at several companies. Prior to assuming his current role at MAN and concurrently thereafter, Mr. JONES has been a professor at Doshisha Law School in Kyoto, Japan. Before that he was a counsel at Latham & Watkins LLP from November 2002 to July 2003, Global Crossing Japan/Asia Global Crossing from March 2000 to October 2002, and Simpson Thacher & Bartlett from October 1993 to February 2000.

Mr. JONES has been a director for ManpowerGroup Co., Ltd., a subsidiary of MAN since 2008. Since June 2019, Mr. JONES has also served as a non-voting corporate auditor on the board of Kansai Paint Co., Ltd., which is listed on the Tokyo Stock Exchange (Stock code: 4613).

Mr. JONES obtained a Bachelor’s degree in arts from the University of California, Berkeley in 1986, a Master’s degree in law from Tohoku University in 1990 and a Master’s degree in law and Juris Doctor degree from Duke University School of Law in 1993.

Save as disclosed above, Mr. JONES has no other relationship with any other Directors, senior management, substantial and controlling Shareholders (as defined in the Listing Rules) 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.

Upon approval of Mr. JONES’ appointment at the Annual General Meeting, the Company will enter into an appointment letter with Mr. JONES for an initial term of three years from 29 June 2023 unless terminated by not less than three months’ notice in writing served by either party on the other. He will be subject to retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company.

According to the terms of the appointment letter, no director's fee shall be payable by the Company to Mr. JONES. 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, Mr. JONES does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

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

APPENDIX III 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 207,505,000. 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 20,750,500 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 2022 contained in the 2022 annual report of the Company.

APPENDIX III 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 3)	Approximate percentage shareholding interest of the Company in the event the Buy-back Mandate is exercised in full ^(Note 4)
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 III EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

Name of Shareholders	Number of Shares held	Approximate percentage interest of the Company ^(Note 3)	Approximate percentage shareholding interest of the Company in the event the Buy-back Mandate is exercised in full ^(Note 4)
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%
FIL Limited ^(Note 2)	18,839,750	9.08%	10.09%
Pandanus Associates Inc. ^(Note 2)	18,839,750	9.08%	10.09%
Pandanus Partners L.P. ^(Note 2)	18,839,750	9.08%	10.09%

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. As the Company is aware, FIL Limited was deemed to be interested in 18,839,750 Shares held by its controlled entities/corporations. Pandanus Partners L.P. owned 37.01% of the equity interest in FIL Limited. Pandanus Partners L.P. is wholly owned by Pandanus Associates Inc. Accordingly, Pandanus Partners L.P. and Pandanus Associates Inc. were also deemed to be interested in the aforesaid 18,839,750 Shares.
3. The calculation is based on the total number of 207,505,000 Shares in issue as at the Latest Practicable Date.
4. The calculation is based on (i) the total number of 207,505,000 Shares in issue as at the Latest Practicable Date and (ii) taking into account the total number of 20,750,500 Shares being bought back by the Company if the Buy-back Mandate is exercised in full.

APPENDIX III 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\$
2022		
April	9.15	8.65
May	9.10	8.83
June	9.90	9.09
July	9.70	9.26
August	9.80	9.69
September	9.49	7.85
October	7.82	7.35
November	7.80	7.00
December	7.68	6.40
2023		
January	6.90	6.35
February	7.19	6.60
March	6.95	6.82
April (up to and include the Latest Practicable Date)	7.04	6.80

NOTICE OF ANNUAL GENERAL MEETING



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 Rooms 301-4, 3/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, on Thursday, 29 June 2023 at 10:30 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 auditor of the Company for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.12 per ordinary share of the Company for the year ended 31 December 2022.
3. (a) To elect/re-elect the following Directors:
 - (i) To re-elect Mr. CUI Zhihui as an executive Director;
 - (ii) To re-elect Ms. WONG Man Lai Stevie as an independent non-executive Director; and
 - (iii) To elect Mr. Colin Patrick Alan JONES as a 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 auditor 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
 - (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,

NOTICE OF ANNUAL GENERAL MEETING

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;
 - (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.”
- (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).”

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

Hong Kong, 28 April 2023

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.

NOTICE OF ANNUAL GENERAL MEETING

- (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.
- (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 10:30 a.m. on Tuesday, 27 June 2023) 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 Monday, 26 June 2023 to Thursday, 29 June 2023, 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 Friday, 23 June 2023.
- (vi) The proposed final dividend is payable on Wednesday, 19 July 2023 and the for entitlement to the proposed final dividend is Monday, 10 July 2023. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 5 July 2023 to Monday, 10 July 2023, 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 Tuesday, 4 July 2023.
- (vii) In respect of the ordinary resolution 3(a) above, Mr. CUI Zhihui and Ms. WONG Man Lai Stevie will retire and be eligible to stand for re-election at the Annual General Meeting. Mr. Colin Patrick Alan JONES shall be proposed to be elected as a non-executive Director at the Annual General Meeting. The biography of each of the above directors standing for re-election/election are set out in Appendices I and II to the circular dated 28 April 2023.
- (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 28 April 2023.
- (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.