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

If you have sold or transferred all your shares in ManpowerGroup Greater China Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ManpowerGroup

MANPOWERGROUP GREATER CHINA LIMITED

万宝盛华大中华有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2180)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
PAYMENT OF FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND SHARE BUY-BACK;
PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of ManpowerGroup Greater China Limited to be held on Wednesday, 26 June 2024 at 9:00 a.m. at 37/F, Tower A, Xin Mei Union Square, No. 999 Pudong Road (S), Shanghai, PRC is set out on pages 31 to 37 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 Shops 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 9:00 a.m. on Monday, 24 June 2024) 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.

26 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	11
APPENDIX II — EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE	16
APPENDIX III — PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION	20
NOTICE OF ANNUAL GENERAL MEETING	31

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 “2024 AGM”	the annual general meeting of the Company to be held at 37/F, Tower A, Xin Mei Union Square, No. 999 Pudong Road (S), Shanghai, PRC, on Wednesday, 26 June 2024 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 31 to 37 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 (excluding Treasury Shares) 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

DEFINITIONS

“Existing Memorandum and Articles of Association”	the existing third amended and restated Memorandum of Association and Articles of Association of the Company adopted by a special resolution passed on 29 June 2022
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal in additional Shares or sell or transfer Treasury Shares not exceeding 20% of the total number of the issued shares of the Company (excluding Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	Friday, 19 April 2024, 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
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association which contains the Proposed Amendments, to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“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
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-Backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“Treasury Shares”	Shares repurchased and held by the Company in treasury, in accordance with the Companies Act (As Revised) of the Cayman Islands
“%”	per cent

LETTER FROM THE BOARD



ManpowerGroup®

MANPOWERGROUP GREATER CHINA LIMITED
万宝盛华大中华有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2180)

Executive Director:

Mr. CUI Zhihui (*Chief Executive Officer*)

Non-executive Directors:

Mr. Colin Patrick Alan JONES

Mr. John Thomas MCGINNIS (*Chairman*)

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

26 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
PAYMENT OF FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND SHARE BUY-BACK;
PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION
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 payment of final dividend; (c) the grant to the Directors of the Issue Mandate and the Buy-back Mandate and (d) the Proposed Amendments and adoption of the New Memorandum and Articles of Association.

RE-ELECTION OF DIRECTORS

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

Accordingly, the following Directors, namely, Mr. ZHANG Yinghao, Mr. John Thomas MCGINNIS and Mr. Thomas YEOH Eng Leong (the “**Retiring Directors**”) will hold office until the close of the Annual General Meeting and, all being eligible, will offer themselves for re-election at the Annual General Meeting.

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, 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 47 years old to 61 years old. The Company has taken and will continue to take steps to promote gender diversity at all levels of the Group, including but without limitation at the Board and senior management levels. Taking into account the business model of the Group and its specific needs as well as the presence of one female Director out of a total of eight Board members, the Directors consider that the composition of the Board satisfies the Board Diversity Policy.

LETTER FROM THE BOARD

The Nomination Committee has also assessed and reviewed the written confirmation of independence of Mr. Thomas YEOH Eng Leong who has offered himself for re-election at the 2024 AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

The Board, with the recommendation of the Nomination Committee, believes that the valuable knowledge and experience of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole and supports their re-elections as Directors at the 2024 AGM.

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

FINAL DIVIDEND

Subject to Shareholders' approval at the Annual General Meeting, the Board has recommended a final dividend of HK\$0.31 per Share for the year ended 31 December 2023 ("**Final Dividend**"). The Final Dividend is payable on Wednesday, 17 July 2024 and the record date for entitlement to the Final Dividend is Monday, 8 July 2024.

For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Monday, 8 July 2024, 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 Shops 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, 2 July 2024.

ISSUE MANDATE

At the annual general meeting of the Company held on 29 June 2023, 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 or sell or transfer Treasury Shares not exceeding 20% of the total number of issued Shares (excluding Treasury 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.

LETTER FROM THE BOARD

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

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

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

BUY-BACK MANDATE

At the annual general meeting of the Company held on 29 June 2023, 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 (excluding Treasury 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.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 28 March 2024, the Board proposed to amend the Existing Memorandum and Articles of Association in order to (i) conform to the current requirements of the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onward; and (ii) incorporate certain housekeeping amendments.

The Proposed Amendments will permit the Company and the Board to serve notices or documents to members without obtaining their prior written consent or deemed consent. The Company will seek approval from the Shareholders at the Annual General Meeting for the adoption of the New Memorandum and Articles of Association incorporating the Proposed Amendments. The adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. Details of the Proposed Amendments are set out in Appendix III to this circular.

Prior to the passing of the special resolution at the Annual General Meeting, the Existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the New Memorandum and Articles of Association conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 31 to 37 of this circular is the notice of the Annual General Meeting containing, inter alia, the ordinary resolutions in relation to the re-election of the retiring Directors, the payment of Final Dividend, the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate and the special resolution in relation to the Proposed Amendments and adoption of the New Memorandum and Articles of Association.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 20 June 2024.

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 Shops 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 9:00 a.m on Monday, 24 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

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

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions including the re-election of Directors, the payment of the Final Dividend, the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the Proposed Amendments and adoption of the New Memorandum and Articles of Association 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. ZHANG Yinghao, Non-Executive Director

Mr. ZHANG Yinghao (張迎昊), aged 47, was appointed as the Director on 28 August 2015 and was re-designated as the non-executive Director on 18 January 2019. He is the member of the remuneration committee, the nomination committee and the investment committee of the Company. He has also served as a director of a number of the Company's subsidiaries, ManpowerGroup Greater China (BVI) Limited, ManpowerGroup Greater China (HK) Limited and ManpowerGroup Solutions Holdings Hong Kong Limited, providing strategic guidance for the overall development of the Group. Mr. ZHANG has been working at Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司) since January 2019. From August 2004 to January 2009, Mr. ZHANG worked at China Life Insurance Co., Ltd. (中國人壽保險股份有限公司), a company specialising in insurance services, where he last served as the division manager in the investment management department. From January 2009 to August 2011, Mr. ZHANG worked at CITIC Private Equity Funds Management Co., Ltd. (中信產業投資基金管理有限公司), a company that specialises in asset management. From September 2011 to December 2018, Mr. ZHANG worked at Shanghai Panxin Equity Investment Management Co., Ltd. (上海磐信股權投資管理有限公司). From 2016 to 2017, Mr. ZHANG served as the director of BEST Inc., a company later listed on the NYSE (stock code: BSTI) and specialising in logistics and supply services in the PRC. Since November 2016, Mr. ZHANG has also served as the director of CIIC Guanaitong (Shanghai) Technology Co., Ltd. (中智關愛通(上海)科技股份有限公司), an employee benefit solutions provider listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 871282). Mr. Zhang currently serves as the non-executive director of ANE (Cayman) Inc., (安能物流集團有限公司), a company listed on the Stock Exchange (stock code: 9956). Mr. ZHANG obtained a bachelor's degree in economic geography and urban and rural planning from Henan University (河南大學) in the PRC in July 1998. He also obtained a master's degree in management from The University of Lancaster in the United Kingdom in November 2001 and a master's degree in finance from The University of Manchester in the United Kingdom in November 2002.

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

Mr. ZHANG has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date. He has further entered into a revised appointment letter with the Company for a term commencing on 9 September 2021 and ending on 9 July 2022 and shall thereafter continue to last for another period of three years unless terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the revised appointment letter, Mr. ZHANG is not entitled to receive any director's fee but is entitled to receive share-based incentives (subject to the approval by the Board from time to time).

As at the Latest Practicable Date, Mr. ZHANG was interested in 113,009 Shares, which includes his entitlement to receive up to 107,015 Shares pursuant to the vesting of the awards granted to him 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 Mr. ZHANG that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. ZHANG that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. John Thomas MCGINNIS, Non-executive Director

Mr. John Thomas MCGINNIS, age 57, was appointed as the non-executive Director on 29 June 2020 and appointed as Chairman of the Board on 29 June 2023. He is the chairman of the investment committee of the Company and the member of the remuneration committee and nomination committee of the Company. He was further appointed as a director of ManpowerGroup Greater China (BVI) Limited, ManpowerGroup Greater China (HK) Limited, and ManpowerGroup Solutions Holdings Hong Kong Limited on 1 September 2020. The aforementioned companies are subsidiaries of the Company of which Mr. MCGINNIS oversees the management. He was named executive vice president and chief financial officer of MAN Group in February 2016. As the chief financial officer, he is responsible for MAN's worldwide finance, accounting and internal audit functions. As a member of MAN's executive leadership team, Mr. MCGINNIS is engaged in supporting and developing the Company's business and finance strategies and driving operational performance across all geographies and business lines.

Mr. MCGINNIS joined MAN from Morgan Stanley, where he served from January 2014 through February 2016 as global controller responsible for financial accounting and controls, U.S. Securities and Exchange Commission (SEC) and regulatory reporting, financial planning and analysis, and the finance function for their large U.S. bank. From March 2006 through January 2014, he served in HSBC North America Holdings Inc. with his last position as a chief financial officer, and before that, he served and reached the position of partner at Ernst & Young from 1989 through March 2006.

Mr. MCGINNIS is a graduate of Loyola University Chicago and holds a bachelor of business administration in public accounting (May 1989). He is a certified public accountant and a member of the American Institute of Certified Public Accountants.

Mr. MCGINNIS is a member of the executive board of City Year Milwaukee, a non-for-profit organization that partners with educators while supporting and mentoring children.

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

Mr. MCGINNIS has entered into an appointment letter with the Company for an initial term of three years commencing from the Listing Date. He has further entered into a revised appointment letter with the Company for a term commencing on 9 September 2021 and ending on 28 June 2023 and shall thereafter continue to last for another period of three years unless terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the revised appointment letter, Mr. MCGINNIS is not entitled to receive any director's fee but is entitled to receive share-based incentives (subject to the approval by the Board from time to time).

As at the Latest Practicable Date, Mr. MCGINNIS was interested in 113,009 Shares, which includes his entitlement to receive up to 107,015 Shares pursuant to the vesting of the awards granted to him 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 Mr. MCGINNIS that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. MCGINNIS that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

Mr. Thomas YEOH Eng Leong (楊永亮), aged 61, was appointed as the independent non-executive Director on 15 March 2019. He is the chairman of the remuneration committee of the Company and the member of the audit committee and the nomination committee of the Company. Mr. YEOH is responsible for providing independent advice to the Board. Mr. YEOH has over 29 years of experience in public service, private sector and capital markets. Since January 2023, he has served as the Managing Director of Baozun Asia Pte Ltd., the Singapore subsidiary of Nasdaq and Hong Kong Exchange dual listed e-commerce service provider Baozun Inc., (NASDAQ: BZUN and Stock Code: 9991.hk) where he is responsible for Baozun's business in Asia outside of mainland China. Prior to this, he has served as the director of corporate development at Phillip Securities Pte Ltd., a retail stock broker in Singapore, where he was primarily responsible for business development. Prior to taking up his current position, he worked at Economic Development Board of Singapore and was promoted as the regional director (Europe) in April 1994. In September 1997, he was seconded to National Computer Board of Singapore as the director of industry and manpower development while he also served as the chief information officer at Economic Development Board of Singapore. In May 1998, he was appointed as the assistant chief executive (industry) at National Computer Board of Singapore. In January 2000, he joined WPV/SA/NSTB Fund as the general partner, a fund established by Warburg Pincus and National Science and Technology Board of Singapore focused on IT investment in Singapore. In August 2000, Mr. YEOH was appointed as the non-executive director of Boardroom Limited, a professional business services provider listed on the Singapore Exchange (stock code: B10), and served as its managing director and chief executive officer from January 2003 to September 2006. Mr. YEOH obtained a bachelor's degree in engineering from University of Malaya in Malaysia in August 1986, and master's degree in business administration from The City University of London in the United Kingdom in April 1995.

APPENDIX I	DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
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Mr. YEOH was a director of the following companies which were dissolved as the companies had ceased to conduct business or had not commenced business since incorporation:

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

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

Save as disclosed above, Mr. YEOH has no other relationship with any other Directors, senior management, Substantial and Controlling Shareholders (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. YEOH has entered into an appointment letter with the Company for an initial term of one year commencing from the Listing Date. He has further entered into a revised appointment letter with the Company for a term of one year from 9 September 2021 unless extended pursuant to mutual agreement between the Company and Mr. YEOH or terminated by not less than three months' notice in writing served by either party on the other. The appointment letter of Mr. YEOH has been renewed for another term of 1 year commencing 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. Mr. YEOH further entered into a revised appointment letter with the Company on 1 April 2024. The term of appointment shall commence on 1 April 2024 for a period one year and end on 31 March 2025 and shall thereafter continue to renew of another period of one year on annual basis unless otherwise terminated by not less than 30 day' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. According to the terms of the revised appointment letter dated 1 April 2024, Mr. YEOH is entitled to receive a remuneration of RMB271,000 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 from time to time).

As at the Latest Practicable Date, Mr. YEOH was interested in 113,009 Shares, which includes his entitlement to receive up to 107,015 Shares pursuant to the vesting of the awards granted to him 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 Mr. YEOH that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. YEOH that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue were 207,505,000. 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 (excluding Treasury 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 Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management needs at the relevant time of the repurchases.

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 give the Company greater flexibility to manage its capital structure and improve market liquidity, 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 2023 contained in the 2023 annual report of the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

The Directors 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. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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)
Citron PE Associates II, L.P. ^(Note 1) (formerly known as CITIC PE Associates II, L.P.)	64,015,263	30.85%	34.28%
Citron PE Funds II Limited ^(Note 1) (formerly known as CITIC PE Funds II Limited)	64,015,263	30.85%	34.28%

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

Name of Shareholders	Number of Shares held	Approximate percentage interest of the Company ^(Note 3)	Approximate percentage shareholding interest of the Company in the event the Buy-back Mandate is exercised in full ^(Note 4)
Citron Holdings Limited ^(Note 1) (formerly known as CITICPE Holdings Limited)	64,015,263	30.85%	34.28%
CM Phoenix Tree II Limited ^(Note 1)	64,015,263	30.85%	34.28%
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)	20,750,250	9.99%	11.10%
Pandanus Associates Inc. ^(Note 2)	20,750,250	9.99%	11.10%
Pandanus Partners L.P. ^(Note 2)	20,750,250	9.99%	11.10%
Fidelity China Special Situations Plc	10,581,100	5.10%	5.67%

Notes:

- CM Phoenix Tree Limited is wholly owned by CM Phoenix Tree II Limited, which is owned as to 86.33% by CPEChina Fund II, L.P. and 13.67% by CPEChina Fund IIA, L.P. respectively. The general partner of CPEChina Fund II, L.P. and CPEChina Fund IIA, L.P. is Citron PE Associates II, L.P. (formerly known as CITIC PE Associates II, L.P.). Citron PE Associates II, L.P. is an exempted limited partnership registered under the laws of the Cayman Islands whose general partner is Citron PE Funds II Limited (formerly known as CITIC PE Funds II Limited). Citron PE Funds II Limited is wholly owned by Citron PE Holdings Limited (formerly known as CITICPE Holdings Limited), which is held as to 35% by CLSA Global Investments Management Limited. CLSA Global Investments Management Limited is wholly owned by CITIC Securities International Company Limited, which in turn is wholly owned by CITIC Securities Company Limited (a company listed on the Stock Exchange (Stock Code: 6030) and the Shanghai Stock Exchange (Stock Code: 600030)). Therefore, each of CM Phoenix II Limited, CPEChina Fund II, L.P., Citron PE Associates II, L.P., Citron PE Funds II Limited, Citron PE Holdings Limited, CLSA Global Investments Management Limited, CITIC Securities International Company Limited and CITIC Securities Company Limited is deemed to be interested in the Shares held by CM Phoenix Tree Limited.
- As the Company is aware, FIL Limited was deemed to be interested in 20,750,250 Shares held by its controlled entities/corporations. Pandanus Partners L.P. owned 39.4% 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 20,750,250 Shares.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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.

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	7.11	6.80
May	7.24	7.10
June	7.05	5.75
July	7.30	6.30
August	7.00	5.19
September	5.40	4.80
October	5.95	4.51
November	5.90	5.90
December	6.00	5.40
2024		
January	5.97	5.62
February	5.95	5.50
March	5.71	4.95
April (up to and include the Latest Practicable Date)	5.00	4.86

Details of the Proposed Amendments are set out as follows:

**~~THIRD~~FOURTH AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
MANPOWERGROUP GREATER CHINA LIMITED
万宝盛华大中华有限公司**

(adopted by special resolution passed on ~~29 June 2022~~26 June 2024)

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
Heading	THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION	Heading	THIRD FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
Heading	(adopted by special resolution passed on 29 June 2022)	Heading	(adopted by special resolution passed on 29 June 2022 <u>26 June 2024</u>)
Article No.	Article Before Amendment	Article No.	Article After Amendment
Heading	THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION	Heading	THIRD FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 29 June 2022)	Heading	(adopted by special resolution passed on 29 June 2022 <u>26 June 2024</u>)
2.2	Nil	2.2	<u>“Actionable Corporate Communication” has the same meaning as in the Listing Rules.</u>
2.2	Nil	2.2	<u>“Corporate Communication” has the same meaning as in the Listing Rules.</u>

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.7	<p>Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorized by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	3.7	<p>Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.	4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules</u> .
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.	6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 30.1</u> .
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.6	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.	6.66.5	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
6.7	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.	6.76.6	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.
6.8	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.	6.86.7	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
6.9	If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.	6.96.8	If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
6.10	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.	6.106.9	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.11	At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.	6.11 6.10	At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
6.12	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.	6.12 6.11	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.13	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.	6.13 <u>6.12</u>	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10 <u>9</u> , serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication and Actionable Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or <u>by in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p><u>(a) personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p><u>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</p> <p><u>(d) by placing it on the Company's Website and the Exchange's website;</u></p> <p><u>or</u></p> <p><u>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	30.5 30.4	Any notice or document, <u>including any Corporate Communication and Actionable Corporate Communication:</u> <u>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u> <u>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u> <u>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u> <u>(d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and</u> <u>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.
30.9	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	30.9 <u>30.5</u>	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
30.10	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.	30.10 <u>30.6</u>	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.11	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.	30.11 <u>30.7</u>	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
30.12	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.	30.12 <u>30.8</u>	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.
34	The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	34	The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. <u>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year.</u>

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 37/F, Tower A, Xin Mei Union Square, No. 999 Pudong Road (S), Shanghai, PRC, on Wednesday, 26 June 2024 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of Directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.31 per ordinary share of the Company for the year ended 31 December 2023.
3. (a) To elect/re-elect the following Directors:
 - (i) To re-elect Mr. ZHANG Yinghao as a non-executive Director;
 - (ii) To re-elect Mr. John Thomas MCGINNIS as a non-executive Director; and
 - (iii) To re-elect Mr. Thomas YEOH Eng Leong as an independent non-executive Director.
- (b) To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix their remuneration.
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

NOTICE OF ANNUAL GENERAL MEETING

powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (the “Shares”) and to sell or transfer additional treasury 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,

shall not exceed 20% of the total number of issued Shares (excluding treasury 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

NOTICE OF ANNUAL GENERAL MEETING

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;

(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

NOTICE OF ANNUAL GENERAL MEETING

- (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 (other than any holders of treasury 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).”

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.

- (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 (excluding treasury Shares) as at the date of passing of this resolution 5(b) (such total number to be

NOTICE OF ANNUAL GENERAL MEETING

subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

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

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

(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, sold or transferred, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, sold or transferred, 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 (excluding treasury Shares) 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).”

SPECIAL RESOLUTION

6. To consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT:

(a) the proposed amendments (the **“Proposed Amendments”**) to the existing third amended and restated memorandum of association and articles of association of the Company (the **“Existing Memorandum and Articles of Association”**) as set forth in Appendix III to the circular of the Company dated 26 April 2024 be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the fourth amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the Proposed Amendments, and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum of Articles of Association of the Company with immediate effect; and
- (c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 26 April 2024

Notes:

- (i) All resolutions at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (ii) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (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 Shops 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 09:00 a.m. on Monday 24 June 2024) or any adjournment thereof. The completion and delivery of the form

NOTICE OF ANNUAL GENERAL MEETING

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 Friday, 21 June 2024 to Wednesday, 26 June 2024, 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 20 June 2024.
- (vi) The proposed final dividend is payable on Wednesday, 17 July 2024 and the for entitlement to the proposed final dividend is Monday, 8 July 2024. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Monday, 8 July 2024, 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 July 2024.
- (vii) In respect of the ordinary resolution 3(a) above, Mr. ZHANG Yinghao, Mr. John Thomas MCGINNIS and Mr. Thomas YEOH Eng Leong will retire and be eligible to stand for re-election at the Annual General Meeting. The biography of each of the above directors standing for re-election are set out in Appendix I to the circular dated 26 April 2024.
- (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 26 April 2024.
- (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.