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民銀資本控股有限公司

CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 JUNE 2024
AND
RETIREMENT OF NON-EXECUTIVE DIRECTOR
AND
CHANGE OF MEMBERS OF BOARD COMMITTEES**

The Board announces that:

- (i) all of the proposed resolutions as set out in the Notice were duly passed by the Shareholders at the AGM held on 28 June 2024 by way of poll.
- (ii) Mr. Li Wenshi has retired as a non-executive Director at the conclusion of the AGM. Mr. Li Wenshi has also ceased to be a member of each of Nomination Committee, Remuneration Committee and Strategic Development Committee.
- (iii) Mr. Li Baochen, an executive Director and the Chairman of the Board, has been appointed as a member of each of Nomination Committee and Remuneration Committee with effect from 28 June 2024.

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the annual general meeting (the “**AGM**”) of CMBC Capital Holdings Limited (the “**Company**”) both dated 5 June 2024. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS

The board of directors of the Company (the “**Board**”) is pleased to announce that all of the proposed resolutions as set out in the Notice were duly passed by the Shareholders at the AGM held on 28 June 2024 by way of poll.

Details of the poll results of the AGM are set out as follows:

Ordinary Resolutions ^(Note)		Number of Votes (Approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023.	762,066,367 (99.99%)	2,560 (0.01%)
2.	To re-elect the following directors of the Company:		
	(a) Mr. Yang Kunpeng as non-executive director; and	762,066,367 (99.99%)	2,560 (0.01%)
	(b) Mr. Wang Lihua as independent non-executive director.	762,066,165 (99.99%)	2,762 (0.01%)
3.	To authorize the Board to appoint additional directors as and when the Board considers necessary.	762,066,367 (99.99%)	2,560 (0.01%)
4.	To authorize the Board to fix the respective directors’ remuneration.	762,066,367 (99.99%)	2,560 (0.01%)
5.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix its remuneration.	762,066,362 (99.99%)	2,565 (0.01%)

Ordinary Resolutions ^(Note)		Number of Votes (Approximate %)	
		For	Against
6.	(A) To grant a general mandate to the directors to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of this resolution.	761,426,102 (99.92%)	642,825 (0.08%)
	(B) To grant a general mandate to the directors to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of this resolution.	762,066,362 (99.99%)	2,565 (0.01%)
	(C) Conditional upon the passing of resolutions numbered 6(A) and 6(B) as set out in the notice convening the Meeting, to extend the general mandate granted to the directors to allot, issue and deal with Shares by the total number of Shares repurchased by the Company.	761,426,102 (99.92%)	642,825 (0.08%)
As all of the above resolutions were voted favourably by more than half of the votes attaching to the Shares entitled to vote and held by the Shareholders, present in person, by authorised representative or by proxy, at the AGM, these resolutions were duly passed as ordinary resolutions.			

Note: The full text of the above ordinary resolutions is set out in the Notice.

As at the date of the AGM, the total number of issued Shares was 1,108,002,693 Shares, among which 6,497,000 Shares are repurchased Shares pending cancellation and no treasury Shares were held by the Company (including any treasury Shares held or deposited with The Central Clearing and Settlement System (“CCASS”). As at 4:30 p.m., 24 June 2024, there were 4,742,000 repurchased Shares which are pending for cancellation and no treasury Shares were held by the Company (including any treasury Shares held or deposited with CCASS). The Company confirmed that no voting rights of those repurchased Shares pending cancellation had been exercised at the AGM. The total number of Shares entitling the holders to attend and vote on all the resolutions at the AGM was 1,103,260,693 Shares.

There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The AGM was chaired by Mr. Li Baochen, the Chairman of the Board and an executive Director. Mr. Li Ming and Mr. Ng Hoi Kam, executive Directors, also attended the AGM in person. Mr. Li Wenshi, non-executive Director, and Mr. Lee, Cheuk Yin Dannis and Mr. Wang Lihua, independent non-executive Directors, attended the AGM by electronic means. Mr. Yang Kunpeng and Mr. Wu Bin were unable to attend the AGM due to their other business commitments.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF NON-EXECUTIVE DIRECTOR AND CHANGE OF MEMBERS OF BOARD COMMITTEES

As disclosed in the Circular, Mr. Li Wenshi should retire by rotation and offer himself for re-election at the AGM pursuant to the Bye-laws. Due to the internal work reallocation under the group of China Minsheng Bank Corp., Ltd. (an indirect controlling Shareholder), he did not offer himself for re-election. Therefore, Mr. Li Wenshi has retired as a non-executive Director at the conclusion of the AGM. Mr. Li Wenshi has also ceased to be a member of each of the Nomination Committee, Remuneration Committee and Strategic Development Committee.

Mr. Li Wenshi has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board further announces that Mr. Li Baochen, an executive Director and the Chairman of the Board, has been appointed as a member of each of the Remuneration Committee and the Nomination Committee with effect from 28 June 2024.

The Board wishes to take this opportunity to express its gratitude to Mr. Li Wenshi for his valuable contribution to the Company during his tenure of services.

By order of the Board
CMBC Capital Holdings Limited
Li Baochen
Chairman

Hong Kong, 28 June 2024

As at the date of this announcement, the executive Directors are Mr. Li Baochen, Mr. Li Ming and Mr. Ng Hoi Kam; the non-executive Director is Mr. Yang Kunpeng; and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.