
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in CMBC Capital Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, other registered dealer in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CMBC CAPITAL HOLDINGS LIMITED**

(formerly known as "Skyway Securities Group Limited")

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT,
REFRESHMENT OF THE SHARE AWARD SCHEME MANDATE LIMIT,
RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED CHANGE OF AUDITOR,
PROPOSED ADOPTION OF NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of CMBC Capital Holdings Limited to be held at The Salons, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 8 September 2017 at 9:30 a.m. is set out on pages 23 to 48 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

8 August 2017

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at The Salons, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 8 September 2017 at 9:30 a.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 23 to 48 of this circular
“Board”	the Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed to the expression under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	CMBC Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code:1141)
“Deloitte”	Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong
“core connected person”	has the meaning ascribed to the expression under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate

DEFINITIONS

“KPMG”	KPMG, Certified Public Accountants, Hong Kong
“Latest Practicable Date”	3 August, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the new Bye-laws proposed to be adopted at the AGM
“New Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$0.01 each
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Award Scheme”	the share award scheme adopted by the Company on 19 February 2016
“Share Award Scheme Mandate Limit”	the maximum number of Shares in respect of which may be granted under the Share Award Scheme, which initially shall not in aggregate exceed 10% the Shares in issue as at the date of adoption of the Share Award Scheme and thereafter, and, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Option Scheme”	the share option scheme adopted by an ordinary resolution passed at the annual general meeting of the Company held on 24 September 2012

DEFINITIONS

“Share Option Scheme Mandate Limit”	the maximum number of Shares in respect of which share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company, which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, and, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Shareholder(s)”	holder(s) of the Share(s) or New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



CMBC CAPITAL HOLDINGS LIMITED

(formerly known as “Skyway Securities Group Limited”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Executive Director:

Mr. Li Jinze (*Chairman*)

Non-executive Directors:

Mr. Ren Hailong

Mr. Liao Zhaohui

Independent Non-executive Directors:

Mr. Lee, Cheuk Yin Dannis

Mr. Wu Bin

Mr. Wang Lihua

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Units 6601A and 6607-6608

Level 66

International Commerce Centre,

1 Austin Road West,

Kowloon, Hong Kong

8 August 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT,
REFRESHMENT OF THE SHARE AWARD SCHEME MANDATE LIMIT,
RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED CHANGE OF AUDITOR,
PROPOSED ADOPTION OF NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (d) the refreshment of the Share Option Scheme Mandate Limit; (e) the refreshment of the Share Award Scheme Mandate Limit; (f) the re-election of the retiring Directors; (g) the proposed change of auditor; and (h) the proposed adoption of the New Bye-Laws.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

Up to the Latest Practicable Date, the total number of issued share capital of the Company is 45,778,757,729 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 9,155,751,545 New Shares and the maximum number of New Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 4,577,875,772 New Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 24 September 2012.

Pursuant to the Share Option Scheme, the maximum number of Shares in respect of which share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of adoption of the Share Option Scheme. The Company may refresh the Share Option Scheme Mandate Limit by ordinary resolution of the Shareholders at a general meeting provided that:

- (i) the Share Option Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of approval of the refreshment of the Share Option Scheme Mandate Limit; and
- (ii) share options previously granted under any existing schemes (including share options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the limit as refreshed.

LETTER FROM THE BOARD

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

The existing Share Option Scheme Mandate Limit was refreshed at the annual general meeting of the Company held on 8 September 2016, pursuant to which the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 1,569,566,788 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting and none of the above 1,569,566,788 options were granted to any eligible participants (as defined in the Share Option Scheme) up to the Latest Practicable Date.

During the financial year ended 31 March 2016, the Company granted 1,005,598,000 options to subscribe for ordinary shares of HK\$0.01 each in the share capital of the Company under the Share Option Scheme on 18 September 2015 and 12 October 2015 to eligible participants. The options granted on 18 September 2015 and 12 October 2015 can be exercised at any time during the period on or after the grant dates but not later than 17 September 2018 and 11 October 2018 respectively. By April 2017, 1,005,598,000 New Shares will be issued as a result of exercise of the aforesaid 1,005,598,000 options in full.

Save as disclosed, there are no options under the Share Option Scheme or any other schemes of the Company granted which remain outstanding or unexercised as at the Latest Practicable Date.

As at the Latest Practicable Date, the total number of issued share capital of the Company is 45,778,757,729 Shares. Assuming that there is no change in the number of issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, upon approval of the refreshment of the Share Option Scheme Mandate Limit by Shareholders, the Company may grant share options entitling holders thereof to subscribe for a total of 4,577,875,772 Shares (representing 10% of the Shares in issue as at the date of the AGM approving the refreshment of the Share Option Scheme Mandate Limit). As at the Latest Practicable Date, the Company did not have any plan to grant options under the Share Option Scheme immediately after the approval of the refreshment of the Share Option Scheme Mandate Limit at the AGM.

The Company believes that the refreshment of the Share Option Scheme Mandate Limit will allow the Company to achieve the purpose of the Share Option Scheme, which is to provide incentives or reward to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Company. The Directors consider that the refreshment of the Share Option Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those eligible participants by way of granting options.

LETTER FROM THE BOARD

The refreshment of the Share Option Scheme Mandate Limit is conditional on:

- (a) the passing of an ordinary resolution to approve the refreshment of the Share Option Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, Shares (representing a maximum of 10% of Shares in issue as at the date of the AGM approving the refreshment of the Share Option Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of share options under the Share Option Scheme and any other share option scheme(s) of the Company.

Application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, Shares or New Shares (as the case may be) (representing a maximum of 10% of Shares or New Shares (as the case may be) in issue as at the date of the AGM approving the refreshment of the Share Option Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of share options under the Share Option Scheme and any other share option scheme(s) of the Company.

4. REFRESHMENT OF SHARE AWARD SCHEME MANDATE LIMIT

The Company adopted the existing Share Award Scheme on 19 February 2016. Pursuant to the Listing Rules and the terms of the Share Award Scheme, the maximum number of Awarded Shares (as defined under the Share Award Scheme) must not exceed 10% of the Shares in issue on 19 February 2016.

The Share Award Scheme Mandate Limit was refreshed at the annual general meeting of the Company held on 8 September 2016 where the Company was authorised to grant Awarded Shares up to a maximum number of 1,569,566,788 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting.

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on its adoption date.

The eligible persons under the Share Award Scheme shall include (i) any executives, officers, employees, directors of the Company or of any of its subsidiaries, (ii) any holders of any securities issued by any members of the Group or any controlling Shareholders, (iii) any business or joint venture partners, contractors, agents or representatives, any persons who provide research development or technological support or any advisory or consultancy or professional services to the business of the Group, any investors, vendors, suppliers, developers or licensors, any customers, licensees, wholesalers, retailers, traders or distributors of goods or services of or to any member of the Group. and other persons which have contributed or will contribute to the growth and development of the Group.

LETTER FROM THE BOARD

An independent trustee will be appointed for the Share Award Scheme. Under the Share Award Scheme, Shares may be acquired by the administration committee or the independent trustee at the cost of the Company by way of on-market purchase. Such Shares will be held in trust and will be vested to the relevant selected eligible persons until the vesting criteria and conditions (if any) have been satisfied. No New Shares will be issued under the Share Award Scheme.

The voting rights in respect of any Awarded Shares, which have been granted to relevant selected eligible persons, shall be exercised in accordance with the instructions of relevant selected eligible persons. Notwithstanding that the independent trustee is the legal holder of the Awarded Shares held upon trust pursuant to the trust deed, the independent trustee shall not exercise the voting rights attached to such Shares.

The Company may refresh the Share Award Scheme Mandate Limit at any time subject to prior Shareholders' approval provided that:

- (i) the Share Award Scheme Mandate Limit so refreshed must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval of the refreshed Share Award Scheme Mandate Limit; and
- (ii) Awarded Shares previously granted under the Share Award Scheme will not be counted for the purpose of calculating the Share Award Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the Company will not issue or grant any Awarded Shares under the Share Award Scheme which would result in the total number of the Awarded Shares together with Shares which may be issued upon exercise of all outstanding share options granted but yet to be exercised under the Share Option Scheme of the Company representing in aggregate over 30% of the Shares in issue as at the date of such grant ("**30% Aggregate Limit for the Share Option Scheme and the Share Award Scheme**").

The previous refreshed Share Award Scheme Mandate Limit as at 8 September 2016 will lapse upon the refreshment in the coming AGM.

The Company will comply with the relevant requirements of the Listing Rules when it proposes to grant any Awarded Shares to its connected persons.

The Company will take appropriate measures to ensure the minimum public float requirement under Rule 8.08 of the Listing Rules will be complied with when making any grant of awarded Shares. Such measures may include, but not limited to:

- no award will be made if it will result in the aggregate number of the Shares held by public Shareholders falls below the minimum percentage as prescribed under the Listing Rules.

LETTER FROM THE BOARD

Up to the Latest Practicable Date, none of the Shares were acquired from the market by the independent trustee since the previous refreshment of the Share Award Scheme Mandate Limit as at 8 September 2016 in accordance with the Share Award Scheme. No Shares have been granted to the eligible persons of the Group under the Share Award Scheme. Subsequent to the previous refreshment of the Share Award Scheme Mandate Limit as at 8 September 2016, though no Awarded Shares have been granted under the Share Award Scheme, the number of Shares in issue has increased from 15,695,667,885 Shares to 45,778,757,729 Shares as at the Latest Practicable Date. The Directors consider that the Company should refresh the Share Award Scheme Mandate Limit so that the Company has greater flexibility to provide incentives to, and recognise the contributions of the eligible persons under the terms of the Share Award Scheme. The Directors consider that the refreshment of the Share Award Scheme Mandate Limit is in line with the purpose of the Share Award Scheme and is in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, there were 45,778,757,729 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon refreshment of the Share Award Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Awarded Shares up to a maximum number of 4,577,875,772 Shares, representing 10% of the issued share capital of the Company as at the date of AGM. The total number of Shares which may be granted upon the “refreshed” Share Award Scheme Mandate Limit is 4,577,875,772 Shares. As at the Latest Practicable Date, the Company did not have any plan to grant Award Shares immediately after the approval of the refreshment of the Share Award Scheme Mandate Limit at the AGM. The Company will not issue or grant any Awarded Shares under the Share Award Scheme which would result in exceeding the 30% Aggregate Limit for the Share Option Scheme and the Share Award Scheme.

5. RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to bye-law 86(2) of the Bye-laws, all existing directors of the Company will hold office until the forthcoming AGM and, being eligible, will offer themselves for re-election at the forthcoming AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

6. PROPOSED CHANGE OF AUDITOR

Deloitte will retire as the external auditor of the Company due to expiry of appointment, with effect from the close of the AGM. Deloitte was re-appointed as the Company's auditor for the year ended 31 March 2017 at the Company's annual general meeting held on 8 September 2016 to hold office until the conclusion of the AGM.

KPMG is the current auditor of each of CMBC International Holdings Limited ("**CMBCI**") and China Minsheng Banking Corp., Ltd. ("**China Minsheng Bank**"), the controlling Shareholders of the Company. With the expiry of Deloitte's service term, the Audit Committee considers that the appointment of KPMG as the Company's auditor can align the audit work of the Group, CMBCI and China Minsheng Bank thereby enhancing the efficiency of the audit services to be provided to the Group and its controlling Shareholders. The Audit Committee of the Company has recommended that the Board proposes the appointment of KPMG as the Company's auditor. Accordingly, the Board resolved to propose the appointment of KPMG as the new auditor of the Company to fill the vacancy following the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the AGM.

The Company has received a confirmation from Deloitte that there is no matter which Deloitte needs to bring to the attention of the holders of the securities of the Company in relation to its retirement as the auditor of the Company. The Board also confirmed that there were no matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders.

7. PROPOSED ADOPTION OF NEW BYE-LAWS

Reference is made to the announcement of the Company dated 14 July 2017. The Board will propose at the AGM a special resolution approving certain amendments to the existing Bye-laws of the Company to, *inter alia*, reflect certain amendments to the Listing Rules and the laws of Bermuda.

The principal amendments proposed to be made to the existing Bye-laws are for the following purposes:

- (a) to reflect the requirements of the applicable code provisions in the Corporate Governance Code set out in Appendix 14 to the Listing Rules regarding board meetings and general meetings;
- (b) to remove prohibitions on the provision of financial assistance for the purchase of shares of the Company in line with the Companies Act;

LETTER FROM THE BOARD

- (c) to provide for all resolutions at general meetings of the Company to be decided by poll (other than resolutions that relate purely to a procedural or administrative matter) as required by the Listing Rules;
- (d) to align with the requirements of the Listing Rules on the Directors' requirement of not voting on any resolution of the Board approving any contract or arrangement in which the Director or any of his close associates is materially interested and to remove the 5% exception as previously allowed under the Listing Rules;
- (e) to allow the public to inspect the register of members of the Company without charge;
- (f) to provide that an annual general meeting of the Company shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and all other special general meetings shall be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days, in each case or such period as mandatorily prescribed by the Listing Rules and subject to the requirement of the Companies Act;
- (g) to provide that a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial Shareholder of the Company or a Director has a conflict of interest and such conflict of interest is considered to be material by the Board;
- (h) to provide that the Directors may fill the vacancy of a resigning auditor and fix the remuneration of the auditor in the event that the office of auditor becomes vacant; and
- (i) other miscellaneous amendments to update or clarify provisions of the Bye-laws where it is considered desirable and to better align with the wordings in the Companies Act and the Listing Rules.

In view of the number of amendments proposed to be made, the Board will also propose that the New Bye-laws be adopted to replace the existing Bye-laws, instead of carrying out piecemeal modifications on the existing Bye-laws. Full text of the special resolution containing details of the proposed amendments to the Bye-laws and adoption of the New Bye-laws are set out as resolution nos. 7(A) and 7(B) in the AGM Notice.

Shareholders are advised that the Chinese translation of the amendments to the Bye-laws as set out in of the AGM Notice in Chinese is for reference only. In case of any inconsistency, the English version of the Bye-laws shall prevail.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBER

The AGM is scheduled to be held on Friday, 8 September 2017. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 5 September 2017 to Friday, 8 September 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 September 2017.

9. THE AGM AND VOTING AT THE AGM

The AGM will be convened and held at The Salons, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 8 September 2017 at 9:30 a.m. The AGM Notice is set out on pages 23 to 48 of this circular, which contains, inter alia, ordinary resolutions to approve (i) the granting to the Directors of the Issue Mandate; (ii) the granting to the Directors of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (iv) the refreshment of the Share Option Scheme Mandate Limit; (v) the refreshment of the Share Award Scheme Mandate Limit; (vi) the re-election of the retiring Directors; (vii) the proposed change of auditor and (viii) the special resolution to approve the adoption of New Bye-laws.

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the chairman of the AGM to demand for a poll for the ordinary resolutions and special resolution put to the vote of the AGM in accordance with the Bye-laws.

No Shareholders are required to abstain from voting at the AGM on the refreshment of the Share Option Scheme Mandate Limit and the Share Award Scheme Mandate Limit.

10. ACTION TO BE TAKEN

A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

11. RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

13. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices of this circular.

Yours faithfully,
On behalf of the Board
CMBC Capital Holdings Limited
Mr. Li Jinze
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued share capital of the Company is 45,778,757,729 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 4,577,875,772 New Shares, representing 10% of the New Shares in issue of the Company as at the date of the AGM.

2. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. IMPACT OF REPURCHASES

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 March 2017, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a

material adverse effect on the working capital of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange in each of the last twelve (12) months before the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2016		
July	0.264	0.197
August	0.200	0.180
September	0.186	0.172
October	0.178	0.148
November	0.172	0.132
December	0.179	0.151
2017		
January	0.188	0.164
February	0.234	0.156
March	0.329	0.230
April	0.351	0.277
May	0.520	0.347
June	0.471	0.443
July	0.420	0.250
August (up to the Latest Practicable Date)	0.380	0.345

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

The Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

9. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six (6) months preceding the Latest Practicable Date.

10. GENERAL

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchases would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

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

Mr. Li Jinze (“Mr. Li”), *Executive Director and Chairman of the Company*

Mr. Li, aged 47, is the current chief executive officer of CMBC International Holdings Limited (“**CMBCI Holdings**”). Mr. Li has obtained a doctorate in international law from Wuhan University, and a post-doctor certificate in international finance from Nankai University. Since then, Mr. Li has passed Paper 1 and 2 of the Licensing Examination for Securities and Futures Intermediaries, and is a licensed fund practitioner and has a certificate for qualified lawyer in the People’s Republic of China. Mr. Li Jinze previously worked at the Industrial and Commercial Bank of China Limited (“**ICBC**”), serving as the Deputy General Manager of its Legal Department, the Vice President of its Shanxi Branch, and the Deputy General Manager of the International Business Department of its Head Office. In addition, Mr. Li was previously employed as the head of the preparatory group for the incorporation of the Singapore branch of the China Minsheng Bank. Major projects that Mr. Li was involved in include the reorganization of ICBC and the introduction of strategic investors in relation to its domestic and foreign listing, the reorganisation the business of a Hong Kong investment bank, the leading case regarding the establishment of a domestic trust involving the securitisation of non-performing assets, and the Office of Foreign Assets Control of the United States of America Department of the Treasury case relating to the freezing of oil remittance. Mr. Li has also published nearly 100 legal and financial articles in various publications including the People’s Daily, China Legal Science and Studies of International Finance.

Pursuant to the Company’s bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Li, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Li will be subject to retirement by rotation and re-election. Mr. Li is entitled to receive a director’s remuneration of HK\$4,800,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Li is subject to annual review by the Remuneration Committee.

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

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

Mr. Ren Hailong (“Mr. Ren”), *Non-executive Director, Member of the Nomination Committee and Remuneration Committee of the Company*

Mr. Ren, aged 52, is the current general manager of the Transaction Banking Department of China Minsheng Bank. Mr. Ren holds a master’s degree from the Graduate School of People’s Bank of China. He previously served as the senior staff member and principal staff member of the State Administration of Foreign Exchange, the deputy director and director of Guangxi Beihai Industrial Development Zone Credit Cooperatives; the president of China Minsheng Bank’s Wanshoulu Sub-branch; the deputy director of the Sales Department of China Minsheng Bank’s head office (being in charge of specific work); the vice president, vice president (being in charge of specific work), deputy party secretary (being in charge of specific work) and party secretary of China Minsheng Bank’s Hangzhou Branch; and the general manager of E-banking Department of China Minsheng Bank.

Pursuant to the Company’s bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Ren, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Ren will be subject to retirement by rotation and re-election. Mr. Ren Hailong is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Ren is subject to annual review by the Remuneration Committee.

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

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

Mr. Liao Zhaohui (“Mr. Liao”), *Non-executive Director of the Company*

Mr. Liao, aged 49, is the current deputy general manager of Financial Risk Management Department of CMBCI Holdings. Mr. Liao holds a doctors degree from the Graduate School of People’s Bank of China. He has nearly thirty (30) years of working experience in banking. Mr. Liao previously worked for the Bank of Communications Beijing Branch and the People’s Bank of China Jiangxi Branch. He has since held positions at the International Business, Risk Management and Financial Market Departments of China Minsheng Bank since 1999. He was conferred the title of “Advanced Worker (Producer)” and a third prize by China Minsheng Bank, and won the third prize granted by China Foundation for Development of Financial Education in 2000.

Pursuant to the Company’s bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Liao, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Liao will be subject to retirement by rotation and re-election. Mr. Liao is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Liao is subject to annual review by the Remuneration Committee.

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

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

Mr. Lee, Cheuk Yin Dannis (“Mr. Lee”), *Independent Non-executive Director, Chairman of the Audit Committee of the Company*

Mr. Lee, aged 46, is a first class honor graduate with a bachelor’s degree in Business Administration from Texas A&M University, and a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants (AICPA). He currently holds the positions of managing director of DLK Advisory Limited, independent non-executive director and chair of the audit committee of Geely Automobile Holdings Limited and Tiangong International Company Limited and independent non-executive director of China Unienergy Group Limited. He once served as the CFO of AMVIG Holdings Limited and the senior manager of Arthur Andersen (now known as PricewaterhouseCoopers LLP). Mr. Lee has over 10 years of experience in business operations and expansion, operations in the capital market and accounting, and successfully planned and completed many important initial public offerings and corporate financing projects.

Pursuant to the Company’s bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Lee which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Lee will be subject to retirement by rotation and reelection. Mr. Lee is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Lee is subject to annual reviews by the Remuneration Committee.

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

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

Mr. Wu Bin (“Mr. Wu”), *Independent Non-executive Director, Chairman of the Nomination Committee and Remuneration Committee and Member of the Audit Committee of the Company*

Mr. Wu, aged 44, is the current president and partner of Zhongping Capital, and holds a doctor’s degree in Economics from Fudan University. From September 1998 to February 2014, Mr. Wu served as a party committee member and the vice president of Haitong Securities, the chairman of Haitong UniTrust International Leasing Corporation, the chairman of Haitong Asset Management Corporation and the director of Haitong International Finance Holdings Limited. He also successively served as the vice president of Shanghai Media Group (SMG), the party secretary and vice chairman of Shanghai Oriental Pearl Group Co., Ltd., the chairman of Shanghai Media Development Corporation, the chairman of Shanghai EPIC Music, a director of Shanghai Shendi (Group) Co., Ltd. (Shanghai Disney Holdings Limited) and a director of Yi Cai (Holding) Corporation. Named as the Shanghai Financial Industry Leader, Mr. Wu was the former vice chairman of Compliance Committee of Securities Association of China, a member of Asset Management Committee and an expert member of China Securities Investor Protection Fund.

Pursuant to the Company’s bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Wu, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Wu Bin will be subject to retirement by rotation and re-election. Mr. Wu is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Wu is subject to annual reviews by the Remuneration Committee.

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

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

Mr. Wang Lihua (“Mr. Wang”), *Independent Non-executive Director Member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company*

Mr. Wang, aged 54, is the current managing partner of Tian Yuan Law Firm and a part time professor at Peking University. Mr. Wang holds a master’s degree in Economic Law from Peking University. He previously served as the president of the 1st Beijing Xicheng Lawyers Association, a standing member of the All China Lawyers Association, a member of the Experts Panel of the Beijing Municipal Government, an expert of the International Chamber of Commerce China, a member of the Review Committee for Mergers and Acquisitions and Restructurings of Listed Companies of China Securities Regulatory Commission (“**CSRC**”) for the 2nd and 3rd sessions, and the independent director of Shandong Xingmin Wheel Co., Ltd. Mr. Wang was previously the director of the Scientific Research Office of Peking University Law School, the vice president of the 7th Council of Beijing Lawyers Association, a member of the Public Offering Review Committee of CSRC for the 7th and 8th sessions, a member of the Mergers and Acquisitions and Restructuring Review Committee of Listed Companies of CSRC for the 3rd and 4th sessions and the independent director of Xinjiang Chalkis Co. Ltd.

Pursuant to the Company’s bye-laws, the Listing Rules, and the service agreement entered into between the Company and Mr. Wang Lihua, which may be terminated with three (3) months’ notice in writing served by either party, the directorship of Mr. Wang will be subject to retirement by rotation and re-election. Mr. Wang is entitled to receive a director’s remuneration of HK\$300,000 per annum with discretionary bonus which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Mr. Wang is subject to annual reviews by the Remuneration Committee.

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

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

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CMBC CAPITAL HOLDINGS LIMITED

(formerly known as “Skyway Securities Group Limited”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of CMBC Capital Holdings Limited (the “**Company**”) will be held at The Salons, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 8 September 2017 at 9:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2017.
2. To re-elect the following directors (the “**Directors**”) of the Company and to authorise the Board of Directors of the Company to fix the Directors’ remuneration:
 - (a) to re-elect Mr. Li Jinze as executive Director;
 - (b) to re-elect Mr. Ren Hailong as non-executive Director;
 - (c) to re-elect Mr. Liao Zhaohui as non-executive Director;
 - (d) to re-elect Mr. Lee, Cheuk Yin Dannis as independent non-executive Director;
 - (e) to re-elect Mr. Wu Bin as independent non-executive Director;
 - (f) to re-elect Mr. Wang Lihua as independent non-executive Director.
3. To appoint Messrs. KPMG, Certified Public Accountants, Hong Kong as auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.

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ORDINARY RESOLUTIONS

4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors, during the Relevant Period (as hereinafter defined), of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the bye-laws of the Company from time

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to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors, during the Relevant Period (as hereinafter defined), of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which its shares of the Company may be listed and is recognised by Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases for this purpose, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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(b) the aggregate nominal amount of the shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

(C) “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors, pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company to be issued upon the exercise of options under the share option scheme adopted by the Company on 24 September 2012 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed, provided that the total number of shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Share Option Scheme Mandate Limit**”) and that the Directors be and are hereby unconditionally authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Share Option Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** pursuant to the Share Award Scheme of the Company adopted on 19 February 2016 (the “**Share Award Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Share Award Scheme Mandate Limit (as defined below) under the Share Award Scheme provided that (i) the total number of shares which may be granted under the Share Award Scheme shall not exceed 10% of the total number of shares in issue as at the date of the passing of this resolution (the “**Share Award Scheme Mandate Limit**”); and (ii) the overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share Option Scheme and any other incentives or share option schemes and may be issued under the Share Award Scheme of the Company must not exceed 30% of the shares in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant shares under the Share Award Scheme up to the refreshed Share Award Scheme Mandate Limit.”

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SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

(A) “**THAT** the bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended in the following manner (unless defined herein, all expressions used in this resolution no. 7(A) shall have the same meaning as set out in the Bye-laws):

1. Bye-law 1

- (a) by deleting the definition of “associate” in Bye-law 1.
- (b) by deleting the existing definition of the “Company” in Bye-law 1 and substituting therewith the following:

““Company” CMBC Capital Holdings Limited
民銀資本控股有限公司.”

- (c) by inserting the following new definitions in Bye-law 1 in the appropriate alphabetical sequence:

- (i) ““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

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- (ii) ““close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“**Listing Rules**”) as modified from time to time, except that for purposes of Bye-law 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”
- (iii) ““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”
- (d) by deleting the words “of the Company” after the words “any branch register of Members” in the definition of “Register”.

2. Bye-law 2

- (a) by deleting the existing Bye-law 2(h) in its entirety and substituting therewith the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

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(b) by deleting the existing Bye-law 2(i) in its entirety and substituting therewith the following:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

3. Bye-law 3

by deleting the existing Bye-law 3(3) in its entirety and substituting therewith the following:

“(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

4. Bye-law 10

(a) by deleting the words “on a poll” before the words “to one vote” and deleting “; and” at the end of Bye-law 10(b) and substituting with “.”.

(b) by deleting the existing Bye-law 10(c) in its entirety.

5. Bye-law 16

by deleting the existing Bye-law 16 in its entirety and substituting therewith the following:

“Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be

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issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.”

6. Bye-law 43

by inserting the words “, in respect of any shares that are not fully paid,” before the words “the amount paid” in Bye-law 43(1)(a).

7. Bye-law 44

by deleting the existing Bye-law 44 in its entirety and substituting therewith the following:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

8. Bye-law 46

by inserting the words “in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or” after the words “any Member may transfer all or any of his shares” in Bye-law 46.

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9. Bye-law 51

by deleting the existing Bye-law 51 in its entirety and substituting therewith the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

10. Bye-law 59

by deleting the existing Bye-law 59 in its entirety and substituting therewith the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.

(2) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”

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11. Bye-law 63

by deleting the existing Bye-law 63 in its entirety and substituting therewith the following:

“63. The president of the Company or the chairman, if one is appointed, shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, or if no such officer is appointed, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

12. Bye-law 66

by deleting the existing Bye-law 66 in its entirety and substituting therewith the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the

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orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

13. Bye-law 67

by deleting the existing Bye-law 67 in its entirety and substituting therewith the following:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

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14. Bye-law 68

by deleting the existing Bye-law 68 in its entirety and substituting therewith the following:

“intentionally deleted.”

15. Bye-law 69

by deleting the existing Bye-law 69 in its entirety and substituting therewith the following:

“intentionally deleted.”

16. Bye-law 70

by deleting the existing Bye-law 70 in its entirety and substituting therewith the following:

“intentionally deleted.”

17. Bye-law 73

by deleting the words “whether on a show of hands or on a poll,” after the words “In the case of an equality of votes,” in Bye-law 73.

18. Bye-law 75

by deleting “whether on a show of hands or on a poll” after the words “A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote,” in Bye-law 75.

19. Bye-law 80

by deleting the existing Bye-law 80 in its entirety and substituting therewith the following:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be

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specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

20. Bye-law 81

by deleting the words “demand or join in demanding a poll and to” after the words “confer authority to” in the second sentence of Bye-law 81.

21. Bye-law 82

by deleting the words “, or the taking of the poll,” before the words “at which the instrument of proxy is used” in Bye-law 82.

22. Bye-law 84

by deleting the existing Bye-law 84(2) in its entirety and substituting therewith the following:

“84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.”

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23. Bye-law 86

- (a) by deleting the existing Bye-law 86(1) in its entirety and substituting therewith the following:

“86. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.”

- (b) by deleting the existing Bye-law 86(2) in its entirety and substituting therewith the following:

“86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

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- (c) by deleting the existing Bye-law 86(4) in its entirety and substituting therewith the following:

“86. (4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”

24. Bye-law 88

- by deleting the existing Bye-law 88 in its entirety and substituting therewith the following:

“88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

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25. Bye-law 89

by deleting the word “or” after the semi-colon at the end of Bye-law 89(3) in Bye-law 89(3).

26. Bye-law 92

by deleting the third sentence in Bye-law 92 and substituting therewith the following:

“An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director.”

27. Bye-law 96

by deleting the existing Bye-law 96 in its entirety and substituting therewith the following:

“96. The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting and shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Board in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall be deemed to accrue from day to day.”

28. Bye-law 101

by deleting the word “whatever” and substituting therewith the word “whatsoever” after the words “either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner” in Bye-law 101.

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29. Bye-law 103

by deleting the existing Bye-law 103 in its entirety and substituting therewith the following:

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or

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- (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

(2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

30. Bye-law 106

by deleting the word “Company’s” before “Seal” at the end of the words “execute any deed or instrument under their personal seal with the same effect as the affixation of the” in Bye-law 106.

31. Bye-law 115

by deleting the existing Bye-law 115 in its entirety and substituting therewith the following:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine.”

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32. Bye-law 122

- (a) by inserting the following new sentence at the end of Bye-law 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

33. Bye-law 127

- (a) by deleting the existing Bye-law 127(1) in its entirety and substituting therewith the following:

“127. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye-laws.”

- (b) by deleting the existing Bye-law 127(2) in its entirety and substituting therewith the following:

“intentionally deleted.”

34. Bye-law 129

by deleting the existing Bye-law 129 in its entirety and substituting therewith the following:

“intentionally deleted.”

35. Bye-law 132

- (a) by deleting the words “and of the date on which it occurred” after “cause to be entered on the Register of Directors and Officers the particulars of such change” at the end of Bye-law 132(2)(b).
- (b) by deleting the existing Bye-law 132(3) in its entirety and substituting therewith the following:

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“The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours”.

36. Bye-law 133

by deleting the existing Bye-law 133(1)(c) in its entirety and substituting therewith the following:

“(c) of all resolutions and proceedings of each general meeting of the Members and meetings of the Board”.

37. Bye-law 138

by deleting the existing Bye-law 138 in its entirety and substituting therewith the following:

“138. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”

38. Bye-law 148

by deleting the words “and subject to Section 40(2A) of the Act” after the words “for the purposes of this Bye-law” in Bye-law 148.

39. Bye-law 153

by deleting the existing By-law 153 in its entirety and substituting therewith the following:

“153. Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures”.

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40. Bye-law 154

by deleting the existing By-law 154(2) in its entirety and substituting therewith the following:

“154. (2) Subject to Section 89 of the Act, a person, other than an incumbent Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the incumbent Auditor.”

41. Bye-law 157

by deleting the existing Bye-law 157 in its entirety and substituting therewith the following:

“157. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”

42. Bye-law 160

by deleting the existing Bye-law 160 in its entirety and substituting therewith the following:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the

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relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "**notice of availability**"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

43. Bye-law 161

by deleting the existing Bye-law 161 in its entirety and substituting therewith the following:

"Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

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- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

44. Bye-law 162

by deleting the existing Bye-law 162 in its entirety and substituting therewith the following:

“(1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A Notice may be given by the Company to the person 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, envelope or wrapper addressed to him 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, 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.

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(3) 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.”

45. Bye-law 163

by deleting the words “cable or telex or” after the words “For the purposes of these Bye-laws, a” in Bye-law 163.””

- (B) “**THAT** subject to the passing of special resolution no. 7(A) as set out in the notice convening the meeting, the new Bye-laws, a copy of which has been produced to this meeting marked “A” be and are hereby approved and adopted as the new Bye-laws in substitution for and to the exclusion of the existing Bye-laws and that the Directors be and are hereby authorised to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to effect and record such adoption.”

By Order of the Board
CMBC Capital Holdings Limited
Li Jinze
Chairman

Hong Kong, 8 August 2017

Head Office and Principal Place of Business in Hong Kong:

Units 6601A and 6607-6608 on Level 66 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

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Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 5 September 2017 to Friday, 8 September 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 September 2017.
4. The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. An explanatory statement containing further details regarding the resolution numbered 4(B) above is set out in Appendix I to this circular.