



CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Second form of proxy for use at the annual general meeting to be held on Wednesday, 29 June 2022 at 9:30 a.m. (or at any adjourned meeting thereof)

I/We (note 1) _____
of _____
being the registered holder(s) (the "Shareholder(s)") of (note 2) _____ ordinary share(s) of
HK\$0.40 each (the "Shares") in the capital of CMBC Capital Holdings Limited (the "Company"), HEREBY APPOINT the chairman of the annual general meeting,
or (note 3) _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 29 June 2022 at
9:30 a.m. (the "Meeting") (or at any adjourned meeting thereof) for the purpose of considering and, if thought fit, pass with or without amendments the resolutions as set out in the notice convening the Meeting
and at the Meeting (or at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated and, if no such indication is given, as my/our proxy thinks
fit.

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
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 December 2021.		
2.	To declare a final dividend of HK07.48 cents per ordinary share for the year ended 31 December 2021.		
3.	To re-elect or elect (as the case may be) the following directors of the Company:		
	(a) Mr. Ding Zhisuo as executive director;		
	(b) Mr. Ng Hoi Kam as executive director;		
	(c) Mr. Wang Lihua as independent non-executive director;		
	(d) to authorise the board of directors (the "Board") of the Company to fix the directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix its remuneration.		
5.	(A) To grant a general mandate to the directors to allot, issue and deal with authorised and unissued shares in the capital of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
	(B) To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
	(C) To extend the general mandate granted to the directors to allot, issue and deal with authorised and unissued shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		
SPECIAL RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
6.	To approve the proposed amendments to the Bye-laws of the Company and to adopt the amended and restated Bye-laws of the Company.		

Signature(s) (Note 5): _____ Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this second form of proxy (the "Second Proxy Form") relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the "the chairman of the annual general meeting, or" and insert the name and address of the proxy desired in the space provided. A proxy needs not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOXES MARKED "AGAINST".** If no direction is given, the proxy will vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, the instrument appointing a proxy must 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.
- 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. A proxy needs 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.
- 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.
- 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 Teng is Limited at Level 54, 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.
- 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.
- 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.
- A Shareholder who has not yet lodged the proxy form attached to the circular of the Company dated 30 May 2022 ("First Proxy Form") with the Company's branch share registrar in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar in Hong Kong.
A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar in Hong Kong should note that:
 - If no Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the Meeting (including, if properly put, resolutions for the re-election of Mr. Ding Zhisuo as an executive Director as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - If the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - If the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar in Hong Kong by not less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Teng is Limited at the above address.