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

If you have sold or transferred all your shares in **C&D International Investment Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbrokers or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Office No. 3517, 35th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong at 11 a.m. on Friday, 24 May 2024 is set out on pages 20 to 25 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time specified for holding the Annual General Meeting (i.e. not later than 11 a.m. on Wednesday, 22 May 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish.

This circular and such form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.cndintl.com).

All dates and times mentioned in this circular refer to Hong Kong dates and times.

30 April 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Office No. 3517, 35th Floor, Wu Chung House, 213 Queen’s Road East, Wanchai, Hong Kong at 11 a.m. on Friday, 24 May 2024, to consider and, if appropriate, to pass the resolutions contained in the notice of the Annual General Meeting which is set out on pages 20 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	C&D International Investment Group Limited (建發國際投資集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate

DEFINITIONS

“Final Dividend”	proposed final dividend of HK\$1.3 per Share for the year ended 31 December 2023 (together with a scrip alternative) to be paid to the Shareholders whose names appeared on the register of members of the Company at the close of business on the record date
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with (including any sale or transfer of any treasury Shares out of treasury) Shares up to a maximum of 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China (for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time
“Well Land”	Well Land International Limited (益能國際有限公司), a company incorporated in the British Virgin Islands with limited liability on 27 May 2014, and a controlling shareholder of the Company as at the Latest Practicable Date
“%”	per cent

LETTER FROM THE BOARD

C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

Executive Directors:

Ms. Zhao Chengmin (*Chairperson*)
Mr. Lin Weiguo (*Chief Executive Officer*)
Mr. Tian Meitan
Mr. Peng Yong

Registered office:

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Non-executive Directors:

Mr. Huang Wenzhou
Ms. Ye Yanliu
Mr. Zheng Yongda

*Head office and principal place of
business in Hong Kong:*

Office No. 3517
35th Floor
Wu Chung House
213 Queen's Road East
Wanchai, Hong Kong

Independent Non-executive Directors:

Mr. Wong Chi Wai
Mr. Wong Tat Yan, Paul
Mr. Chan Chun Yee
Mr. Dai Yiyi

30 April 2024

To the Shareholders

Dear Sir or Madam

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding certain ordinary resolutions relating to, among other things, (i) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the proposed re-election of retiring Directors to be proposed at the AGM to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the AGM.

LETTER FROM THE BOARD

GRANT OF REPURCHASE MANDATE, GENERAL MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution.

The Repurchase Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held, or (iii) the date on which such mandate granted is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Moreover, at the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares (including any sale or transfer of any treasury Shares out of treasury) representing up to 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolutions of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares of a number not exceeding the aggregate number of 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the General Mandate and the Shares to be purchased pursuant to the Repurchase Mandate.

Based on 1,895,684,126 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue (or transfer out of treasury) up to a maximum of 379,136,825 Shares, representing 20% of the number of Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 189,568,412 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Company may use the General Mandate for the sale or transfer of treasury Shares only after the amendments to the Listing Rules relating to treasury Shares have come into effect on 11 June 2024. The Directors wish to state that they have no immediate plans to repurchase any Shares, allot and issue any new Shares or resell any treasury Shares pursuant to the Repurchase Mandate and the General Mandate to be approved at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105(A) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Besides, Article 105(B) of the Articles of Association provides that the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Ms. Zhao Chengmin, Ms. Ye Yanliu, Mr. Wong Tat Yan, Paul and Mr. Wong Chi Wai (the “**Retiring Directors**”) will retire from office by rotation and being eligible for re-election at the AGM.

DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board proposed that subject to the approval of the Shareholders at the AGM, a final dividend of HK\$1.3 per Share for the year ended 31 December 2023 will be paid to Shareholders whose names appeared on the register of members of the Company on Friday, 31 May 2024 and that the qualifying Shareholders of the Company will be entitled to elect to receive part or all of the Final Dividend in the form of new Shares in lieu of cash (the “**Scrip Dividend Scheme**”), provided that this Scrip Dividend Scheme is subject to the granting the listing of and permission to deal in the new Shares to be issued pursuant thereto by the Stock Exchange.

A circular containing full details of the Scrip Dividend Scheme together with the relevant election form will be despatched on or about Friday, 7 June 2024 to the qualifying Shareholders whose names appeared on the register of members of the Company at the close of business on Friday, 31 May 2024 and it is expected that the Final Dividend and the certificates for the new Shares (if the qualifying Shareholders elect to receive part or all of their Final Dividend in the form of new Shares) will be distributed and despatched to the qualifying Shareholders on or about Monday, 8 July 2024.

LETTER FROM THE BOARD

The register of members of the Company will be closed during the following periods:

- (i) For the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both days inclusive). In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Monday, 20 May 2024.
- (ii) For the purpose of determining the Shareholders' entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 30 May 2024 to Friday, 31 May 2024 (both days inclusive). In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at the above-mentioned address for registration by 4:30 p.m. on Wednesday, 29 May 2024.

ACTIONS TO BE TAKEN

Set out on pages 20 to 25 of this circular is a notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of the Retiring Directors.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where 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. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cndintl.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11 a.m. on Wednesday, 22 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposals regarding, among other matters the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the Retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

GENERAL INFORMATION

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
C&D International Investment Group Limited
Zhao Chengmin
Chairperson and Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders of such company, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,895,684,126 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares will be issued or repurchased for the period from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 189,568,412 Shares, representing 10% of the number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate 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 Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may be paid out of the capital paid up on the relevant shares, or the profits of the Company, the share premium account of the Company, or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may be paid out of the profits of the Company or out of the Company's share premium account before the Shares are

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled or held as treasury Shares but the aggregate amount of authorized share capital would not be reduced.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2023, being the date on which its latest published audited consolidated financial statements were made up. 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 requirements of the Company and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	27.80	23.35
May	25.00	19.32
June	19.98	17.02
July	22.30	17.62
August	22.75	19.16
September	22.10	17.68
October	19.96	17.26
November	18.48	15.52
December	16.96	14.70
2024		
January	17.00	12.50
February	13.90	11.34
March	14.24	11.24
April (up to the Latest Practicable Date)	14.12	12.66

7. UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved at the AGM.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by Shareholders at the AGM.

9. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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.

As disclosed in the register maintained pursuant to the SFO, as at the Latest Practicable Date, Well Land was beneficially interested in 1,061,712,743 issued Shares, representing approximately 56.01% voting rights attached to the issued Shares.

In the event that the Repurchase Mandate were to be exercised in full, the voting rights of Well Land in the Company would be increased to approximately 62.23%. The Directors do not consider such increase would give rise to an obligation on the part of Well Land and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such extent which will give rise to an obligation of any Shareholder to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the company being in public hands. The Directors have no present intention to and will not exercise the Repurchase Mandate to such extent which will result in the aggregate number of Shares being held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

11. GENERAL INFORMATION

To the best of the knowledge of the Directors, neither this explanatory statement nor the proposed share repurchase has any unusual features.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Company may cancel such repurchased Shares or hold them as treasury Shares in accordance with the applicable laws and regulations, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

(1) Ms. ZHAO Chengmin (趙呈閩女士) (“Ms. Zhao”)

Ms. Zhao, aged 55, was appointed as an executive Director on 10 February 2015 and was appointed as chairperson of the Board and chairperson of the nomination committee of the Board (“**Nomination Committee**”) on 25 August 2022. She was one of the authorised representatives of the Company under Rule 3.05 of the Listing Rules. She served as deputy executive officer from 20 March 2015 to 15 March 2016. Ms. Zhao graduated from Xiamen University with a master’s degree in business administration and is a senior accountant. Ms. Zhao has engaged in financial work for more than 30 years, accumulating a wealth of financial management experience.

Ms. Zhao has joined Xiamen C&D Corporation Limited (“**Xiamen C&D**”) since September 1990 and worked in C&D Real Estate Corporation Limited (“**C&D Real Estate**”) for many years. She currently serves as, among others, the vice general manager of Xiamen C&D, the chairperson and the secretary of the party committee of C&D Real Estate, a director of Well Land and Well Honour International Limited (益鴻國際有限公司). Ms. Zhao worked as finance controller and vice-general manager in Xiamen Overseas Chinese Electronic Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600870).

Xiamen C&D is the holding company of Xiamen C&D Inc., a company listed on the Shanghai Stock Exchange (stock code: 600153). Xiamen C&D Inc. is the holding company of C&D Real Estate. C&D Real Estate is the holding company of Well Honour International Limited which, in turn, is the holding company of Well Land, a controlling shareholder of the Company.

Ms. Zhao has entered into a service agreement with the Company for an initial term of three years commencing from 10 February 2015, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of her appointment, unless terminated in accordance with the terms of the service agreement. Ms. Zhao is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Ms. Zhao is entitled to a director’s annual emolument of RMB3,000,000 commencing from 1 December 2021, which is determined by the Board with reference to her experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions, and such management bonus and other benefits as may be determined by and at the sole discretion of the Board (upon recommendation of the remuneration committee of the Company) from time to time. For the year ended 31 December 2023, Ms. Zhao is entitled to received by way of remuneration and other emoluments the amount of RMB5,080,000 from the Group. Ms. Zhao has agreed to waive her director’s emolument of RMB3,000,000 for the year ended 31 December 2023.

So far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhao was interested in a total of 36,630,340 Shares (representing 1.93% of the issued share capital of the Company). 35,500,340 Shares were held in her capacity as the founder of a discretionary trust. These Shares were registered in the name of Diamond Firetail Limited (“**Diamond Firetail**”). Diamond Firetail is a wholly-owned subsidiary of Tricor Equity Trustee Limited (“**TETL**”). TETL is a trustee of a discretionary trust and Ms. Zhao is one of the founders of the said discretionary trust. Therefore, Ms. Zhao is deemed to be interested in the Shares held by Diamond Firetail by virtue of the SFO.

In addition, pursuant to the 2023 restricted share incentive scheme of the Company (the “**2023 Incentive Scheme**”), 49,870,000 Shares were allotted and issued to BOCI Trustee (Hong Kong) Limited (“**BOCI Trustee**”), who held the Shares on behalf of the incentive recipients of the 2023 Incentive Scheme. Being an incentive recipient of the 2023 Incentive Scheme, Ms. Zhao was interested in 150,000 restricted Shares held on trust by BOCI Trustee under the 2023 Incentive Scheme, which are subject to vesting.

35,300,000 Shares were allotted and issued to BOCI Trustee (the “**2021 Incentive Scheme**”), who held the Shares on behalf of the incentive recipients of the 2021 Incentive Scheme. Being an incentive recipient of the 2021 Incentive Scheme, Ms. Zhao Chengmin was interested in 198,000 restricted Shares held on trust by BOCI Trustee under the 2021 Incentive Scheme, which are subject to vesting.

100,000,000 Shares were allotted and issued to BOCI Trustee (the “**2022 Incentive Scheme**”), who held the Shares on behalf of the incentive recipients of the 2022 Incentive Scheme. Being an incentive recipient of the 2022 Incentive Scheme, Ms. Zhao Chengmin was interested in 650,000 restricted Shares held on trust by BOCI Trustee under the 2022 Incentive Scheme, which are subject to vesting.

Ms. Zhao Chengmin also directly held 132,000 Shares (being restricted Shares vested under the 2021 Incentive Scheme in 2023).

Save as disclosed above, Ms. Zhao:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Ms. Zhao's re-election.

(2) Ms. YE Yanliu (葉衍榴女士) (“Ms. Ye”)

Ms. Ye, aged 52, was appointed as a non-executive Director on 21 March 2019. She joined Xiamen C&D in 1995 and served as its legal affairs director and general legal consultant. She is currently the vice-general manager of Xiamen C&D, a director of Xiamen C&D Inc., a company listed on the Shanghai Stock Exchange (stock code: 600153), a director of C&D Real Estate and a director of some other subsidiaries of Xiamen C&D (not of the Group) and in charge of risk management in general for Xiamen C&D. Ms. Ye holds a bachelor's degree. She is a qualified corporate legal consultant and a practicing corporate lawyer in the PRC.

Ms. Ye has entered into a service agreement with the Company for an initial term of three years commencing from 21 March 2019, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of her appointment, unless terminated in accordance with the terms of the service agreement. Ms. Ye is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Ms. Ye will not receive any director's emolument but she may be entitled to such discretionary bonus and/or other benefits as may be determined by and at the sole discretion of the Board (upon recommendation of the remuneration committee of the Company) from time to time. For the year ended 31 December 2023, Ms. Ye did not receive any payments (whether fixed or discretionary in nature) from the Group.

Save as disclosed above, Ms. Ye:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Ms. Ye's re-election.

(3) Mr. WONG Tat Yan, Paul (黃達仁先生) (“Mr. Wong”)

Mr. Wong Tat Yan, Paul, aged 54, has been an independent non-executive Director since 23 November 2012. He is also the chairman of the remuneration committee of the Board (“**Remuneration Committee**”) and a member of the audit committee of the Board (“**Audit Committee**”) and the Nomination Committee. Mr. Wong Tat Yan, Paul obtained a bachelor’s degree in commerce from James Cook University of North Queensland in Australia in 1993 and a master’s degree in business administration from the University of Queensland in Australia in 2004. From May 2015 to June 2017, Mr. Wong Tat Yan, Paul served as an independent non-executive director and the chairman of the audit committee and remuneration committee of Huiyin Holding Group Limited (formerly known as Share Economy Group Limited, stock code: 1178) which is listed on the Main Board of the Stock Exchange (“**Huiyin Holdings**”). Mr. Wong Tat Yan, Paul is a practising certified public accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a fellow member of the Taxation Institute of Australia. He has over 24 years of experience in auditing, accounting and taxation gained by taking up various positions in a number of accounting firms in Hong Kong and is currently a partner of Paul Wong & Co., a certified public accountant firm in Hong Kong.

Mr. Wong Tat Yan, Paul was censured by the Listing Committee of the Stock Exchange on 17 May 2021 in relation to his breach of Rule 3.08(f) of the Listing Rules and his obligation to comply to the best of his ability with the Listing Rules under his Declaration and Undertaking given to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules, for failing to establish adequate internal controls in Huiyin Holdings to obtain/retain the relevant documentation in respect of an acquisition conducted by Huiyin Holdings in 2016 (the “**Censure**”). Mr. Wong Tat Yan, Paul is required to attend 16 hours of training on Listing Rules compliance, including at least three hours of training on director’s duties. Mr. Wong Tat Yan, Paul resigned as an independent non-executive director of Huiyin Holdings on 2 June 2017.

The Board has carefully assessed the Censure against Mr. Wong Tat Yan, Paul. In view of that (i) there is no evidence that the Censure involved any act of dishonesty, fraud or cast doubt on Mr. Wong Tat Yan, Paul’s integrity which would affect his suitability as a director of the Company and (ii) taking into account that, to the best knowledge, information and belief of the Board, the Censure did not relate to the affairs of the Group and will not have any impact on the Group, the Board considers that Mr. Wong Tat Yan, Paul is still suitable to act as an independent non-executive Director.

Pursuant to a letter of appointment entered into by the Company with Mr. Wong Tat Yan, Paul, Mr. Wong Tat Yan, Paul has been appointed for an initial term of one year commencing on 23 November 2012, which is renewable automatically for successive terms of one year each from the day immediately after the expiry of the then current term. The appointment may be terminated by either party by the giving of three months’ written notice and is subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Mr. Wong Tat Yan, Paul is entitled to an annual director’s emolument of HK\$200,000, which is determined by the Board by reference to

his experience, responsibilities and the prevailing market conditions. For the year ended 31 December 2023, Mr. Wong Tat Yan, Paul received by way of remuneration and other emoluments the amount of approximately HK\$200,000 from the Group.

Based on the information contained in the annual confirmation on independence provided by Mr. Wong Tat Yan, Paul to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Wong Tat Yan, Paul and was and is satisfied that Mr. Wong Tat Yan, Paul remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the AGM.

Save as disclosed above, Mr. Wong:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Wong's re-election.

(4) Mr. WONG Chi Wai (黃馳維先生) (“Mr. Wong Chi Wai”)

Mr. Wong Chi Wai, aged 57, has been an independent non-executive Director of the Company since 23 November 2012. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. He currently also serves as an independent non-executive director of Kin Yat Holdings Limited (stock code: 638) and Arts Optical International Holdings Limited (stock code: 1120), shares of both companies are listed on the Main Board of the Stock Exchange. He is currently the chairman of the audit committee of Arts Optical International Holdings Limited and the chairman of the audit committee of Kin Yat Holdings Limited. From June 2003 to September 2020, Mr. Wong Chi Wai served as an independent non-executive director of Bonjour Holdings Limited (stock code: 653), a company listed on the Main Board of the Stock Exchange. Mr. Wong Chi Wai obtained a bachelor's degree in social science from and was awarded a post-graduate certificate in laws by the University of Hong Kong in 1988 and 1993, respectively. He is a practising certified public accountant in Hong Kong and an associate member of the Institute of Chartered Accountants in England and Wales. He has over 33 years of experience in the accountancy profession. Other than holding private practice qualification in accounting, he has been admitted as solicitor at the High Court on 9 March 2019 and practice as consultant lawyer in a law firm.

The United States Public Company Accounting Oversight Board on 18 May 2016 censured Mr. Wong Chi Wai, barring him from being an associated person of a registered public accounting firm which has audit responsibilities for public companies in the United States of America (“U.S.”), and imposing a civil money penalty against him of US\$10,000 on the basis of its findings that in connection with the audits of one U.S. issuer client of his firm, AWC (CPA) Limited. Mr. Wong Chi Wai violated certain U.S. laws, rules and standards relating to the audit requirements of a U.S. issuer client. Mr. Wong Chi Wai may file a petition to associate with a registered public accounting firm after two years from the date of the order.

For the same incident, the Hong Kong Institute of Certified Public Accountants (“HKICPA”) concluded that Mr. Wong Chi Wai was in breach of sections 100.5(c) and 130.1 of the Code of Ethics for Professional Accountants for failure to act diligently in accordance with applicable technical and professional standards when provided professional services. As such, HKICPA reprimanded Mr. Wong Chi Wai and levied an administrative penalty of HK\$25,000 and costs of HK\$10,000 jointly with other respondents on 27 November 2017.

Pursuant to a letter of appointment entered into by the Company with Mr. Wong Chi Wai, Mr. Wong Chi Wai has been appointed for an initial term of one year commencing on 14 December 2012, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of his appointment. The appointment may be terminated by either party by the giving of three months’ written notice and is subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Mr. Wong Chi Wai is entitled to an annual director’s fee of HK\$200,000, which is determined by the Board by reference to his experience, responsibilities and the prevailing market conditions. For the year ended 31 December 2023, Mr. Wong Chi Wai received by way of remuneration and other emoluments the amount of approximately HK\$200,000 from the Group.

Based on the information contained in the annual confirmation on independence provided by Mr. Wong Chi Wai to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Wong Chi Wai and was and is satisfied that Mr. Wong Chi Wai remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the AGM.

Save as disclosed above, Mr. Wong Chi Wai:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Wong Chi Wai's re-election.

NOTICE OF ANNUAL GENERAL MEETING

C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of C&D International Investment Group Limited (the “**Company**”) will be held at Office No.3517, 35th Floor, Wu Chung House, 213 Queen’s Road East, Wanchai, Hong Kong at 11 a.m. on Friday, 24 May 2024 to consider and, if thought fit, transact the following ordinary businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK\$1.3 per share for the year ended 31 December 2023 by way of cash or scrip dividend scheme.
3. To re-elect Ms. Zhao Chengmin as an executive director of the Company.
4. To re-elect Ms. Ye Yanliu as a non-executive director of the Company.
5. To re-elect Mr. Wong Tat Yan, Paul as an independent non-executive director of the Company.
6. To re-elect Mr. Wong Chi Wai as an independent non-executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
8. To consider the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and paragraph (c) below, pursuant to the Listing Rules and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company (including any sale or transfer of any treasury Shares (which shall have the

NOTICE OF ANNUAL GENERAL MEETING

meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) out of treasury), and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the directors of the Company (the “**Directors**”) during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) and treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or
 - (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue (excluding any treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to the holders of shares or any class of shares whose names appeared on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

- (e) the Company may use the general mandate for the sale or transfer of treasury Shares only after the amendments to the Listing Rules relating to treasury Shares have come into effect on 11 June 2024.
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”
11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions numbered 9 and 10 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company (including any sale or transfer of any treasury Shares out of treasury) pursuant to resolution numbered 9 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted and treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to or in accordance with such general mandate of a number representing the aggregate number of shares to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 10 above.”

By order of the Board
C&D International Investment Group Limited
Zhao Chengmin
Chairperson and Executive Director

Hong Kong, 30 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Shareholder who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a Shareholder.
2. In the case of joint holders of Shares, 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 are present at the Meeting, personally or by proxy, that one of the said joint holders so present whose name stands first in the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of 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 seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time specified for holding of the Meeting (i.e. not later than 11 a.m. on Wednesday, 22 May 2024 (Hong Kong time)). In order to be valid, all forms of proxy must be lodged with Tricor Investor Services Limited before the deadline.
4. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining Shareholders’ entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both days inclusive). In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at the abovementioned address for registration by 4:30 p.m. on Monday, 20 May 2024.
6. For the purpose of determining the Shareholders’ entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 30 May 2024 to Friday, 31 May 2024 (both days inclusive). In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at the above-mentioned address for registration by 4:30 p.m. on Wednesday, 29 May 2024.
7. In relation to the resolutions numbered 9 and 11 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules. The Directors have no immediate plans to issue any new Shares pursuant to the authority granted under the general mandate to be approved at the Meeting.
8. In relation to the resolution numbered 10 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
9. The Company reminds all Shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting instead of attending the Meeting in person, by completing and return the form of proxy.

NOTICE OF ANNUAL GENERAL MEETING

10. If any Shareholder chooses not to attend the Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcomed to send such question or matter in writing to the head office and principal place of business in Hong Kong of the Company or by fax at (852) 2525 7890. If any Shareholder has any question relating to the Meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980 1333 during business hours 9: 00 a.m. to 5: 00 p.m., Monday to Friday, excluding Hong Kong Public Holidays

Fax: (852) 2810 8185

11. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on its website (www.cndintl.com) and designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

If any Shareholder has any question relating to the Meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office.

12. All dates and times mentioned in this notice refer to Hong Kong dates and times.