
THE 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 **China Development Bank International Investment Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

China Development Bank International Investment Limited**國開國際投資有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1062)****MAJOR TRANSACTION
DISPOSAL OF LISTED SECURITIES IN AN INVESTEE COMPANY**

A letter from the Board is set out on pages 3 to 7 of this circular.

18 April 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Financial Information of the Group	8
Appendix II – General Information	11

DEFINITIONS

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

“ADS”	American depositary securities, a negotiable certificate of title to a number of shares in a non-US company which are deposited in an overseas bank
“Announcement”	the announcement of the Company dated 6 March 2019 in relation to the Disposal
“Board”	the board of Directors
“Business Day”	a day, other than a Saturday, Sunday, public holiday and a day on which a typhoon signal no. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 am and 5:00 pm, on which licensed banks are open for general banking business in Hong Kong throughout their normal business hours
“CDB”	China Development Bank Corporation (國家開發銀行股份有限公司), a company incorporated under the laws of the PRC and the ultimate parent company of CDBIH
“CDB Group”	CDB and its subsidiaries
“CDBC”	China Development Bank Capital Corporation Ltd (國開金融有限責任公司), a company incorporated under the laws of the PRC and a wholly-owned subsidiary of CDB
“CDBIH”	China Development Bank International Holdings Limited (國開國際投資有限公司), a wholly-owned subsidiary of CDBC and the controlling shareholder of the Company which directly held approximately 66.16% of the issued share capital of the Company as at the Latest Practicable Date
“Company”	China Development Bank International Investment Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1062)
“Completion”	completion of the Disposal in accordance with the terms and conditions of the Disposal
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Disposal”	the proposed disposal of an aggregate of 4,670,362 ADSs of NIO by the Company at a price not lower than US\$7.15 per ADS (exclusive of transaction costs)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“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
“Independent Third Party”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Latest Practicable Date”	15 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NIO”	NIO Inc., which was incorporated in the Cayman Islands as an exempted company with limited liability and the ADSs of which are listed on the New York Stock Exchange (NYSE: NIO)
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	U.S. dollars, the lawful currency of the United States of America
“%”	per cent

In this circular, the U.S. dollars are converted to Hong Kong dollars at a rate of US\$1.00 = HK\$7.80 for illustrative purpose only.

LETTER FROM THE BOARD

China Development Bank International Investment Limited 國開國際投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1062)

Executive Directors:

Mr BAI Zhe (*Chairman*)

Independent Non-executive Directors:

Mr WANG Xiangfei

Mr SIN Yui Man

Mr FAN Ren Da, Anthony

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business:

Suites 4506-4509

Two International Finance Centre

No. 8 Finance Street

Central, Hong Kong

18 April 2019

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION DISPOSAL OF INTEREST IN NIO

INTRODUCTION

Reference is made to the Announcement.

On 6 March 2019, the Board approved the potential Disposal of an aggregate of 4,670,362 ADSs of NIO (representing approximately 0.44% of the issued share capital of NIO as at the date of the Announcement) held by the Company through the open market based on the prevailing market conditions at a price not lower than US\$7.15 per ADS (exclusive of transaction costs) based on the historical performance since its listing date and the recent trend of its ADS price, taking into consideration of the Shareholders' interest as a whole and the timing of making the Disposal. The price of US\$7.15 per ADS represented an approximate 33.6% increase from the acquisition price per ADS of NIO and an approximate 10.33% discount of the average closing trading price of the ADSs of NIO on the thirty trading days immediately before the date of the Announcement.

As the highest applicable percentage ratio in respect of the Disposal is expected to exceed 25% but be less than 75% under the Listing Rules (calculated based on the highest closing price of NIO ADSs as quoted on the New York Stock Exchange for the last 10 trading days up to and including 5 March 2019), the Disposal will constitute a major transaction of the Company and will be subject to announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

LETTER FROM THE BOARD

As to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has material interests in the Disposal and is required to abstain from the voting regarding the Disposal, the Company has obtained a written shareholder's approval from CDBIH, in lieu of holding a general meeting to approve the Disposal, pursuant to Rule 14.44 of the Listing Rules.

The purpose of this circular is to provide you with, among other things, (i) further information relating to the Disposal; (ii) the financial information of the Group; and (iii) other documents required to be disclosed pursuant to the Listing Rules.

THE DISPOSAL

Please refer to the information under "Introduction" above.

The Group will receive cash on settlement of the Disposal if proceeded. The aggregate consideration for the Disposal will be the aggregate market price of the NIO ADS(s) at the time of each Disposal. Upon the Completion, the Group will not hold any NIO ADS. As at the Latest Practicable Date, no Disposal has been made.

As the Disposal will be made through the open market, the Company will not be aware of the identities of the buyers of such NIO ADSs and accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the buyers of such NIO ADSs will be independent third parties.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The principal activities of the Group are to achieve medium-term to long-term capital appreciation of its assets primarily through its investments in money market securities and equity and debt related securities in listed and unlisted entities on a global basis.

On 1 December 2017, the Group agreed to subscribe for 4,670,362 preferred shares newly issued by NIO at a consideration of US\$25.00 million. In September 2018, NIO announced the initial public offering of 160,000,000 ADSs at a price to the public of US\$6.26 per ADS, upon which the preferred shares of NIO held by the Group were converted into 4,670,362 ADSs on a one-for-one basis.

Before making the Announcement, the Board noted the recent increase in the trading prices of the NIO ADSs in the past few months. And if the Disposal is proceeded, the Board expects it would generate a gain for the Company of approximately US\$8.30 million (equivalent to approximately HK\$64.74 million) (inclusive of the transaction costs), being the difference between the expected consideration for the Disposal of US\$33.39 million (equivalent to approximately HK\$260.44 million) (assuming the Disposal is made at a minimum disposal price of US\$7.15 per ADS based on the historical performance since listing date and an aggregate of 4,670,362 ADSs are sold) and the acquisition costs of US\$25.00 million. The excess of such expected consideration of the Disposal (if proceeded) over the proportionate share of net book value of NIO would be US\$29.03 million (equivalent to approximately HK\$226.43 million).

LETTER FROM THE BOARD

The Disposal price of US\$7.15 per ADS was determined based on the historical performance of NIO ADSs since its listing date and the recent trend of its ADS price, taking into consideration of the Shareholder's interest as a whole and the timing of making the Disposal.

The price of US\$7.15 per ADS represented an approximate 33.6% increase from the acquisition price per ADS of NIO and an approximate 10.33% discount of the average closing trading price of the ADSs of NIO on the thirty trading days immediately before the date of the Announcement.

As the Disposal will be made at the market price of the ADSs of NIO at the time of each Disposal, the Directors are of the view that the terms of the Disposal are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

FINANCIAL IMPACT OF THE DISPOSAL

On 1 December 2017, the Group agreed to subscribe for 4,670,362 preferred shares newly issued by NIO at a consideration of US\$25.00 million. In September 2018, NIO announced the initial public offering of 160,000,000 ADSs at a price to the public of US\$6.26 per ADS, upon which the preferred shares of NIO held by the Group were converted to 4,670,362 ADSs on a one-for-one basis.

The Board noted the recent increase in the trading prices of the NIO ADSs in the past few months. And if the Disposal is proceeded, the Board expects it would generate a gain for the Company of approximately US\$8.30 million (equivalent to approximately HK\$64.74 million) (inclusive of the transaction costs), being the difference between the expected consideration for the Disposal of US\$33.39 million (equivalent to approximately HK\$260.44 million) (assuming the Disposal is made at a minimum disposal price of US\$7.15 per ADS and an aggregate of 4,670,362 ADSs are sold) and the acquisition costs of US\$25.00 million. The excess of such expected consideration of the Disposal (if proceeded) over the proportionate share of net book value of NIO would be US\$29.03 million (equivalent to approximately HK\$226.43 million).

If the Disposal is proceeded, upon Completion, the Group expects to record a gain on the Disposal (inclusive of the transaction costs) of approximately US\$3.55 million (equivalent to approximately HK\$27.69 million). The gain on the Disposal shared by the Company is determined by reference to estimated consideration of the Disposal of US\$33.39 million (equivalent to approximately HK\$260.44 million) as mentioned above and the carrying value of the investment of US\$29.75 million (approximately HK\$232.05 million) as of 31 December 2018, assuming the transaction costs are approximately HK\$0.71 million.

Based on the latest audited consolidated financial statements of the Group as at 31 December 2018 and assuming the Disposal had been completed during the year ended 31 December 2018, it is estimated that upon the Completion, the consolidated total assets of the Group will increase by approximately HK\$27.69 million from HK\$2,178.18 million to approximately HK\$2,205.87 million and the consolidated total liabilities of the Group as at 31 December 2018 will not be affected.

LETTER FROM THE BOARD

INTENDED USE OF PROCEEDS

The net proceeds from the Disposal, determined by reference to estimated consideration of the Disposal of US\$33.39 million (equivalent to approximately HK\$260.44 million and assuming the ADS to be sold at a minimum disposal price of US\$7.15 per ADS and an aggregate of 4,670,362 ADS to be sold) after deducting transaction costs of approximately HK\$0.71 million, are estimated to be approximately HK\$259.73 million which is expected to be used as general working capital.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio in respect of the Disposal is expected to exceed 25% but be less than 75% under the Listing Rules (calculated based on the highest closing price of NIO ADSs as quoted on the New York Stock Exchange for the last 10 trading days up to and including 5 March 2019), the Disposal will constitute a major transaction of the Company and will be subject to announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As NIO and the Company are both listed companies, and the trading prices of their listed securities could vary from time to time. Therefore, the actual applicable percentage ratios in respect of the Disposal could vary based on the trading prices of the NIO ADSs and the Shares at the time of making the Disposal. The Company will ensure that the highest applicable percentage ratio in respect of the Disposal at the time of making the Disposal is less than 75%, otherwise the Company will seek necessary approval from the Shareholders in accordance with the Listing Rules.

As to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has material interests in the Disposal and is required to abstain from the voting regarding the Disposal, the Company has obtained a written shareholder's approval from CDBIH, in lieu of holding a general meeting to approve the Disposal, pursuant to Rule 14.44 of the Listing Rules.

INFORMATION ABOUT RELEVANT PARTIES

The Company

The principal activity of the Company is to act as an investment holding company, identifying and exploring suitable investment opportunities and holding equity investments.

NIO

NIO was incorporated in the Cayman Islands in November 2014 as an exempted company with limited liability and the NIO ADSs are listed on the New York Stock Exchange. NIO is a pioneer in China's premium electric vehicle market and is principally engaged in the design, jointly manufacturing and sales of smart and connected premium electric vehicles.

LETTER FROM THE BOARD

The following financial information is extracted from the public documents of NIO:

	For the year ended 31 December 2018	For the year ended 31 December 2017
	(unaudited)	(audited)
	<i>US\$'000</i>	<i>US\$'000</i>
Revenue	720,117	–
Loss before income tax expense	(1,398,726)	(757,623)
Net loss	(1,401,932)	(758,818)

The shareholders' equity of NIO as at 31 December 2018 was approximately US\$992,094,000.

RECOMMENDATION

Although no general meeting will be convened for approving the Disposal, the Directors believe that the Disposal is in the interests of the Company and the Shareholders as a whole. Accordingly, if a general meeting were to be convened by the Company, the Directors would have recommended the Shareholders to vote in favour of the entering into of the Equity Transfer Agreement and the transactions contemplated thereunder.

By Order of the Board of Directors of
China Development Bank International Investment Limited
Bai Zhe
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

Details of the financial information of the Group for each of the two years ended 31 December 2016 and 2017 are disclosed in the annual reports of the Company for the years ended 31 December 2016 and 2017 respectively. Details of the financial information of the Group for the year ended 31 December 2018 are disclosed in the annual results announcement of the Company for the year ended 31 December 2018. These annual reports and annual results announcement are published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cdb-intl.com>) and can be found in the following hyperlink as stated below:

For the year ended 31 December 2016 (pages 48 to 93):
<http://www3.hkexnews.hk/listedco/listconews/SEHK/2017/0406/LTN201704061403.pdf>

For the year ended 31 December 2017 (pages 60 to 109):
<http://www3.hkexnews.hk/listedco/listconews/SEHK/2018/0327/LTN20180327869.pdf>

For the year ended 31 December 2018 (pages 1 to 9):
<http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0331/LTN20190331179.pdf>

2. WORKING CAPITAL

After taking into account the financial resources available to the Group, including the proceeds from the Disposal, the internally generated funds and currently available facilities from its substantial shareholder, the Directors, are of the opinion that the Group will have sufficient working capital for its present requirements for at least the next 12 months from the date of this circular, in the absence of unforeseeable circumstances.

3. INDEBTEDNESS

As at the close of business on 28 February 2019, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group has outstanding indebtedness as summarised below:

Borrowings

The Group had total outstanding borrowings of approximately HK\$546 million as at 28 February 2019. Further details of which are set out below.

The Company had entered into a facility agreement and a supplemental facility agreement with China Minsheng Banking Corp., Ltd., Hong Kong Branch (“**CMBC HK**”) as lender and the Company as borrower on 3 April 2017 and 16 April 2018 respectively, pursuant to which CMBC HK provided a facility to the Company in the amount of up to US\$100.00 million. As at 28 February 2019, the Group had drawn down US\$70.00 million (equivalent to approximately HK\$546 million) under such facility agreement and the maturity for the facility is April 2020. The borrowings are unguaranteed and unsecured.

Save as disclosed above and apart from intra-group liabilities, the Group did not have any debt securities issued and outstanding, or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or material contingent liabilities as at 28 February 2019.

4. MATERIAL ADVERSE CHANGE

As at the latest practicable date, the Directors were not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 December 2018, the date to which the latest published audited consolidated financial statements of the Group were made.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

In 2018, the Group obtained satisfactory returns from the Group's investment projects. The slowdown of global economic growth trend in 2018, lower confidence of investors about the economic prospects, trade disputes among major economies coupled with rising US interest rates and tightening of financial leverages in China, all adversely affected the economic development of China and other emerging countries in 2018.

The Company has been committed to identifying and exploring suitable investment opportunities in the logistics industry and has established certain investment layout in areas including, but not limited to, logistics infrastructure and supply chain services. Logistics industry is a fundamental and strategic industry which supports the national economic development and is also a key industry supported by CDB, the ultimate controlling shareholder of the Company. The Company will continue to be committed to identifying and exploring suitable investment opportunities in the logistics industry and has established certain investment layout in areas including logistics infrastructure and supply chain services. The Company will continue to extend its area of investment from its current basis to the enterprises which enhance the efficiency of logistics infrastructure and create investment returns for the Shareholders and further promote the Company's overall market strength in modern service industries such as logistics, consumption and finance. The Company will proactively leverage the resources of CDB in logistics infrastructure and microcredit based on its existing logistics network with its extensive industry knowledge and experience in finance and management in order to assist the Company in continuously enhancing its efficiency, exploring business opportunities, optimising the decision-making process and incentive mechanism and improving corporate governance practices. The Company anticipates the growth in logistic industry to remain optimistic. Looking forward, the management believes that the business and operating environment is full of challenges and volatility. Amidst an expectation of a slower growth in mainland China, the market is facing a slowdown in economic growth, and the economic structure has undergone significant changes during the transition from medium-term to long-term. In order to improve the performance of the Group and deliver the best returns to the Shareholders, the Group will continue to look for investment opportunities which strengthen profitability with acceptable risk of the portfolio of the Group. The management will continue to closely monitor the market situation and enhance its operation in all areas, to raise levels of financial control and improve profitability within the Group.

1. 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 Group. 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.

2. DISCLOSURE OF INTERESTS

(a) Disclosure of Interests by Directors

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or (ii) to be recorded in the register required to be kept under section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies set out in Appendix 10 to the Listing Rules.

(b) Disclosure of Interests by Substantial Shareholders

Save as disclosed below, the Directors or the chief executive of the Company were not aware that there was any party who, as at the Latest Practicable Date, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of Shareholder	Capacity	Nature of Interests	Number of issued Shares of the Company held	Long/short position	Approximate percentage of the existing issued share capital of the Company
CDB (<i>Note 1</i>)	Interest of controlled corporation	Corporate interest	1,920,000,000	Long	66.16%
CDBC (<i>Note 1</i>)	Interest of controlled corporation	Corporate interest	1,920,000,000	Long	66.16%

Name of Shareholder	Capacity	Nature of Interests	Number of issued Shares of the Company held	Long/short position	Approximate percentage of the existing issued share capital of the Company
CDBIH (<i>Note 1</i>)	Beneficial owner	Corporate interest	1,920,000,000	Long	66.16%
LIU Tong	Interest of controlled corporation	Corporate interest	163,702,560	Long	5.64%
Yoobright Investments Limited (“Yoobright”) (<i>Note 2</i>)	Beneficial owner	Corporate interest	163,702,560	Long	5.64%

Notes:

1. CDBIH is a wholly-owned subsidiary of CDBC. CDBC is a wholly-owned subsidiary of CDB. Thus, CDB and CDBC are deemed to be interested in the same percentage of Shares held by CDBIH.
2. Yoobright is beneficially and wholly-owned by Mr LIU Tong. Mr LIU Tong is therefore deemed to be interested in the same percentage of shares held by Yoobright.

3. MATERIAL CONTRACTS

The Group has not entered into any material contract (not being contracts made in the ordinary course of business) within the two years immediately preceding the Latest Practicable Date.

4. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or proposed Director had entered into any service contract or letter of appointment with any member of the Group (excluding contracts expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation)).

5. DIRECTORS’ INTERESTS IN ASSETS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors had any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to any member of the Group since 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Group were made up.

6. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS OF SIGNIFICANCE

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into with any member of the Group subsisting as at the Latest Practicable Date and which is significant in relation to the business of the Group taken as a whole.

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was involved in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened or made against any member of the Group.

8. COMPETING INTERESTS OF DIRECTORS

As at the Latest Practicable Date, Mr BAI Zhe held certain positions in CDB Group, which engaged in the same businesses of investment in Hong Kong and overseas as the Company. The potential conflicts of interest may arise in the allocation of investment opportunities to the Company and the other entities under CDB Group.

As at the Latest Practicable Date, Mr BAI Zhe is an executive Director, chairman of the Board and the chairman of the nomination committee of the Company. Mr BAI also serves as the deputy chief executive officer of CDBIH.

The potential conflicts of interest arising from the roles of Mr BAI Zhe in CDB Group can be resolved according to the following:

- (a) **Geographical coverage:** there is clear business delineation between the Company, CDBIH and CDBC. CDBC mainly focuses on investment businesses in the PRC, while the Company and CDBIH mainly focus on investment businesses outside the PRC;
- (b) **Investment size:** although CDBIH engages in the same businesses of investment in Hong Kong and overseas as the Company, CDBIH will only make the investment when the Company is unable to take up such investment opportunities due to restrictions under Chapter 21 of the Listing Rules, under which the value of its holding of investments issued by any one company or body shall not exceed 20% of the Company's net asset value at the time when such investment is made, which is US\$25.00 million based on the net asset value of the Company as at the Latest Practicable Date;
- (c) **No overlapping directors between the Company and CDBIH:** Mr BAI does not hold any directorship in CDBIH. Hence, the Board can make independent business decisions, including whether or not to take up any potential investment opportunities; and

- (d) **Balance of Board:** as at the Latest Practicable Date, the Board comprised four Directors in which three out of the four Directors do not hold any management positions in CDB Group (including the independent non-executive Directors, namely, Mr WANG Xiangfei, Mr SIN Yui Man and Mr FAN Ren Da, Anthony). Mr BAI Zhe will be abstained from voting if CDBC or CDBIH has any material interests in any proposed transaction. The Company considers that Mr WANG, Mr SIN and Mr FAN have sufficient experience and knowledge to ensure the proper function of the Board and make investment decisions if Mr BAI are materially conflicted. Therefore, there will be no material conflict of interest that impedes the effectiveness of the Board.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or any proposed Director nor their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which will be required to be disclosed under Rule 8.10 of the Listing Rules.

9. MISCELLANEOUS

- (a) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business in Hong Kong is Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong.
- (b) The Hong Kong branch share registrar and transfer office of the Company is Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (c) The company secretary of the Company is Mr YU Chi Kit, a member of the Hong Kong Institute of Certified Public Accountants.
- (d) The auditors of the Company are PricewaterhouseCoopers, certified public accountants qualified for practicing in Hong Kong.
- (e) This circular has been prepared in both English and Chinese, the English text of which shall prevail over the Chinese text in the event of inconsistency.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection during normal business hours on business days at the office of the Company at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong from the date of this circular up to and including 2 May 2019:

- (a) the amended and restated memorandum and articles of association of the Company;
- (b) the annual reports of the Group for the two financial years ended 31 December 2017 and 2018;
- (c) the material contracts referred to in the section headed “Material Contracts” in this appendix; and
- (d) this circular.